

CSP INC /MA/  
Form DEF 14A  
December 23, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. \_\_)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Sec. 240.14a-12

**CSP INC.**

(Name of Registrant as Specified In Its Charter)

**Not Applicable**

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box)

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(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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**CSP INC.**

December 29, 2009

Dear Stockholders:

You are cordially invited to attend the 2010 Annual Meeting of Stockholders of CSP Inc. Our Annual Meeting will be held on Tuesday, February 9, 2010, at 9:00 a.m. local time at our executive offices located at 43 Manning Road, Billerica, Massachusetts 01821.

We describe in detail the actions we expect to take at our Annual Meeting in the attached Notice of 2010 Annual Meeting of Stockholders and proxy statement.

Your vote is very important to us, regardless of the number of shares that you own. Whether or not you plan to attend the Annual Meeting, please vote as soon as possible to make sure your shares are represented at the meeting. To simplify this process, your vote may be cast over the Internet, by telephone or by mail.

We look forward to seeing you at the Annual Meeting.

Sincerely,

Alexander R. Lupinetti  
*Chief Executive Officer*  
CSP INC.

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**NOTICE OF 2010 ANNUAL MEETING OF STOCKHOLDERS**

Date: Tuesday, February 9, 2010

Time: 9:00 a.m. local time

Place: CSP Inc. Executive Offices

43 Manning Road

Billerica, Massachusetts 01821

At the Annual Meeting you will be asked to:

1. Elect two Class II directors to the Board of Directors.
2. Ratify the appointment of McGladrey & Pullen, LLP as the Company's Independent Auditors for the fiscal year ending September 30, 2010.
3. Consider any other matters that may properly be brought before the meeting.

By order of the Board of Directors,

Gary W. Levine  
*Secretary*

Billerica, Massachusetts

December 29, 2009

**YOUR VOTE IS IMPORTANT**

**TO ASSURE YOUR REPRESENTATION AT THE ANNUAL MEETING WHETHER OR NOT YOU ATTEND, PLEASE CAST YOUR VOTE AS INSTRUCTED IN THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS AS PROMPTLY AS POSSIBLE. IF YOU CHOSE TO RECEIVE PAPER COPIES OF YOUR PROXY MATERIALS, INCLUDING THE PROXY CARD, PLEASE COMPLETE, SIGN, DATE AND RETURN THE PROXY CARD AS PROMPTLY AS POSSIBLE AND RETURN IT IN THE RETURN ENVELOPE PROVIDED. ANY STOCKHOLDER ATTENDING THE MEETING MAY VOTE IN PERSON EVEN IF HE OR SHE HAS RETURNED A PROXY. PLEASE NOTE, HOWEVER, THAT IF YOUR SHARES ARE HELD OF RECORD BY A BROKER, BANK OR OTHER**

**NOMINEE AND YOU WISH TO VOTE, YOU MUST OBTAIN FROM THE RECORD HOLDER A PROXY ISSUED IN YOUR NAME.**

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**CSP INC.**

(A Massachusetts Corporation)

**PROXY STATEMENT**

*Annual Meeting of Stockholders*

*February 9, 2010*

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**INFORMATION CONCERNING THE PROXY MATERIALS AND THE ANNUAL MEETING**

Our Board of Directors is soliciting proxies to be voted at the 2010 Annual Meeting of Stockholders to be held on February 9, 2010. Your vote is very important. For this reason, our Board is requesting that you permit your common stock to be represented at the Annual Meeting by the persons named as proxies for the Annual Meeting. This proxy statement contains important information for you to consider when deciding how to vote on the matters brought before the Annual Meeting. Please read it carefully.

Our principal executive offices are located at 43 Manning Road, Billerica, Massachusetts 01821. Our main telephone number is (978) 663-7598. In this proxy statement, CSP Inc. is sometimes referred to as the Company and CSPI.

**Internet Availability of Proxy Materials and Annual Report**

These proxy solicitation materials are available at [www.amstock.com/proxyservices/viewmaterial.Asp?CoNumber=01524](http://www.amstock.com/proxyservices/viewmaterial.Asp?CoNumber=01524) on or about December 29, 2009 to all stockholders entitled to vote at the Annual Meeting. A copy of our Annual Report on Form 10-K for the fiscal year ended September 30, 2009 will be made available at [www.amstock.com/proxyservices/viewmaterial.Asp?CoNumber=01524](http://www.amstock.com/proxyservices/viewmaterial.Asp?CoNumber=01524) concurrently with these proxy solicitation materials.

Pursuant to the rules adopted by the Securities and Exchange Commission, which is referred to in this proxy statement as the SEC, the Company is required to provide access to our proxy materials via the Internet. Accordingly, we are furnishing proxy materials to our stockholders primarily via the Internet, rather than mailing printed copies of these materials to each stockholder. The Company believes that this new process should expedite stockholders' receipt of proxy materials, lower the costs incurred by the Company for the Annual Meeting and help to conserve natural resources. On or about December 29, 2009, we mailed to our stockholders a Notice of Internet Availability of Proxy Materials, in the form of a mailing titled "Important Notice Regarding the Availability of Proxy Materials," that contains instructions on how to access and review the proxy materials, including this proxy statement and our Annual Report on Form 10-K, on a website referred to in such notice and how to access a proxy card to vote on the Internet or by telephone. The Notice of Internet Availability of Proxy Materials also contains instructions on how to receive a paper copy of the proxy materials and how to instruct us to send future proxy materials to stockholders electronically by email. Any stockholder's election to receive the Proxy Materials by email will remain in effect until such stockholder terminates the request. If you receive a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials unless you request one. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, currently or on an ongoing basis, please follow the instructions included in the Notice of Internet Availability of Proxy Materials.

**QUESTIONS AND ANSWERS REGARDING THE ANNUAL MEETING**

**Where and when is the Annual Meeting of Stockholders?**

Our annual meeting of stockholders will be held at our executive offices, 43 Manning Road, Billerica, Massachusetts at 9:00 a.m. local time on February 9, 2010.

**Who may vote at the Annual Meeting?**

You may vote if our records show that you owned your shares on December 18, 2009, which is the record date. At the close of business on the record date, 3,587,925 shares of our common stock were issued and outstanding and eligible to vote. You may cast one vote for each share of common stock held of record by you on the record date on all matters presented.

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### **Why did I receive a notice in the mail this year regarding the Internet availability of proxy materials instead of printed proxy materials?**

The Company has elected to provide access to the proxy materials over the Internet. We believe that this initiative will enable the Company to provide proxy materials to stockholders more quickly, reduce the impact of our Annual Meeting on the environment, and reduce costs.

### **What is the difference between holding shares as a stockholder of record and beneficial owner?**

Most of our stockholders hold their shares through a broker, bank or other nominee rather than directly in their own name. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

*Stockholder of Record.* If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Co., you are considered the stockholder of record with respect to those shares, and the Notice of Internet Availability of Proxy Materials was sent directly to you by us. As the stockholder of record, you have the right to grant your voting proxy directly to us via the Internet, by telephone or by mail, or to vote in person at the Annual Meeting.

