

SECURITIES AND EXCHANGE COMMISSION

FORM DEF 14A

Definitive proxy statements

Filing Date: **1996-08-26** | Period of Report: **1996-09-20**
SEC Accession No. **0000893220-96-001462**

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FILER

HOLOPAK TECHNOLOGIES INC

CIK: **877928** | IRS No.: **510323272** | State of Incorpor.: **DE** | Fiscal Year End: **0331**
Type: **DEF 14A** | Act: **34** | File No.: **000-19453** | Film No.: **96620390**
SIC: **2670** Converted paper & paperboard prods (no containers/boxes)

Mailing Address

*9 COTTERS LANE
EAST BRUNSWICK NJ 08816*

Business Address

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EAST BRUNSWICK NJ 08816
9082382883*

SCHEDULE 14A
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 Section 240.14a-11(c) or Section 240.14a-12

HoloPak Technologies, Inc.
(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

HoloPak Technologies, Inc.
(NAME OF PERSON(S) FILING PROXY STATEMENT)

Payment of Filing Fee (Check the appropriate box):

- \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(j)(2).
- \$500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i)(3).
- Fee computed on table below per exchange Act Rules 14a-6(i)(4) and 0-11.

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

- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11. Set forth the amount on which the filing fee is calculated and state how it was determined:

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

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

- 3) Filing Party:

- 4) Dated Filed:

[HOLOPAK LOGO]

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD SEPTEMBER 20, 1996

TO OUR STOCKHOLDERS:

You are invited to be present either in person or by proxy at the Annual Meeting of Stockholders of HoloPak Technologies, Inc. (the "Company") to be held at the Hyatt Regency, New Brunswick, Two Albany Street, New Brunswick, New Jersey 08901 on Friday, September 20, 1996 at 10:00 a.m. for the following purposes:

1. To elect eight directors to serve for a one-year term and until their successors are elected and qualified;
2. To consider and act upon a proposal to ratify the appointment by the Board of Directors of Deloitte & Touche LLP as independent public accountants for the Company for the fiscal year ending March 31, 1997; and
3. To transact such other business as may properly come before the Annual Meeting.

The Board of Directors has fixed the close of business on July 29, 1996 as the record date for determining the stockholders entitled to notice of, and to vote at, the Annual Meeting or any adjournments thereof.

The Directors hope that you will find it convenient to attend the Annual Meeting in person, but whether or not you plan to attend, please sign, date and return the enclosed proxy to assure that your shares are represented at the Annual Meeting. Returning your proxy does not deprive you of your right to attend the Annual Meeting and vote your shares in person.

By order of the Board of Directors,

/s/ DAVID W. JAFFIN

David W. Jaffin
Secretary

East Brunswick, New Jersey
August 26, 1996

EACH STOCKHOLDER IS URGED TO COMPLETE, SIGN AND RETURN THE ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES. THE GIVING OF SUCH PROXY DOES NOT AFFECT YOUR RIGHT TO VOTE IN PERSON IN THE EVENT YOU ATTEND THE MEETING. YOU MAY REVOKE YOUR PROXY AT ANY TIME BEFORE IT IS VOTED.

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[HOLOPAK LOGO]

9 COTTERS LANE

EAST BRUNSWICK, NEW JERSEY 08816

August 26, 1996

PROXY STATEMENT

This Proxy Statement is furnished to the stockholders of HoloPak Technologies, Inc. (the "Company") in connection with the solicitation by the Board of Directors of proxies to be used at the Annual Meeting of Stockholders to be held on Friday, September 20, 1996, at the time and place and for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders.

The approximate date upon which this Proxy Statement and the form of proxy are to be mailed to stockholders is August 26, 1996.

If the enclosed proxy is executed and returned, it may nevertheless be revoked at any time before it is exercised by giving written notice to the Secretary of the Company, but mere attendance at the Annual Meeting, without such notice, will not revoke the proxy. Shares represented by a valid proxy which is received pursuant to this solicitation and not revoked before it is

exercised will be voted as provided on the proxy at the Annual Meeting or any adjournments thereof.

The Company's executive offices are located at 9 Cotters Lane, East Brunswick, New Jersey 08816.

VOTING AT THE MEETING

Only holders of shares of Common Stock of the Company (the "Common Stock") of record at the close of business on July 29, 1996 will be entitled to vote at the Annual Meeting. On July 29, 1996, 2,795,233 shares of Common Stock, the only outstanding voting securities of the Company, were issued and outstanding. Each share of Common Stock is entitled to one vote on all matters.