*Beneficial Owner.* If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares, which are held in street name, and the Notice of Internet Availability of Proxy Materials is being provided to you by your broker, bank or nominee, who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank or nominee on how to vote and are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote these shares in person at the Annual Meeting, unless you request, complete and deliver a proxy from your broker, bank or nominee. Your broker, bank or nominee has sent you a voting instruction card for you to use in directing the broker, bank or nominee how to vote your shares.

### **How many votes can be cast by all stockholders?**

Each share of our common stock is entitled to one vote. There is no cumulative voting. We had 3,587,925 shares of common stock outstanding and entitled to vote on the record date.

### **How many votes must be present to hold the Annual Meeting?**

We must have a quorum in order to hold the Annual Meeting and conduct business. A majority of our issued and outstanding shares as of the record date constitutes a quorum. Shares are counted if you are present at the Annual Meeting or a proxy card has been properly submitted by you or on your behalf. In general, abstentions and broker non-votes are counted as present for the purpose of determining the presence of a quorum. The vote on each matter submitted to stockholders is tabulated separately. American Stock Transfer & Trust Co. will tabulate the votes.

### **How many votes are required to elect directors?**

Directors are elected by a *plurality* of the votes cast. This means that the two individuals nominated for election to the Board of Directors who receive the most FOR votes (among votes properly cast in person or by proxy) will be elected; a nominee does not need to receive a majority to be elected. If you withhold authority to vote with respect to the election of a nominee, your shares will not be voted with respect to that nominee. Your shares will be counted for purposes of determining whether there is a quorum.

### **How many votes are required to ratify the appointment of the Company's independent auditors?**

Ratification of the appointment of McGladrey & Pullen, LLP as the Company's independent auditors requires the affirmative vote of a majority of the shares represented and entitled to vote at the Annual Meeting.

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You may vote either FOR or AGAINST ratification of the appointment, or you may abstain. A properly executed proxy marked ABSTAIN with respect to the ratification of the appointment will not be counted as a vote cast with respect to such ratification.

### **How do I vote?**

You may vote in one of three ways:

#### **Over the Internet**

*If your shares are registered in your name:* Vote your shares over the Internet by accessing the proxy online voting website at [www.voteproxy.com](http://www.voteproxy.com) and following the on-screen instructions. You will need the company number, account and control numbers that appears on your Notice of Internet Availability of Proxy Materials when you access the web page.

*If your shares are held in the name of a broker, bank or other nominee:* Vote your shares over the Internet by following the voting instructions that you receive from such broker, bank or other nominee.

#### **By Telephone**

*If your shares are registered in your name:* Vote your shares over the telephone by accessing the telephone voting system toll-free at **1-800-PROXIES (1-800-776-9437)** in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and following the telephone voting instructions. The telephone instructions will lead you through the voting process. You will need the Company number, account and control numbers that appears on your Notice of Internet Availability of Proxy Materials when you call.

*If your shares are held in the name of a broker, bank or other nominee:* Vote your shares over the telephone by following the voting instructions you receive from such broker, bank or other nominee.

#### **By Mail**

*If you received these annual meeting materials by mail:* Vote by signing and dating the proxy card(s) and returning the card(s) in the prepaid envelope. Also, you can vote over the Internet or by using a toll-free telephone number. Instructions about these ways to vote appear on the proxy card. If you vote via the Internet or by telephone, please have your proxy card and control number available.

### **What if I submit my proxy but do not vote for one or more of the proposals?**

If you submit your proxy via the Internet, by telephone or by returning your signed proxy card, but do not mark or specify selections, it will be voted in accordance with the recommendations of the Board of Directors. If you indicate a choice with respect to any matter to be acted upon on your proxy, the shares will be voted in accordance with your instructions.

If you are a beneficial owner and hold your shares through a broker and do not submit your selections in accordance with the instructions received from your broker, the broker or other nominee will determine if it has discretionary authority to vote on the particular matter. Under the rules that govern brokers who are voting with respect to shares held in street name, brokers have discretion to vote such shares on routine matters, but not on non-routine matters. Routine matters include ratification of auditors. Non-routine matters include matters such as the election of directors. If the broker determines it does not have discretionary authority to vote on a particular matter, it will indicate a broker non-vote for such matter in the proxy. Broker non-votes are treated as present for purposes of determining the presence of a quorum, but are also treated as not entitled to vote.

### **Can I change or revoke my vote after submitting it?**

Yes. After you submit your vote via the Internet, by telephone or by mail, you retain the power to revoke your proxy or change your vote. You can revoke your proxy or change your vote at any time before it is



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exercised by giving written notice to our corporate secretary specifying such revocation. You may change your vote by timely delivery of a valid, later-dated proxy or by voting by ballot at the Annual Meeting if you are a record holder.

### **Who can attend the Annual Meeting?**

All stockholders as of the record date, or their duly appointed proxies, may attend. Each stockholder may also bring guests to the meeting if there is space available.

### **Where can I find more information?**

We file annual, quarterly and current reports, proxy statements, and other information with the Securities and Exchange Commission (SEC). Our common stock is traded on the NASDAQ Global Market (NASDAQ) under the symbol CSPI. You may read and copy any document that we file at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Our SEC filings are also available to the public on the SEC's website at <http://www.sec.gov>.

### **Who can help answer my questions?**

If you have additional questions about the matters proposed for consideration at the Annual Meeting, you should contact:

CSP Inc.

43 Manning Road

Billerica, MA 01821

Attn: Gary W. Levine, Chief Financial Officer

Phone: (978) 663-7598 ext. 1200

### **What should I do now?**

Carefully read this document and either submit your vote via the Internet or by telephone or, if voting by mail, indicate on the proxy card how you want to vote. If voting by mail, sign, date and mail your proxy card in the enclosed prepaid return envelope as soon as possible. You should submit your vote now even if you expect to attend the Annual Meeting and vote in person. Submitting your vote now will not prevent you from later canceling or revoking your proxy right until the meeting, and will ensure that your shares are voted if you later find you cannot attend the Annual Meeting.

### **How do I find out the voting results?**

Preliminary voting results will be announced at the Annual Meeting, and the final voting results will be published in our quarterly report on Form 10-Q for the quarter ending March 31, 2010, which we will file with the SEC.

After the Form 10-Q is filed, you may obtain a copy by visiting our website or the SEC's website, contacting our Investor Relations department by calling 978-663-7598, or writing to Investor Relations, CSP Inc., 43 Manning Road, Billerica, Massachusetts 01821.

### **What if I have questions about lost stock certificates or I need to change my mailing address?**

Stockholders may contact our transfer agent, American Stock Transfer & Trust Co., 59 Maiden Lane, New York, New York 10038.

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**PROPOSAL ONE:**

**ELECTION OF DIRECTORS**

Our Board of Directors currently consists of five members and is divided into three classes, referred to as Class I, Class II and Class III. The directors in each class serve for a term of three years and until their successors are duly elected and qualified. As the term of one class expires, a successor class is elected at the annual meeting of stockholders for that year. We currently have two Class II Directors, whose terms will expire at the Annual Meeting to be held on February 9, 2010; two Class III Directors, whose terms will expire at the 2011 Annual Meeting; and one Class I Director, whose term will expire at the 2012 Annual Meeting.

Our Nominating Committee has nominated Messrs. Lyons and Hall to serve as Class II Directors for a three-year term.

If you withhold authority to vote with respect to the election of either nominee, your shares will not be voted with respect to the nominee(s) indicated. Your shares will be counted for purposes of determining whether there is a quorum.

Messrs. Lyons and Hall are currently members of our Board of Directors. Although we expect the nominees to accept nomination and to serve if elected, if a nominee is unable to serve at the time of election, then proxies will be voted for another nominee or the Board may fix the number of directors at a lesser number or leave a vacancy to be filled by the Board of Directors at a later date.

**Nominees for Election**

Listed below is each nominee with his age, the year he was first elected as a director of the Company, and his business affiliations.

<b>Name, Age and Class</b>	<b>Business Affiliations</b>
J. David Lyons (71) Class II	Director of CSPI since March 1997; Managing Director for the Carter Group, an executive search firm, from September 2002 to June 2004; President of Aubin International, Inc., an executive search firm, from 1996 to October 2002; Executive Vice President at National Data Corp. from 1993 to 1996; Executive Vice President Sales and Marketing, Syncordia from 1991 to 1993.
Christopher J. Hall (51) Class II	Director of CSPI since November 2002; self employed as a municipal bond investor from 1998 to present; Founder and Chief Financial Officer of Howe, Solomon, & Hall, a registered broker-dealer operating primarily as a municipal securities broker-dealer from 1985 to 1998.

**The Board recommends a vote FOR the election of all nominees listed above.**

**Unless marked to the contrary, proxies received will be voted FOR the election of all nominees listed above.**

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**PROPOSAL TWO:**

**RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT AUDITORS**

McGladrey & Pullen, LLP currently serves as the Company's independent auditors, and that firm conducted the audit of the Company's accounts for fiscal year 2009. The Audit Committee has appointed McGladrey & Pullen, LLP to serve as independent auditors to conduct an audit of the Company's accounts for fiscal year 2010.

Selection of the Company's independent auditors is not required to be submitted to a vote of the stockholders of the Company for ratification. However, the Board of Directors is submitting this matter to the stockholders as a matter of good corporate practice. If the stockholders fail to vote in favor of the selection, the Audit Committee will reconsider whether to retain McGladrey & Pullen, LLP and may retain that firm or another without re-submitting the matter to the Company's stockholders. Even if stockholders vote in favor of the appointment, on an advisory basis, the Audit Committee may, in its discretion, direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of the Company and the stockholders.

Representatives of McGladrey & Pullen, LLP are expected to be present at the Annual Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

**The Board recommends a vote FOR ratification of McGladrey & Pullen, LLP as our independent auditors for fiscal year 2010.**

**Unless marked to the contrary, proxies received will be voted FOR ratification of the selection of McGladrey & Pullen, LLP.**

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**OUR BOARD OF DIRECTORS**

**Background Information about Directors Continuing in Office**

Listed below are the Company's continuing directors, their ages, the year each was first elected as one of our directors, and their business affiliations. Messrs. James and Lupinetti are Class III Directors, whose terms will expire in 2011, and Mr. Williams is a Class I Director, whose term will expire in 2012.

**Name, Age and Class**

C. Shelton James (70)

Class III Director

Alexander R. Lupinetti (64)

Class III Director

Robert M. Williams (71)

Class I Director

**Business Affiliations**

Director of CSPI since 1994; Principal, C. Shelton James Associates, a business consulting firm, from 1990 to present; President from 1993 until June 1998 and Director from 1993 until February 2000 of Fundamental Management Corporation; Director from December 1994 until March 2000 and Chief Executive Officer from August 1998 to March 1999 of Cyberguard Corp.; Director from August 1998 to July 2002 and Chief Executive Officer from December 2001 to July 2002 of Technisource, Inc.; Chief Executive Officer and Chairman of the Board of Elcotel from May 1991 to February 2000; Director of Concurrent Computer Corporation.

Director of CSPI since 1996; Chairman of the Board of Directors since January 1998; Chief Executive Officer and President of CSPI since October 1996; and served in various other positions with other business enterprises from 1967 to 1996.

Director of CSPI since July 1998; from 1995 to his retirement in March 1999, served as Vice President for Asia, Africa and the Near East of International Executive Corps, a company that directs technology and business programs as a contractor for the US Foreign Aid Program; consultant to RM Williams Associations Technology from 1993 to 1995; Vice President of Worldwide Development, Industrial Sector Division for International Business Machines Corp., and served in various positions from 1963 to 1993.



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### **CORPORATE GOVERNANCE**

We believe that good corporate governance and fair and ethical business practices are crucial not only to the proper operation of our company, but also to building and maintaining confidence in the integrity, reliability and transparency of the securities markets. We have kept abreast of the actions taken in the past few years by Congress, the SEC and NASDAQ to improve and enhance corporate governance, and we take our responsibilities in this area very seriously. This section explains some of the things we have done, or are considering, to improve the way we run CSPI.

#### **Independent Directors**

Rules and regulations of the SEC and NASDAQ require that a majority of our Board be independent. The Board has reviewed those rules and regulations and has determined that Messrs. Lyons, Hall, James and Williams are independent directors. As required by NASDAQ rules, the independent directors convene regularly scheduled meetings at which only independent directors are present.

#### **Meetings and Committees of the Board of Directors**

Our Board met five times during the fiscal year ended September 30, 2009. In addition, the Audit Committee met five times, the Compensation Committee met once, and the Nominating Committee met once. Mr. Hall attended at least 80% and all other members attended all of the meetings of the Board and of the committees of which they were a member.

#### **Policies and Procedures for the Review and Approval of Transactions with Related Parties**

Our Board has no formal policies and procedures for the review and approval of transactions with related parties. However, the Audit Committee has the responsibility of reviewing and approving transactions with related parties. In connection with the review of any related party transactions, the Audit Committee considers, among other matters, the nature, timing and duration of the transactions, the relationships of the parties to the transactions, whether the transactions are in the ordinary course of the Company's business, the dollar value of the transactions and whether the transactions are in the interests of the Company. The Audit Committee did not consider any related party transactions in fiscal year 2009.

#### **Code of Ethics**

We have adopted a code of ethics that applies to all of our executive officers, directors and employees, and which is available in the Investor Relations section (under Corporate Governance) of our website at [www.cspi.com](http://www.cspi.com). A copy of the code of ethics can also be obtained, without charge, by written request to Investor Relations, CSP Inc., 43 Manning Road, Billerica, Massachusetts 01821.