The holders of a majority of the shares entitled to vote, present in person or represented by proxy, constitute a quorum. The affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote is required for the election of directors and to ratify the appointment of the Company's independent accountants or to take action with respect to any other matter as may properly be brought before the Annual Meeting. Shares cannot be voted at the Annual Meeting unless the holder of record is present in person or by proxy. The enclosed proxy is a means by which a stockholder may authorize the voting of his or her shares at the Annual Meeting. The shares of Common Stock represented by each properly executed Proxy Card will be voted at the meeting in accordance with each stockholder's directions. Stockholders are urged to specify their choices by marking the appropriate boxes on the enclosed proxy; if no choice has been specified, the shares will be voted as recommended by the Board of Directors. If any other matters are properly presented to the meeting for action, the proxy holders will vote the proxies (which confer discretionary authority to vote on such matters) in accordance with their best judgment.

With regard to the election of directors, votes may be cast in favor or withheld; votes that are withheld will be excluded entirely from the vote and will have no effect, other than for purposes of determining the

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presence of a quorum. Abstentions may be specified on the proposal to ratify the appointment of the Company's independent accountants (but not for the election of directors). Abstentions will be considered present and entitled to vote at the Annual Meeting, but will not be counted as votes cast in the affirmative. Abstentions on the proposal to ratify the appointment of the Company's independent accountants will have the effect of a negative vote because this proposal requires the affirmative vote of a majority of the shares present at the Annual Meeting in person or represented by proxy at the Annual Meeting and entitled to vote.

Brokers that are member firms of the New York Stock Exchange ("NYSE") and who hold shares in street name for customers have the authority under the rules of the NYSE to vote those shares with respect to the election of directors and the proposal to ratify the appointment of the independent public accountants if they have not received instructions from a beneficial owner. A failure by brokers to vote those shares will have no effect in the outcome of the election of directors or the adoption of the proposal to ratify the appointment of the independent public accountants because such shares will not be considered shares present and entitled to vote with respect to such matters.

Your proxy vote is important. Accordingly, the Company asks you to complete, sign and return the accompanying proxy whether or not you plan to attend the Annual Meeting. If you plan to attend the Annual Meeting to vote in person and your shares are registered with the Company's transfer agent (StockTrans, Inc.) in the name of a broker, bank or other custodian, nominee or fiduciary, you must secure a proxy from such person assigning you the right to vote your shares.

SECURITY OWNERSHIP

The following table sets forth certain information regarding the beneficial ownership of the Common Stock as of July 1, 1996 (1) by each person known by the Company to own beneficially more than 5% of the outstanding Common Stock, (2) by each director of the Company, (3) by each executive officer of the Company named in the Summary Compensation Table included elsewhere herein and (4) by all directors and executive officers as a group. Percentages of less than one percent have been omitted. Unless otherwise indicated, the shares listed in the table are owned directly by the individual or entity, or by both the individual and the individual's spouse, and the individual or entity has sole voting and

investment power as to shares shown or, in the case of the individual, such power is shared with the individual's spouse.

Certain of the shares listed below are deemed to be owned beneficially by more than one stockholder under the applicable rules of the Securities and Exchange Commission (the "Commission"). Accordingly, the sum of the ownership percentages listed exceeds 100%.

<TABLE>
<CAPTION>

	AMOUNT OF BENEFICIAL OWNERSHIP	PERCENT OF CLASS
	-----	-----
<S>	<C>	<C>
OVER 5% STOCKHOLDERS		
Bradford Mills(1)(2)(4)(5)(6).....	801,134	28.7%
Robert J. Simon(1)(2)(3)(6)(8).....	1,512,172	54.0%
Barbara M. Henagan(1)(2)(3)(7).....	1,508,524	54.0%
Bradford Venture Partners, L.P.(1)(2).....	753,086	27.0%
Overseas Private Investor Partners(3)(5)(9).....	753,086	27.0%
Harry Parker(8)(10).....	266,416	9.5%

</TABLE>

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<TABLE>
<CAPTION>

	AMOUNT OF BENEFICIAL OWNERSHIP	PERCENT OF CLASS
	-----	-----
<S>	<C>	<C>
OTHER DIRECTORS		
Robert Cohan(12).....	25,000	*
John J. Collins(11).....	2,000	*
Brian Kelly(11).....	2,000	*
Michael S. Mathews(6).....	11,880	*
Cheryl A. Mills (4)(6).....	44,048	1.7%
Courtney Price(6).....	10,353	*
OTHER NAMED EXECUTIVE OFFICERS		
Charles Yetka.....	--	--
David W. Jaffin(12).....	34,300	1.2%
Marc O. Woontner.....	--	--
Joseph T. Webb.....	6,000	*
Directors and executive officers as a group (12 persons)(1)(13).....	1,918,169	66.8%

</TABLE>

* less than 1%.

(1) The amounts shown for Messrs. Mills and Simon and Ms. Henagan include the shares owned of record by Bradford Venture Partners, L.P. ("BVP"), as to which they may be deemed to share beneficial ownership due to their having voting and dispositive power over such shares. Bradford Associates, a general partnership of which such three persons are the partners, is the sole general partner of BVP and, as such, holds a 1% interest in that partnership.

(2) The address of the stockholder is 22 Chambers Street, Princeton, New Jersey 08542.

(3) The amounts shown for Mr. Simon and Ms. Henagan include the shares owned of record by Overseas Private Investor Partners ("OPIP"), as to which each may be deemed to share beneficial ownership due to having voting power over such shares. Mr. Simon and Ms. Henagan serve as Co-Chairmen of the Board of Directors of the corporation that acts as the managing partner of OPIP. Bradford Associates holds a 1% partnership interest in OPIP, which may increase upon the satisfaction of certain contingencies related to the overall performance of OPIP's investment portfolio, and also acts as an investment advisor for OPIP.

(4) Ms. Mills is the wife of Mr. Mills and therefore each is deemed to have beneficial ownership of the shares owned by the other.

(5) OPIP holds Class A Common Stock of the Company. Class A Common Stock is not entitled to vote on any matters except as a separate class on any amendment to the Company's Certificate of Incorporation adversely effecting OPIP's rights. The Class A Common Stock is substantially equivalent to the Common Stock except for voting rights and the fact that Class A Common Stock is convertible into Common Stock at any time on a one-for-one basis. Therefore, OPIP is deemed to be a beneficial owner of the Common Stock for purposes of the ownership table and, accordingly, the ownership percentages of Mr. Simon, Ms. Henagan and OPIP reflect OPIP's stock ownership as if the Class A Common Stock was converted into Common Stock. OPIP is the sole holder of Class A Common Stock of the Company.

(6) The amount shown includes 6,000 shares that may be acquired under options that are currently exercisable.

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(7) The amount shown for Ms. Henagan includes 2,352 shares that she owns of record as trustee under two trusts for the benefit of two relatives of Ms. Henagan.

(8) The stockholder is also a director of the Company.

(9) The address of the stockholder is Clarendon House, Church Street, Hamilton 5-31, Bermuda.

(10) The address of the stockholder is 9 Cotters Lane, East Brunswick, New Jersey 08816.

(11) The amount shown includes 2,000 shares that may be acquired under options that are currently exercisable.

(12) The amount shown includes 25,000 shares that may be acquired under options that are currently exercisable.

(13) The amount shown includes shares that may be acquired under options that are currently exercisable.

NOMINATION AND ELECTION OF DIRECTORS

The By-laws of the Company provide that the Board of Directors will consist of one to twelve directors, as determined from time to time by resolution of the Board. The Board has fixed the number of directors at eight, all of whom are to be elected at the 1996 Annual Meeting. Each director elected will serve until the 1997 Annual Meeting and until a successor has been elected and qualified or until the director's earlier resignation or removal. Each nominee has consented to be named in this Proxy Statement and to serve if elected.

If any nominee becomes unavailable for any reason or if a vacancy occurs for any other reason before the election (which events are not anticipated), the shares represented by the enclosed proxy may be voted for such other person as may be determined by the holders of such proxies.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF THE NOMINEES FOR DIRECTOR.

NOMINEES

The persons nominated to be directors of the Company are listed below. All of the nominees listed below are currently directors of the Company. All of the nominees have been directors of the Company since 1990, with the exception of Mr. Collins, who became a director in December 1994 and Mr. Kelly, who became a director in June 1995.

<TABLE>
<CAPTION>

NAME	AGE	POSITIONS WITH THE COMPANY
<S>	<C>	<C>
Robert J. Simon	37	Chairman of the Board of Directors
Robert E. Cohan	67	Chief Executive Officer and Director
Harry Parker	69	Director
John J. Collins	56	Director
Michael S. Mathews	55	Director
Cheryl A. Mills	47	Director
Courtney M. Price	53	Director

ROBERT J. SIMON -- Mr. Simon has been Chairman of the Board of Directors since May 1992 and a director since 1990. Mr. Simon has been a senior managing director of Bradford Ventures Ltd., a private investment firm, since 1992 and a general partner of Bradford Associates since 1989. Prior to that time, Mr. Simon held the following positions at Bradford Ventures Ltd.: managing director (1990-1992), Senior

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Vice President (1987-1990) and Vice President (1984-1987). Mr. Simon is Chairman of the Board of Adco Technologies Inc. and Tufco Technologies, Inc., both of which are publicly held companies. Mr. Simon is either Chairman of the Board or a director of Paramount Cards, Inc., Pamarco Technologies, Inc., VSC Corporation, Overseas Equity Investors Ltd., Overseas Private Investors, Ltd., and several other privately held companies.