#### **Communications with our Board of Directors**

Our stockholders may communicate directly with the members of our Board or the individual chairmen of the standing Board committees by writing directly to those individuals c/o CSP Inc. at the following address: 43 Manning Road, Billerica, Massachusetts 01821. Our policy is to forward, and not to intentionally screen, any mail received at our corporate office for an individual to that individual.

#### **Policy Regarding Board Attendance**

It is our policy that all members of the Board attend the annual meeting of stockholders in person, although we recognize that our directors occasionally may be unable to attend for personal or professional reasons. We generally hold a meeting of the Board on the same date as the annual meeting of stockholders. In 2009, all directors attended the annual meeting.

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### **Director Candidates and Selection Process**

The Nominating Committee will consider director candidates recommended by stockholders. In considering candidates submitted by stockholders, the Nominating Committee will take into consideration the needs of the Board and the qualifications of the candidate. The Nominating Committee may also take into consideration the number of shares held by the recommending stockholder and the length of time that such shares have been held. To have a candidate considered by the Nominating Committee, a stockholder must submit the recommendation in writing and must include the following information:

the name and address of the stockholder and the class and number of shares of our stock beneficially owned by the stockholder and owned of record by the stockholder; and

all information relating to the candidate that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, or any other applicable statute, rule or regulation (including such person's written consent to being named in the proxy statement as a nominee and to serve as a director if elected).

Article III, Section 4 of our by-laws requires that the stockholder recommendation and information described above must be received by our corporate secretary at our executive offices not less than 90 days prior to the date of our annual meeting of stockholders; provided, however, that if the annual meeting (or a special meeting in lieu of the annual meeting) is to be held on a date prior to such specified date, and if less than 100 days' notice or prior public disclosure of the date of such annual or special meeting is given or made, notice by the stockholder to be timely must be so received not later than the close of business on the 10<sup>th</sup> day following the earlier of the day on which notice of the date of the scheduled meeting was mailed or the day on which public disclosure was made of the date of such annual or special meeting. The Nominating Committee did not receive any stockholder nominee recommendations for the 2010 Annual Meeting.

The Nominating Committee believes that the minimum qualifications for serving as one of our directors are that a nominee demonstrate significant accomplishment in his or her field, ability to make a meaningful contribution to the Board's oversight of our business affairs and have an excellent record and reputation for honest and ethical conduct in both his or her professional and personal activities. In addition, the Nominating Committee examines a candidate's specific knowledge, experience and skills, availability in light of other commitments, potential conflicts of interest and independence from our management and CSPI.

The Nominating Committee may use any number of methods to identify potential nominees, including personal, management, and industry contacts, recruiting firms and, as described above, candidates recommended by stockholders. The Nominating Committee did not engage any third-party recruiting firms to identify nominees in fiscal 2010.

Once a person has been identified by the Nominating Committee as a potential candidate, the committee may collect and review publicly available information regarding the person to assess whether the person should be considered further. If the Nominating Committee determines that the candidate warrants further consideration, the chairman or another member of the committee will contact the person. Generally, if the person expresses a willingness to be considered and to serve on the Board, the Nominating Committee will request information from the candidate, review the person's accomplishments and qualifications, including in light of any other candidates that the committee might be considering, and conduct one or more interviews with the candidate, other members of the business community or other persons that may have greater first-hand knowledge of the candidate's accomplishments, and may seek management input on the candidate. The committee's evaluation process does not vary based on whether or not a candidate is recommended by a stockholder.

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### **COMMITTEES OF THE BOARD OF DIRECTORS**

#### **Audit Committee**

Our Audit Committee consists of Messrs. James (chairman), Hall and Williams. The Board determined that the members of our Audit Committee are not only independent, but also are financially literate for purposes of NASDAQ rules (that is, able to read and understand financial statements). In addition, the Board has concluded that Mr. James qualifies as an audit committee financial expert. Mr. James was a CPA and worked in public accounting from 1962 to 1965. He was chief financial officer of Systems Engineering Laboratories in Ft. Lauderdale, Florida from 1969 to 1980, has served on numerous audit committees and currently serves on the audit committee of Concurrent Computer Corporation.

Our Audit Committee is responsible for overseeing our accounting and financial reporting processes and the audits of our financial statements. The committee acts in an oversight capacity and relies on the work and assurances of both management, which has primary responsibility for our financial statements, and our independent auditors, who are responsible for expressing an opinion on the conformity of our audited financial statements to generally accepted accounting principles. The Audit Committee adopted a written charter, a current copy of which is available in the Investor Relations section (under Corporate Governance) of our web site at [www.cspi.com](http://www.cspi.com). A copy of the charter is also available to stockholders upon request, addressed to CSP Inc., Attn: Corporate Secretary, 43 Manning Road, Billerica, Massachusetts 01821.

#### **Nominating Committee**

The members of the Nominating Committee are Messrs. Williams (chairman), James, Hall and Lyons, each of whom is an independent director. The functions of our Nominating Committee include the following:

identify and recommend to the Board individuals qualified to serve as our directors;

recommend directors to serve on committees of the Board; and

advise the Board with respect to matters of Board composition and procedures.

Our Nominating Committee is governed by a charter, a current copy of which is available in the Investor Relations section (under Corporate Governance) of our web site at [www.cspi.com](http://www.cspi.com). A copy of the charter is also available to stockholders upon request, addressed to CSP Inc., Attn: Corporate Secretary, 43 Manning Road, Billerica, Massachusetts 01821.

#### **Compensation Committee**

Our Compensation Committee is composed of Messrs. Lyons (chairman), James and Hall, each of whom is an independent director. This committee is charged with reviewing and approving executive officers' compensation and administering our stock option plans. For fiscal 2009, compensation consultants had no role in determining or recommending the amount or form of executive or director compensation. NASDAQ rules require that the compensation of the chief executive officer be determined, or recommended to the Board for its determination, by either a majority of independent directors or a wholly-independent Compensation Committee. NASDAQ rules prohibit a company's CEO from being present during voting or deliberations with respect to his compensation. Compensation of all other executive officers is required to be determined in the same manner, except that the CEO is permitted to be present.

Our Compensation Committee adopted a written charter, a current copy of which is available in the Investor Relations section (under Corporate Governance) of our web site at [www.cspi.com](http://www.cspi.com). A copy of the charter is also available to stockholders upon request, addressed to CSP Inc., Attn: Corporate Secretary, 43 Manning Road, Billerica, Massachusetts 01821.

**Table of Contents****2009 COMPENSATION OF NON-EMPLOYEE DIRECTORS**

The following table and footnotes provide certain information regarding the fiscal year 2009 compensation of CSPI's non-employee directors.