ROBERT E. COGHAN -- Mr. Cohan has been a director of the Company since 1990 and has been the Chief Executive Officer of the Company since February 1996. Prior to that time, Mr. Cohan was the President of the Company or Transfer Print Foils, Inc. ("Transfer Print") from 1979 until February 1, 1996. Mr. Cohan has over 35 years of experience in the hot stamp foil business, including experience as a Vice President of the Prior Parker Company (defined below). Mr. Cohan is also a director of Tufco Technologies, Inc.

HARRY PARKER -- Mr. Parker has been a director of the Company since 1990 and was the Chief Executive Officer of the Company or Transfer Print from 1979 until February 1, 1996. Mr. Parker has over 36 years of experience in the hot stamp foil business, including his experience with a company which he founded and then sold to a large conglomerate in 1974 (the "Prior Parker Company").

JOHN J. COLLINS -- Mr. Collins has been a director since December 1994. Since April 1, 1995, Mr. Collins has been an independent consultant and, prior to that time, Mr. Collins was the President and Chief Executive Officer of WACE (USA), a subsidiary of WACE Group PLC from 1988 until March 31, 1995.

MICHAEL S. MATHEWS -- Mr. Mathews has been a director since 1990 and has been a managing director of Westgate Capital Co., a private investment firm, since January 1993. From 1989 through January 1993, Mr. Mathews was a managing director of Bradford Ventures Ltd., a private investment firm and prior to such time, he was the President of DnC Capital Corporation, a merchant banking and investment firm, for more than five years. Mr. Mathews served as Chairman of the Board of Directors from January 1990 through May 1992. Mr. Mathews is also a director of Petroleum Geo-Services A/S.

CHERYL A. MILLS -- Ms. Mills has been a director since 1990 and has been an independent marketing consultant for more than five years. In addition, Ms. Mills was an investment banker with Wertheim Schroder & Co. Incorporated in 1987 and 1988.

COURTNEY M. PRICE -- Ms. Price has been a director since 1990 and has been a partner at the law firm of Reid & Priest since December 1992. Ms. Price was a partner at the law firm of Kelley Drye & Warren from 1990 to December 1992 and, prior to that time, a partner at the law firm of Anderson Kill Olick & Oshinsky since 1988.

BRIAN KELLY -- Mr. Kelly has been a director since June 1995 and has been President of Delafoil, Inc., a manufacturer of metal components for the electronics industry since March 1995. From March 1994 to March 1995, Mr. Kelly was President of Waverly Partners, Inc., a private investment firm. From September 1989 to March 1994, Mr. Kelly was President of Fitchburg Coded Products, a manufacturer of coated and laminated products.

GENERAL INFORMATION ABOUT BOARD OF DIRECTORS

There were four regular meetings of the Board of Directors in the 1996 fiscal year. During this period, each incumbent director attended at least 75% of the aggregate of (1) the total number of meetings of the Board held during the period for which such incumbent was a director, and (2) the total number of meetings held by all committees of the Board on which such incumbent served.

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Directors of the Company who are not full time employees of the Company or its operating subsidiaries receive \$1,500 for each meeting attended, as well as an annual retainer of \$5,000. In addition, upon election to the Board at the Annual Meeting, each non-employee director shall receive an option to acquire 2,000 shares of Common Stock under the Company's 1993 Non-Qualified Stock Option Plan. The Board of Directors has several committees, including an Executive Committee, a Compensation Committee and an Audit Committee, but it does not have a Nominating Committee.

The Executive Committee consists of Messrs. Mathews, Simon and Cohan. The Executive Committee may exercise all of the authority of the Board of Directors in the business and affairs of the Company with certain exceptions. The Executive Committee is intended to serve in the event action must be taken by the Board of Directors at a time when convening a meeting of the entire Board is not feasible. The Executive Committee met twice during fiscal 1996.

The Board of Directors established the Compensation Committee, consisting of Messrs. Mathews and Simon in May 1993. Neither member of the Compensation Committee is a former or current officer or employee of the Company or any of its subsidiaries. The Committee is responsible for developing and administering the Company's executive compensation policies, plans and programs. The Compensation Committee is also the Plan Administrator of the Company's 1993 Non-Qualified Stock Option Plan. The Compensation Committee met once during fiscal 1996.

The Audit Committee consists of two non-employee directors, Cheryl A. Mills and Courtney M. Price. The Committee meets with the Company's independent auditors and with the appropriate corporate officers for the purposes of reviewing matters relating to the corporate financial reporting and accounting procedures and policies of the Company and its subsidiaries and reporting thereon to the Board of Directors. The Audit Committee also recommends to the Board the appointment of the Company's independent auditors, subject to ratification by the stockholders at the Annual Meeting. The Audit Committee held two meetings during fiscal 1996.

RATIFICATION OF APPOINTMENT OF INDEPENDENT
PUBLIC ACCOUNTANTS

The Board of Directors at its meeting on June 13, 1996, appointed the firm of Deloitte & Touche LLP as independent public accountants to audit the books, records and accounts of the Company for fiscal year ending March 31, 1997. This firm audited the Company's books for fiscal year ended March 31, 1996 and has no ownership interest in the Company.

A representative of Deloitte & Touche LLP is expected to be present at the Annual Meeting, will have an opportunity to make a statement if he desires to do so and will be available to respond to appropriate questions at the Annual Meeting. If the stockholders do not ratify the appointment of this firm, the selection of another firm of independent public accountants will be considered by the Board of Directors.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT PUBLIC ACCOUNTANTS.

EXECUTIVE COMPENSATION

The following table sets forth the total compensation of the chief executive officer, the other four most highly compensated executive officers of the Company and the former executive officer of the Company for services in all capacities to the Company or its subsidiaries for the fiscal year ended March 31, 1996 and the total compensation earned by such individual for the Company's two previous fiscal years. The Company's business is conducted primarily through its two major operating subsidiaries, Transfer Print Foils, Inc. and Alubec Industries, Inc.

<TABLE>
<CAPTION>

	LONG-TERM COMPENSATION
ANNUAL	AWARDS

NAME AND PRINCIPAL POSITION	COMPENSATION		SECURITIES UNDERLYING		ALL OTHER COMPENSATION (\$)
	FISCAL YEAR	SALARY (\$)	OPTIONS (#)	PAYOUTS (\$)	
<S>	<C>	<C>	<C>	<C>	<C>
Robert E. Cohan.....	1996	288,716	--	--	750(1)
President and	1995	262,411	--	--	750(1)
Chief Executive Officer	1994	239,454	25,000	--	2,891(1)
Charles Yetka.....	1996	159,392	--	--	750(1)
Manager of Research	1995	147,961	--	--	750(1)
and Development	1994	125,701	--	--	1,036(1)
David W. Jaffin.....	1996	185,000	--	--	750(1)
Chief Financial Officer	1995	138,414	--	--	750(1)
	1994	137,596	15,000	--	1,566(1)
Marc O. Wootner.....	1996	119,630	--	--	750(1)
Vice President, Sales &	1995	117,927	--	--	750(1)
Marketing	1994	119,424	--	--	1,346(1)
Joseph T. Webb.....	1996	48,077	--	--	--
Vice President(2)	1995	--	--	--	--
	1994	--	--	--	--
Harry Parker.....	1996	193,654	--	--	750(1)
Former Chief	1995	220,483	--	--	2,050(1) (3)
Executive Officer	1994	216,077	--	\$960,000 (5)	8,699(1) (3)

- (1) Represents the Company's contribution to the account of the executive officer under the Company's profit-sharing plan. For Mr. Parker, the allocations under the profit-sharing plan in fiscal 1996, 1995 and 1994 were \$750, \$750 and \$2,849, respectively. The allocations in each year are based on the previous year's contributions by the Company to the plan.
- (2) Mr. Webb was hired by the Company as of November 1, 1995.
- (3) Includes premiums of \$2,300 in 1995 and \$5,850 in 1994 on a whole life insurance policy on Mr. Parker. Upon Mr. Parker's death, his wife will receive the death benefit and the Company will receive the cash surrender value of the policy. The cash surrender value of the policy less outstanding loans against the policy at March 31, 1996 was \$84,500.
- (4) Mr. Parker ceased being Chief Executive Officer of the Company on February 1, 1996.
- (5) Mr. Parker's employment agreement provided for a contingent payment, under which he was paid \$960,000 in December 1993 because Transfer Print had cumulative pre-tax earnings of at least \$10.5 million for the three-year period that ended March 31, 1993.

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The table below sets forth certain information regarding option grants to the Named Executive Officers during the fiscal year ended March 31, 1996.