Name	Fees Earned or Paid in Cash <sup>1</sup>	Stock Awards <sup>2,3</sup>	Option Awards	Total
	(\$) (b)	(\$) (c)	(\$) (d)	(\$) (h)
(a) Christopher Hall	\$ 29,708	\$ 6,145	\$	\$ 35,853
C. Shelton James	\$ 34,656	\$ 6,145	\$	\$ 40,801
J. David Lyons	\$ 32,104	\$ 6,145	\$	\$ 38,249
Robert Williams	\$ 30,104	\$ 6,145	\$	\$ 36,249

## Notes:

- Each non-employee Director receives (a) a \$23,000 annual cash retainer, (b) an additional \$552 annual retainer for each Committee membership, (c) a meeting fee of \$1,500 per meeting, and (d) out of pocket travel expenses in connection with the meetings. In addition, the chairman of the Audit Committee receives an annual fee of \$4,000 and the chairman of the Compensation Committee receives an annual fee of \$2,000.
- On May 5, 2009, each non-employee Director received an unrestricted stock award of 200 shares of common stock. The price per share was \$3.00, the fair market value on the date of grant. These shares cannot be sold for one year from the date of the award. The annual non-discretionary grant of 200 unrestricted shares of stock to non-employee Directors, made on the next business day after the Company releases second quarter results, will remain unchanged for fiscal 2010.
- On February 5, 2009, each non-employee Director received a restricted stock award of 2,500 shares of common stock. The price per share was \$3.41, the fair market value on the date of grant. The restricted stock awards vest one year from the date of the grant. The restricted stock awards do not reflect compensation actually received by the non-employee Directors. Instead, the amounts in the stock awards column reflect the dollar amounts recognized for financial statement reporting purposes for the fiscal year ended September 30, 2009, in accordance with Accounting Standards Codification 718 Stock Compensation. For information about how the amounts recognized were determined, see Note 10 to our Consolidated Financial Statements as of and for the years ended September 30, 2009, and 2008, filed with our Annual Report on Form 10-K for the fiscal year ended September 30, 2009.

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**OUR EXECUTIVE OFFICERS**

**Background Information About Executive Officers**

In addition to Mr. Lupinetti, the Company has three executive officers, who are listed below with information showing their ages and business affiliations.

**Name and Age**

Gary W. Levine (61)

William E. Bent, Jr. (54)

Robert A. Stellato (48)

**Business Affiliations**

Vice President of Finance and Chief Financial Officer of CSPI since September 1983; Controller of CSPI from May 1983 to September 1983.

Vice President of CSPI and General Manager of MultiComputer Division since July 2000; Vice President of Engineering for MultiComputer Division from October 1999 to July 2000; Director of Engineering for MultiComputer Group from March 1996 to October 1999; Senior Technical Manager of Optronics, an Intergraph Division, from 1989 to March 1996.

Vice President of Finance and Chief Accounting Officer of CSPI since March 2007; Vice President of Accounting and Human Resources, Wave Systems Corp. from July 2000 through March 2007.

**Table of Contents****COMPENSATION OF EXECUTIVE OFFICERS**

The following table provides certain summary information concerning compensation paid or accrued by the Company for services rendered in all capacities for our named executive officers for the years ended September 30, 2009, and 2008.

**2009 SUMMARY COMPENSATION TABLE**

Name and Principal Position (a)	Year (b)	Salary	Bonus	Stock Awards <sup>1</sup>	Option Awards <sup>2</sup>	Non-Equity Incentive Plan Compensation <sup>3</sup>	Change in Pension Value and Nonqualified Deferred Compensation Earnings <sup>4</sup>	All Other Compensation <sup>5</sup>	Total
		(\$) (c)	(\$) (d)	(\$) (e)	(\$) (f)	(\$) (g)	(\$) <sup>4</sup> (h)	(\$) (i)	(\$) (j)
Alexander Lupinetti President and CEO	2009	\$ 357,741	N/A	\$ 39,767	\$ 78,422		\$ 26,958	\$ 83,240	\$ 586,128
	2008	\$ 345,197	N/A	N/A	\$ 114,798		\$ 35,569	\$ 85,624	\$ 581,188
Gary Levine CFO and Treasurer	2009	\$ 176,635	N/A	N/A	\$ 17,545		\$ 34,759	\$ 34,059	\$ 262,988
	2008	\$ 167,811	N/A	N/A	\$ 22,923		\$ 23,109	\$ 37,072	\$ 250,915
William Bent Vice President and General Manager MultiComputer	2009	\$ 224,095	N/A	N/A	\$ 13,698	\$ 25,726	N/A		\$ 263,519
	2008	\$ 176,303	N/A	N/A	\$ 17,571		N/A		\$ 193,874
Division									
Robert Stellato Vice President of Finance and CAO	2009	\$ 135,193	N/A	N/A	\$ 6,376		N/A		\$ 141,569
	2008	\$ 130,000	N/A	N/A	\$ 5,802		N/A		\$ 135,802

Notes:

1. On December 18, 2008, Mr. Lupinetti received a restricted stock award of 13,300 shares of common stock. The price per share was \$2.99, the fair market value on the date of award. The restricted stock award vests over three years from the date of the award.
2. Option Awards do not reflect compensation actually received by the named executive officers. Instead, the amounts in the Option Awards column reflect the dollar amounts recognized for financial statement reporting purposes for the fiscal year ended September 30, 2009 and 2008, in accordance with SFAS 123R (excluding the impact, if any, of estimated forfeitures related to service-based vesting conditions), and include amounts attributable to awards granted during and before fiscal year 2009. For information about how the amounts recognized were determined, see Note 10 to our Consolidated Financial Statements as of and for the years ended September 30, 2009 and 2008, filed with our Annual Report on Form 10-K for the fiscal year ended September 30, 2009.
3. Non-Equity Incentive Plan Compensation in fiscal year 2009 was zero for Messrs. Lupinetti, Levine and Stellato because the Company did not achieve the bonus targets. Mr. Bent's Non-Equity Incentive Plan Compensation reflects achievement of approximately 54% of his target bonus of 30% of his base salary in 2009. In 2008, Non-Equity Incentive Plan Compensation was zero for all executives because the Company did not achieve the bonus targets.

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4. The Company provides a supplemental death benefit retirement plan to Messrs. Lupinetti and Levine, the benefits of which are vested in the case of Mr. Lupinetti and are unvested for Mr. Levine. Mr. Levine's benefits will vest in full when he reaches age 62. Upon retirement the plans effectively provide for an annual pay-out of approximately \$75,000 in the case of Mr. Lupinetti and \$50,000 in the case of Mr. Levine. For more information, see Note 12 to our Consolidated Financial Statements as of and for the years ended September 30, 2009 and 2008, filed with our Annual Report on Form 10-K for the fiscal year ended September 30, 2009.
  