OPTION/SAR GRANTS IN LAST FISCAL YEAR

NAME	NUMBER OF UNDERLYING OPTIONS/SARS GRANTED (#)	% OF TOTAL OPTIONS/SARS GRANTED TO EMPLOYEES IN FISCAL YEAR	EXERCISE OR BASE PRICE (\$/SH)	EXPIRATION DATE	POTENTIAL REALIZABLE VALUE AT ASSUMED ANNUAL RATES OF STOCK PRICE APPRECIATION FOR OPTION TERM(1)	
					5% (\$)	10% (\$)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Joseph T. Webb.....	6,000	100%	\$4.50	11/1/2000	\$2,675	\$10,450

- (1) Based on the closing price of the Common Stock of \$3.875, as reported on the

The table below sets forth certain information regarding the number and value of unexercised options held by the Named Executive Officers at March 31, 1996. No options were exercised during the fiscal year ended March 31, 1996 and no exercisable options were in-the-money at March 31, 1996.

AGGREGATED FISCAL YEAR END OPTION VALUES

<TABLE>
<CAPTION>

NAME	NUMBER OF UNEXERCISED OPTIONS AT MARCH 31, 1996		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT MARCH 31, 1996(1)
	UNEXERCISABLE (#)	EXERCISABLE (#)	UNEXERCISABLE (\$)
<S>	<C>	<C>	<C>
Robert Cohan.....	151,522	25,000	--
Charles Yetka.....	75,453	--	\$ 24,522
David W. Jaffin.....	--	25,000	--
Marc O. Woontner.....	75,453	--	\$ 24,522
Joseph T. Webb.....	6,000	--	--
Harry Parker(2).....	50,608	--	--

</TABLE>

(1) Based on the closing price of the Common Stock of \$3.875, as reported on the Nasdaq National Market on March 31, 1996, net of the exercise price.

(2) Mr. Parker ceased being Chief Executive Officer of the Company on February 1, 1996.

EMPLOYMENT AGREEMENTS

In January 1990, the Company and Transfer Print entered into employment agreements with Harry Parker and Robert Cohan. In December 1995, the Company and Transfer Print entered into an employment agreement with Joseph T. Webb. The terms of the employment agreements are substantially the same except for the base salary for each employee and a contingent payment for Harry Parker. The employment agreements for Mr. Parker and Mr. Cohan have an initial term of five years, expiring January 4, 1995, with successive one-year renewal terms unless terminated by either party. The employment agreement with Mr. Webb has an initial term of two years, expiring December 13, 1997, with successive one-year renewal terms unless terminated by either party. If an employee's employment is terminated for cause, or as a result of his death or disability, the Company's obligation to compensate the employee under the employment agreement is also terminated. If an employee is terminated without cause, the Company is obligated to compensate the employee for the remaining term of the agreement. The employment agreements with Mr. Parker and Mr. Cohan prohibit the employee from competing with the Company for the longer of the period ending January 4, 1995 or the period of the employee's employment (or compensation) plus two years. The employment agreement with Mr. Webb specifies that Mr. Webb is prohibited from competing with the Company if terminated under certain circumstances for the greater of (x) the period in which any compensation is made to Mr. Webb pursuant to the employment agreement or (y) one year.

The employment agreements provided for the following minimum salaries for the three individuals named above: Harry Parker (\$212,500), Robert Cohan (\$234,937) and Joseph T. Webb (\$125,000). In addition, Mr. Parker's employment agreement provided for a contingent payment, under which he was paid \$960,000 in December 1993 when Transfer Print had cumulative pre-tax earnings of at least \$10.5 million for the three-year period that ended March 31, 1993. The Company has recorded the payment as an increase in the purchase price of the acquisition

of Transfer Print by the Company, which took place in 1990. Mr. Parker's employment agreement initially provided for a minimum annual salary of \$150,000, but his agreement was amended in July 1991 to increase this amount to \$212,500 for 1991 and the remainder of the term effective upon the commencement of the Company's initial public offering, which occurred in September 1991. Mr. Webb's employment agreement provides for a bonus salary based on the percentage of budget achievement within the parameters of a maximum bonus of 50% for a budget achievement of 120% and no bonus if the budget achievement is less than 80%.

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Notwithstanding anything to the contrary, the following report of the Compensation Committee and the performance graph on page shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.

COMPENSATION COMMITTEE REPORT

The Company established a Compensation Committee consisting of two directors, Michael S. Mathews and Robert J. Simon, at its May 1993 meeting. The Compensation Committee determines the compensation of the executive officers, including the chief executive officer of the Company.