5. For Mr. Lupinetti, the amount represents \$7,951 and \$10,982 in employer contributions to Mr. Lupinetti's 401(k) plan for 2009 and 2008, respectively, \$54,220 and \$54,610 for a split life insurance policy for Mr. Lupinetti's benefit in 2009 and 2008, respectively, and \$21,069 and \$20,032 for the cost of a Company-provided vehicle for 2009 and 2008, respectively. For Mr. Levine, the amount represents \$4,039 and \$6,912 in employer contributions to Mr. Levine's 401(k) plan for 2009 and 2008, respectively, and \$30,020 and \$30,160 for a split life insurance policy for Mr. Levine's benefit in 2009 and 2008, respectively. For Messrs. Bent and Stellato, All Other Compensation was less than \$10,000 and therefore excluded.

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**Employment Agreements and Arrangements**

In addition to the employment arrangements described in the footnotes to the Summary Compensation Table, we have an employment agreement with Mr. Lupinetti dated September 12, 1996, under which Mr. Lupinetti became one of our directors and our President and Chief Executive Officer effective October 1, 1996. Effective November 11, 2008, Mr. Lupinetti's base salary under the agreement was increased to \$350,000. Mr. Lupinetti is also eligible to receive a bonus based on the attainment of certain financial objectives. Mr. Lupinetti has received stock options periodically since his initial employment, and he currently holds stock options to acquire 96,000 shares of our common stock. These options vest quarterly over a period of four years from the date of grant. However, if we are acquired by way of a sale of substantially all our assets or by merger, the options will fully vest at the time of such acquisition. We also provide Mr. Lupinetti with an automobile. In the event that Mr. Lupinetti's employment is terminated by us other than for cause (as defined), he will be entitled to 12 months of severance pay at his then effective monthly salary, plus the annual bonus and health benefits for the severance period. If there is a change in control (as defined), and Mr. Lupinetti's employment is terminated or his services are no longer needed, then he will receive 24 months of severance pay at this then effective monthly salary, plus each year's annual bonus and health benefits for the severance period.



**Table of Contents****OUTSTANDING EQUITY AWARDS AT 2009 FISCAL YEAR-END**

The table below shows outstanding equity awards held by our named executive officers as of the fiscal year ended September 30, 2009. All outstanding equity awards as of September 30, 2009 were stock option awards.

Name	Option Awards		Option Exercise Price (\$)	Option Expiration Date <sup>1,2</sup>
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)		
	Exercisable (b)	Unexercisable (c)		
Alexander Lupinetti	74,437		\$ 5.00	10/18/2009
	40,000		\$ 10.03	12/29/2014
	17,500	2,500	\$ 6.50	1/16/2016
	10,000	6,000	\$ 9.30	2/20/2017
	8,750	12,250	\$ 6.82	12/12/2017
Gary Levine	10,000		\$ 5.00	10/18/2009
	4,000		\$ 4.25	10/17/2010
	8,000		\$ 10.03	12/29/2014
	3,000	1,000	\$ 6.50	1/16/2016
	1,250	1,250	\$ 9.30	2/20/2017
	1,250	3,750	\$ 6.82	12/12/2017
William Bent		5,000	\$ 2.99	12/18/2018
	4,000		\$ 5.00	10/18/2009
	4,000		\$ 4.25	10/17/2010
	2,000		\$ 5.25	11/4/2013
	5,000		\$ 10.03	12/29/2014
	1,875	625	\$ 6.50	1/16/2016
	1,250	1,250	\$ 9.30	2/20/2017
	1,250	3,750	\$ 6.82	12/12/2017
Robert Stellato		1,000	\$ 2.99	12/18/2018
	1,500	1,500	\$ 10.87	3/11/2017
	250	750	\$ 6.82	12/12/2017
		1,000	\$ 2.99	12/18/2018

## Notes:

- Stock Options vest for 25% a year for all options except for Mr. Lupinetti. Mr. Lupinetti's options vest over four years on a quarterly basis or at a rate of 6.25% each quarter.
- All options have a 10 year term.  
Mr. Lupinetti received a restricted stock award of 16,000 shares at price of \$3.85, the fair market value on the award date of December 16, 2009. The award vests over three years. Messrs. Levine and Stellato received restricted stock awards of 4,000 and 1,000 shares at a price of \$3.85, the fair market value of the stock on the award date December 16, 2009. The awards vest over four years.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

Our only issued and outstanding class of voting securities is our common stock. Holders of common stock are entitled to one vote per share of such stock held by them of record at the close of business on December 18, 2009 upon each matter which may come before the Annual Meeting. At the close of business on December 18, 2009, there were 3,587,925 shares of common stock issued and outstanding.

**Stock Owned by Directors, Executive Officers and Greater-Than-5% Stockholders**

The following table sets forth certain information as of December 18, 2009 regarding each person known by us to own beneficially more than 5% of our common stock, each director and nominee for director of the Company, each executive officer named in the Summary Compensation Table, and all directors and executive officers of the Company as a group.

Name	Shares Beneficially Owned (1)	Percent of Class (2)
Eliot Rose Asset Management, LLC and Gary S. Siperstein 10 Webosset Street, Suite 401 Providence, RI 02903	404,861(3)	10.6%
Dimensional Fund Advisors Inc. 1299 Ocean Avenue Santa Monica, CA 90401	312,135(4)	8.2%
Alexander R. Lupinetti	112,806(5)	3.0%
Christopher J. Hall*	348,150(6)	9.1%
C. Shelton James	14,400(7)	**
J. David Lyons*	9,100(8)	**
Robert M. Williams	13,700(9)	**
Gary W. Levine	33,655(10)	**
William Bent	20,267(11)	**
Robert A. Stellato	3,250(12)	**
All directors and executive officers as a group (8 persons)	555,328(13)	14.6%

\* Nominee for Director

\*\* Owns less than one percent

(1) Except as otherwise noted, all persons and entities have sole voting and investment power over their shares. All amounts shown in this column include shares obtainable upon exercise of stock options exercisable within 60 days of the date of this proxy statement.

(2) Computed pursuant to Rule 13d-3 under the Exchange Act.

(3) Eliot Rose Asset Management, LLC and Gary S. Siperstein (collectively, "Eliot Rose") have filed a joint report on Schedule 13D dated February 11, 2009 in which Eliot Rose acts pursuant to a special arrangement as investment advisor to certain persons with respect to 404,861 shares of our common stock and has the right to receive, or the power to direct receipt of dividends from, or the power to direct

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receipt of proceeds from the sale of, the common stock purchased or held pursuant to such arrangement. Gary S. Siperstein is deemed to be the beneficial owner of the number of securities reflected in the table.

- (4) Dimensional Fund Advisors LP furnished us with a report on Schedule 13G dated February 5, 2009 in which Dimensional has advised us that it is a registered investment advisor or manager for four investment

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companies (Funds) registered under the Investment Company Act of 1940 and in its role as advisor has sole voting power with respect to 312,135 shares of our common stock. Dimensional states in the filing that it disclaims beneficial ownership of such securities and all securities are owned by the Funds.