The Company's compensation policies, plans and programs, as developed and implemented by the Compensation Committee, seek to maintain the high level of technical expertise necessary to ensure profitability, to attract and retain professional management and to motivate the executive officers to perform to the full extent of their capabilities.

The Committee, as Plan Administrator of the Company's 1993 Non-Qualified Stock Option Plan, will continue to use stock options as an additional incentive to employees. The objective of the stock option plan is to align senior management and stockholder long term interests. Individual grants under the stock option plan are based on individual performance.

Compensation Committee
Michael S. Mathews
Robert J. Simon

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Messrs. Simon and Mathews serve on the Company's Compensation Committee. Mr. Simon currently is a general partner of Bradford Associates.

The Company entered into an agreement with Bradford Associates in February 1990 that was restated in October 1991 under which Bradford Associates will provide various financial consulting services to the Company for ten years. After the initial term, the agreement will be automatically renewed for successive one-year terms unless terminated by either party at the end of the ten-year term. Under this agreement, Bradford Associates provided consulting services to the Company in connection with its initial public offering in September 1991, the restructuring of its long term debt, and the acquisition by the Company of Alubec Industries, Inc. completed in March 1993. The Company is obligated to pay Bradford Associates a monthly fee of \$16,667 under the agreement, plus reasonable out-of-pocket expenses. During the year ended March 31, 1996, the Company paid Bradford Associates \$200,551.

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CERTAIN TRANSACTIONS

The Company leases one of its facilities from Harry Parker's wife. The lease term is from December 20, 1989 through December 31, 1999 with two renewal terms of five years each. The rent paid by the Company for the year ended March 31, 1996 was \$471,000.

Under an Environmental Indemnification Agreement that the Company entered into with Harry Parker, Robert Caghan, William Luzzi and Wayne Parker when it acquired Transfer Print in January 1990, the Company is indemnified for certain

environmental liabilities for claims made prior to January 4, 1993. The maximum indemnity under such agreement is \$950,000 plus the aggregate value of the shares of Common Stock owned by Harry Parker (which value was approximately \$2.0 million as of March 31, 1995), as determined when a claim or claims are paid. Under this agreement, the Company has been reimbursed for claims totaling \$723,000, but no claims were reimbursed during the year ended March 31, 1996. The Company has outstanding claims under the agreement that were made prior to January 4, 1993 for which the Company will be reimbursed in the fiscal year ending March 31, 1997.

COMPARATIVE PERFORMANCE GRAPH

The graph below compares the cumulative total stockholder return on the Common Stock with the cumulative total stockholder return of (i) the Nasdaq Stock Market (U.S.) Index (the "Nasdaq Index"), and (ii) a peer group of companies selected by the Company for purposes of the comparison and described more fully below (the "Peer Group"), assuming an investment of \$100 on September 20, 1991 in each of the Common Stock of the Company, the Nasdaq Index stocks and the Peer Group stocks. The graph assumes dividend reinvestment and, with respect to companies in the Peer Group, the returns of each such company have been weighted at each measurement point to reflect relative stock market capitalization. The graph commences as of September 20, 1991, the date the Common Stock became publicly traded.

COMPARISON OF CUMULATIVE TOTAL RETURN AMONG THE COMPANY, NASDAQ INDEX AND PEER GROUP

<TABLE>
<CAPTION>

	9/20/91	3/31/92	3/31/93	3/31/94	3/31/95	3/31/96
<S>	<C>	<C>	<C>	<C>	<C>	<C>
HoloPak Technologies, Inc.	\$100	\$ 83	\$ 61	\$ 59	\$ 39	\$ 24
NASDAQ U.S. Companies Index	100	116	133	143	160	217
Old Peer Group	100	96	104	124	136	154
New Peer Group	100	96	104	124	136	154

</TABLE>

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The returns of two peer groups are shown above because the Company replaced one company in the Peer Group that appeared in the 1995 Annual Meeting Proxy Statement (the "Old Peer Group") with a new company. The Peer Group for this Proxy Statement (the "New Peer Group") comprises the Company and six other companies: American Banknote Corp. (formerly known as United States Banknote); Cfc International Inc.; Foilmark Inc.; Outlook Graphics Corp.; Shorewood Packaging Corp.; and W.H. Brady Co. The New Peer Group reflects a change from the Old Peer Group to replace The C.R. Gibson Company, which was acquired, with Cfc International Inc., which became a public company during 1995.

CERTAIN FILINGS

Section 16(a) of the Exchange Act of 1934 requires the Company's directors and executive officers, and persons who own more than ten percent of a registered class of the Company's equity securities, to file with the Commission initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of the Company. Officers, directors and stockholders owning more than ten percent of the Common Stock are required by regulation under the Exchange Act to furnish the Company with copies of all Section 16(a) forms they file.

To the Company's knowledge, based solely on review of the copies of such reports furnished to the Company and written representations that no other reports were required, during the fiscal year ended March 31, 1996 all Section 16(a) filing requirements applicable to its officers, directors and more than ten percent beneficial owners were complied with except for the following.

OTHER MATTERS

The Board of Directors knows of no other matter which will be presented at

the Annual Meeting for action by the stockholders. However, if other matters properly come before the Annual Meeting, or any adjournment thereof, it is intended that the proxies will be voted according to the best judgment of the person authorized to act by the proxies. If the enclosed proxy is properly executed and returned prior to voting at the Annual Meeting, the shares represented thereby will be voted in accordance with the instructions marked thereon. In the absence of such instructions, the shares will be voted for the nominees of the Company in the election of directors and for the proposal to ratify the appointment of the Company's independent accountants.

The expense of this solicitation will be paid by the Company. If necessary, some of the officers of the Company and regular employees of Transfer Print may solicit proxies personally or by telephone.

Further information regarding the Company is set forth in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1996, which has been filed with the Commission. The Form 10-K (including financial statements and schedules, but without exhibits) may be obtained free of charge by writing to: HoloPak Technologies, Inc., 9 Cotters Lane, East Brunswick, New Jersey 08816. Copies of Exhibits to the Form 10-K will be furnished upon request and the payment of a reasonable fee.

A copy of the Company's 1996 Annual Report to Stockholders, which includes financial statements, is being transmitted herewith, but does not form a part of the proxy solicitation materials.

Stockholders are reminded that proposals of stockholders intended to be presented at the Company's next Annual Meeting of Stockholders in 1997 must be received by the Company for inclusion in its Proxy Statement and form of proxy relating to that Annual Meeting by April 15, 1997.

The Board of Directors will appreciate the prompt return of the enclosed proxy, dated and signed. You may revoke your proxy before it is exercised by giving written notice to the Secretary of the Company, and you may vote in person if you attend the Annual Meeting.

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PROXY

PROXY

HOLOPAK TECHNOLOGIES, INC.
ANNUAL MEETING OF STOCKHOLDERS, SEPTEMBER 20, 1996
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints ROBERT J. SIMON and DAVID W. JAFFIN, and each of them, jointly and severally, proxies, with full power of substitution, to vote, as designated below and on the reverse side hereof, all shares of Common Stock which the undersigned is entitled to vote on the election of directors, the proposal on the reverse side hereof and on all other matters which may come before the 1996 Annual Meeting of Stockholders of HoloPak Technologies, Inc. or any adjournment thereof.

The shares represented by this Proxy, duly executed, will be voted. If instructions are given in the spaces below and on the reverse side hereof, the shares will be voted in accordance therewith; if instructions are not given, the shares will be voted for the election of the directors named in Proposal 1 below and in favor of Proposal 2 set forth on the reverse side hereof.

<TABLE>		
<S>	<C>	<C>
1. ELECTION OF DIRECTORS.	FOR all nominees listed / / (except as marked to the contrary)	WITHHOLD AUTHORITY to vote for / / all nominees listed below
</TABLE>		

(Robert J. Simon, Harry Parker, Robert E. Cohan, John J. Collins, Brian Kelly, Michael S. Mathews, Cheryl A. Mills and Courtney M. Price)

(INSTRUCTION: TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE, STRIKE A LINE THROUGH THAT NOMINEE'S NAME IN THE LIST ABOVE.)

(Continued and to be signed on reverse side)

2. PROPOSAL TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP.
FOR / / AGAINST / / ABSTAIN / /

3. In their discretion, the Proxies are authorized to vote upon such other
business as may properly come before the meeting.

PLEASE SIGN EXACTLY AS NAME APPEARS BELOW. WHEN SHARES ARE HELD BY JOINT
TENANTS, BOTH SHOULD SIGN. WHEN SIGNING AS ATTORNEY, EXECUTOR, ADMINISTRATOR,
TRUSTEE OR GUARDIAN, PLEASE GIVE FULL TITLE AS SUCH. IF A CORPORATION, PLEASE
SIGN IN FULL CORPORATE NAME BY PRESIDENT OR OTHER AUTHORIZED OFFICER. IF A
PARTNERSHIP, PLEASE SIGN IN PARTNERSHIP NAME BY AUTHORIZED PERSON.

Dated:

-----, 1996

-----[SEAL]
Signature

Signature if held jointly