- (5) Represents 31,806 shares owned by Mr. Lupinetti as an individual and 81,000 shares obtainable upon exercise of stock options.
- (6) Includes 343,150 shares that Mr. Hall has sole voting and investment power with respect to. There are 22,200 shares owned by The Hemisphere Trust, a Belize company owned by Mr. Hall, and 320,950 shares are owned by Mr. Hall as an individual. Mr. Hall has pledged 343,150 shares. Mr. Hall has 5,000 shares obtainable upon exercise of stock options.
- (7) Includes 9,400 shares owned by Mr. James and 5,000 shares obtainable upon exercise of stock options.
- (8) Includes 4,100 shares owned by Mr. Lyons and 5,000 shares obtainable upon exercise of stock options.
- (9) Includes 8,700 shares owned by Mr. Williams and 5,000 shares obtainable upon exercise of stock options.
- (10) Includes 12,655 shares owned by Mr. Levine and 21,000 shares obtainable upon exercise of stock options.
- (11) Includes 2,767 shares owned by Mr. Bent and 17,500 shares obtainable upon exercise of stock options.
- (12) Includes 1,000 shares owned by Mr. Stellato and 2,250 shares obtainable upon exercise of stock options.
- (13) Includes 141,750 shares obtainable upon exercise of stock options.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires our officers, directors, and persons who own more than 10% of a registered class of our equity securities (our common stock) to file reports of ownership and changes in ownership with the SEC. Officers, directors and greater-than-10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

Based solely upon a review of Forms 3, 4, 5 and amendments thereto furnished to the Company during fiscal 2009, and written representations that Form 5 was required and duly filed with the SEC, the Company believes that all Section 16(a) filing requirements applicable to its officers, directors and greater-than-10% stockholders were fulfilled in a timely manner, except that (1) no Form 3 appears to have been filed by Eliot Rose, a greater-than-10% stockholder and (2) Christopher Hall inadvertently omitted to file a Form 4 with respect to a restricted stock award of 2,500 shares on February 5, 2009 and a stock award of 200 shares on May 7, 2009.

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**INFORMATION ABOUT OUR AUDIT COMMITTEE AND INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM**

**Audit Committee Report**

The following report of the Audit Committee should not be deemed to be soliciting material or to be filed with the SEC, nor should this information be incorporated by reference into any future filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate it by reference into such a filing.

The Audit Committee believes that a candid, substantive and focused dialogue with the independent auditors is fundamental to the Committee's oversight responsibilities. In support of this view, our Committee periodically meets separately with the independent auditors, without management present. In the course of its discussion in these meetings, the Committee addresses a number of questions intended to bring to light any area of potential concern related to our financial reporting and internal controls. These questions include:

Whether there were any significant accounting judgments, estimates or adjustments made by management in preparing the financial statements that would have been made differently had the auditors themselves prepared and been responsible for the financial statements.

Whether the auditors have concluded that, based on the auditors' experience and their knowledge of CSPI, our financial statements fairly present to the investor, with clarity and completeness, our financial position and performance for each reporting period in accordance with generally accepted accounting principles and SEC disclosure requirements.

Whether the auditors have concluded that, based on their experience and knowledge of CSPI, we have implemented internal controls and internal audit procedures that are appropriate for the Company.

The Audit Committee recommended the engagement of McGladrey and Pullen, LLP (McGladrey) as our independent auditors for fiscal year 2009 and reviewed with the independent auditors their respective overall audit scope and plans. In reaching its recommendation, the Committee considered the qualifications of McGladrey and discussed with McGladrey their independence, including a review of any and all audit and non-audit services provided by them to the Company. The Committee also discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, Communication with Audit Committees, as amended, and by the Sarbanes-Oxley Act of 2002. The Committee received and discussed with the independent auditors their written report required by the Independence Standards Board Standard No. 1, as modified or supplemented.

Management has reviewed the audited financial statements for fiscal 2009 with the Audit Committee, including a discussion of the quality and acceptability of the financial reporting, the reasonableness of significant accounting judgments and estimates and the clarity of disclosures in the financial statements. In connection with this review and discussion, the Audit Committee asked a number of follow-up questions of management and the independent auditors to help give the committee comfort in connection with its review.

In reliance on the review and discussion referred to above, the Audit Committee recommended to the Board that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2009 for filing with the SEC, and our Board has accepted this recommendation.

*AUDIT COMMITTEE  
C. Shelton James, Chairman  
Christopher J. Hall  
Robert Williams*

**Table of Contents****Our Independent Registered Public Accounting Firm**

The Audit Committee selected McGladrey and Pullen LLP (McGladrey) as our principal accountants for fiscal year 2009. Representatives from McGladrey are expected to be available for the Annual Meeting, to have the opportunity to make a statement if they wish to do so, and to respond to appropriate questions.

The McGladrey report dated December 22, 2009 on the financial statements of the Company as of and for the fiscal year ended September 30, 2009 did not contain an adverse opinion or a disclaimer of opinion and was not modified as to uncertainty, audit scope or accounting principles.

**Fees for Professional Services**

The following is a summary of the fees billed to us by McGladrey for professional services for the fiscal years ended September 30, 2009 and 2008:

Fee Category	Fiscal 2009 Fees	Fiscal 2008 Fees
Audit Fees	\$ 444,686	\$ 443,000
Audit-Related Fees		
Tax Fees	\$ 18,889	22,400
All Other Fees		
<b>Total Fees</b>	<b>\$ 463,575</b>	<b>\$ 465,400</b>

*Audit fees:* Audit fees represent fees for professional services performed by our independent auditor for the audit of our annual financial statements and the review of our quarterly financial statements, as well as services that are normally provided in connection with statutory and regulatory filings or engagements.

*Audit-related fees:* Audit-related fees represent fees for assurance and related attestation services performed by our independent auditor that are reasonably related to the performance of the audit or review of our financial statements.

*Tax fees:* Tax fees represent fees billed for professional services performed by our independent auditor with respect to corporate tax compliance, tax advice and tax planning.

*All other fees:* All other fees represent fees billed for products and services provided by our independent auditor, other than those disclosed above.

**Pre-Approval Policies and Procedures**

At present, the Audit Committee approves each engagement for audit and non-audit services before we engage our accountants to provide those services.

The Audit Committee has not established any pre-approval policies or procedures that would allow our management to engage our accountants to provide any specified services with only an obligation to notify the Audit Committee of the engagement for those services.

**Whistleblower Procedures**

Pursuant to our Code of Ethics, the Audit Committee has adopted procedures for the treatment of complaints regarding accounting, internal accounting controls or auditing matters, including procedures for the confidential and anonymous submission by our directors, officers and employees of concerns regarding questionable accounting, internal accounting controls or auditing matters.

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**OTHER MATTERS**

**Other Business**

We do not know of any other matter which may come before the 2010 Annual Meeting. No stockholder proposals or stockholder nominees for director were submitted timely to the Company.

**Stockholder Proposals for 2011 Annual Meeting**

In order for a proposal of one of our stockholders to be considered for inclusion in our proxy statement and proxy card for our 2010 Annual Meeting of Stockholders, the proposal must comply with SEC Rule 14a-8 and any other applicable rules and must be submitted to our corporate secretary at our executive offices located at 43 Manning Road, Billerica, Massachusetts 01821 at least 120 days prior to the anniversary date of the mailing of this proxy statement. This proxy statement was mailed on or about December 29, 2009, so the date by which proposals must be received under Rule 14a-8 will be approximately August 31, 2010.

Article II, Section 5 of our by-laws requires that a stockholder who wishes to bring an item of business before the annual meeting of stockholders, even if the item is not to be included in our proxy statement, must provide written notice of such item of business to our corporate secretary at our executive offices not less than 90 days prior to the date of our annual meeting of stockholders; provided, however, that if the annual meeting (or a special meeting in lieu of the annual meeting) is to be held on a date prior to such specified date, and if less than 100 days notice or prior public disclosure of the date of such annual or special meeting is given or made, notice by the stockholder to be timely must be so received not later than the close of business on the 10<sup>th</sup> day following the earlier of the day on which notice of the date of the scheduled meeting was mailed or the day on which public disclosure was made of the date of such annual or special meeting. Therefore, the deadline for submission of notice will be November 11, 2010. Our by-laws contain a number of other substantive and procedural requirements, which should be reviewed by any interested stockholder. This description is qualified in its entirety by the text of our by-laws, to which readers are referred for additional information.

**Solicitation**

No person is paying compensation in connection with this solicitation of proxies. Brokers, banks and other nominees will be reimbursed for their out-of-pocket expenses and other reasonable clerical expenses incurred in obtaining instructions from beneficial owners of our common stock. In addition to the solicitation by mail, special solicitation of proxies may, in certain circumstances, be made personally or by telephone by directors, officers and certain of our employees, or by American Stock Transfer & Trust Co., our transfer agent. It is expected that the expense of such special solicitation will be nominal. All expenses incurred in connection with this solicitation will be borne by CSPI.

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ANNUAL MEETING OF STOCKHOLDERS OF

**CSP INC.**

**February 9, 2010**

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of Meeting, Proxy Statement, Proxy Card are available at

<http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=01524>

Please sign, date and mail  
your proxy card in the  
envelope provided as soon  
as possible.

~ Please detach along perforated line and mail in the envelope provided. ~

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF DIRECTORS AND FOR PROPOSAL 2.**

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

- |   |  |  |
|---|--|--|
| <p>1. To elect two (2) directors to the Board of Directors of the Company to serve until the meeting of stockholders in 2013 and until their successors are duly and qualified.</p> <p><b>NOMINEES:</b></p> <p><input type="radio"/> <b>FOR ALL NOMINEES</b></p> <p><input type="radio"/> J. David Lyons</p> <p><input type="radio"/> Christopher R. Hall</p> | <p>2. To ratify the appointment of McGladrey &amp; Pullen LLP, as the Company's independent auditors for the year end, September 30, 2010.</p> <p>3. To transact any other business as may properly be presented at the Annual Meeting or any adjournment or postponement thereof.</p> | <p>FOR    AGAINST    ABSTAIN</p> <p>..       ..       ..</p> |
|---|--|--|



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**WITHHOLD AUTHORITY**

**FOR ALL NOMINEES**

These items of business are more fully described in the proxy statement. The record date for the Annual Meeting is December 18, 2009. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.

.. **FOR ALL EXCEPT**

(See instructions below)

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

MARK X HERE IF YOU PLAN TO ATTEND THE MEETING. ..

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

..

Signature of Stockholder

Date:

Signature of Stockholder

Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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**ANNUAL MEETING OF STOCKHOLDERS OF**

**CSP INC.**

**February 9, 2010**

**PROXY VOTING INSTRUCTIONS**

**INTERNET** - Access **www.voteproxy.com** and follow the on-screen instructions. Have your proxy card available when you access the web page, and use the Company Number and Account Number shown on your proxy card.

**TELEPHONE** - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call and use the Company Number and Account Number shown on your proxy card.

**COMPANY NUMBER**

**ACCOUNT NUMBER**

Vote online/phone until 11:59 PM EST the day before the meeting.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the Annual Meeting.

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**

The Notice of Meeting, Proxy Statement, Proxy Card are available at

<http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=01524>

- Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. -

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF DIRECTORS AND FOR PROPOSAL 2.**

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

- |   |  |
|---|--|
| <p>1. To elect two (2) directors to the Board of Directors of the Company to serve until the meeting of stockholders in 2013 and until their successors are duly and qualified.</p> | <p>FOR AGAINST ABSTAIN<br/>                 .. .. ..</p> |
|---|--|

**NOMINEES:**

.. **FOR ALL NOMINEES**

- J. David Lyons  
 Christopher R. Hall

2. To ratify the appointment of McGladrey & Pullen LLP, as the Company's independent auditors for the year end, September 30, 2010.

3. To transact any other business as may properly be presented at the Annual Meeting or any adjournment or postponement thereof.

.. **WITHHOLD AUTHORITY**

**FOR ALL NOMINEES**

These items of business are more fully described in the proxy statement. The record date for the Annual Meeting is December 18, 2009. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.

.. **FOR ALL EXCEPT**

(See instructions below)

**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

MARK X HERE IF YOU PLAN TO ATTEND THE MEETING. ..

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

..

Signature of Stockholder	Date:	Signature of Stockholder	Date:
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**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

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**CSP INC.**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.**

**As an alternative to completing this form, you may enter your vote instruction by telephone at 1-800-PROXIES, or via the Internet at WWW.VOTEPROXY.COM and follow the simple instructions. Use the Company Number and Account Number shown on your proxy card.**

The undersigned stockholder of CSP Inc. hereby appoints Alexander Lupinetti and Gary Levine, and each or either of them, proxies (with power of substitution to each and to each substitute appointed pursuant to such power) of the undersigned to vote all shares of stock of the Corporation held by the undersigned or which the undersigned may be entitled to vote at the Annual Meeting of Stockholders of the Corporation to be held on Tuesday, February 9, 2010, and at any and all adjournments thereof, with all powers the undersigned would possess if personally present, as indicated below and on the reverse side hereon upon the matters set forth herein and more fully described in the Notice and Proxy Statement for said Annual Meeting and in their discretion upon all other matters which may properly come before said Annual Meeting. The undersigned hereby revokes all proxies, if any, hitherto given by him to others for said Annual Meeting.

**If this proxy is properly executed and returned, the shares represented hereby will be voted. If a choice is specified on the reverse side hereof by the stockholder with respect to a matter to be acted upon, the shares will be voted upon such matter in accordance with the specification so made. IN THE ABSENCE OF ANY SPECIFICATION, THE SHARES REPRESENTED BY THIS PROXY WILL BE VOTED FOR THE LISTED DIRECTOR NOMINEES AND FOR RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT AUDITORS.**

**(Continued and to be signed on the reverse side.)**

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