

**LICT CORPORATION**

**401 Theodore Fremd Avenue**

**Rye, New York 10580**

**(914) 921-8821**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD MAY 31, 2017**

May 1, 2017

To Stockholders of LICT Corporation:

NOTICE IS HEREBY GIVEN to the holders of common stock, par value \$0.01 per share (the "Common Stock"), of LICT Corporation (the "Corporation"), a Delaware corporation, that an Annual Meeting of Stockholders (the "Annual Meeting") of the Corporation will be held at the Agora Room, 401 Theodore Fremd Avenue, Rye, New York 10580 on May 31, 2017, at 8:30 A.M. Eastern time, for the following purposes:

1. To elect six members to our Board of Directors to serve until the next Annual Meeting and until their successors are duly elected and qualify;
2. To ratify the appointment of BDO USA, LLP as the Corporation's independent auditors for the year ending December 31, 2017; and
3. To transact such other business as may properly come before the Annual Meeting or any adjournments thereof.

Information relating to the above matters is set forth in the enclosed proxy statement. The Board of Directors and management of the Corporation are not aware of any other matters that will come before the Annual Meeting. As determined by the Board of Directors, only stockholders of record at the close of business on April 25, 2017 are entitled to receive notice of, and to vote at, the Annual Meeting and any adjournments thereof.

**The Board of Directors encourages all stockholders to personally attend the Annual Meeting. Your vote is very important regardless of the number of shares you own. Whether or not you expect to attend the Annual Meeting, you are requested to promptly date, complete, sign and return the enclosed proxy card in the enclosed accompanying postage-paid envelope in order that your shares of our Common Stock may be represented. Your cooperation is greatly appreciated.**

By Order of the Board of Directors,

Robert E. Dolan  
Executive Vice- President & Chief Financial  
Officer

## **LICT CORPORATION**

**401 Theodore Fremd Avenue  
Rye, New York 10580  
(914) 921-8821**

### **PROXY STATEMENT**

#### **PROXIES AND VOTING PROCEDURES**

This proxy statement is furnished by the Board of Directors (the “Board”) of LICT Corporation (“LICT” or the “Corporation”) in connection with the solicitation of proxies for use at the Annual Meeting of Stockholders (the “Annual Meeting”) to be held at the Agora Room, 401 Theodore Fremd Avenue, Rye, NY 10580, on May 31, 2017, at 8:30 A.M. Eastern time, and at any adjournments thereof.

At the Annual Meeting, you are being asked to vote on the following:

1. The election of six members to our Board to serve until the next annual meeting of our stockholders and until their successors are duly elected and qualify.
2. The ratification of the appointment of BDO USA, LLP (“BDO”) as the Corporation’s independent auditors for the year ending December 31, 2017.
3. Such other business as may properly come before the Annual Meeting or any adjournments thereof. The Board is not aware of any such matter.

Only stockholders of record of LICT at the close of business on April 25, 2017, the record date, are entitled to notice of, and to vote at, the Annual Meeting. If you wish to attend the Annual Meeting in person but you hold your shares through someone else, such as a broker, you must bring proof of your ownership and identification to the Annual Meeting. This proxy statement and accompanying form of proxy are being sent to our stockholders on or about May 1, 2017. As of the close of business on April 25, 2017 there were 21,266.37 shares of our common stock, par value \$0.01 per share (“Common Stock”) outstanding. Each share of our Common Stock, or fraction thereof, is entitled to one vote, or fraction thereof, on each matter submitted to our stockholders. There are no other classes of voting securities of the Corporation outstanding on the record date. In order for us to obtain a quorum for the conduct of business at the Annual Meeting, a majority of the issued and outstanding shares of Common Stock entitled to vote must be represented at the Annual Meeting in person or by proxy.

Our Board is asking for your proxy. Giving the Board your proxy means that you authorize the Board to vote your shares of Common Stock at the Annual Meeting in the manner you direct. If no such direction is given in the proxy returned to us by the stockholder, the proxy will be voted FOR the nominees to the Board named below, FOR the ratification of BDO as the Corporation’s independent auditors for the year ending December 31, 2017, and in the discretion of the proxies with respect to any other matter that is properly brought before the Annual Meeting. Any stockholder giving a proxy may revoke it at any time before it is voted at the Annual Meeting by delivering a written notice of revocation or a duly executed proxy bearing a later date to one of our corporate officers, or by appearing at the Annual Meeting and revoking his or her proxy and voting in person.

If stockholders do not give their broker or other nominee instructions as to how to vote shares held in street name, the broker or other nominee will have discretionary authority to vote those shares only on 'routine' matters, such as the ratification of auditors, and not on 'non-routine' proposals, such as the election of directors. Thus, if you hold your shares of Common Stock through another person or firm, or in street name, and do not provide voting instructions to your broker or other nominee, your shares will not be voted with respect to the election of directors but may be voted with respect to the ratification of BDO as the Corporation's independent auditors. Shares of Common Stock held by brokers who have not received voting instructions from their customers are referred to as "broker non-votes," and are counted as present for the purpose of establishing a quorum despite the fact that they are not voted on non-routine matters.

The candidates for election to our Board who receive the highest number of affirmative votes will be elected. Votes that are withheld will not be included in the vote tally for the election of directors. To ratify the appointment of BDO as our independent auditors for the year ending December 31, 2017, a majority of the votes cast on the matter is required. Abstentions are deemed to be votes cast and have the same effect as a vote against this proposal.

An automated system administered by Broadridge Financial Solutions, Inc. tabulates the votes.

### **COST OF PROXY SOLICITATION**

This solicitation of proxies is made on behalf of our Board, and the cost thereof will be borne by us. We have employed the firm of Morrow & Co., LLC, 470 West Avenue, Stamford, CT 06902, to assist in this solicitation at a cost of approximately \$2,500, plus out-of-pocket expenses. We will also reimburse brokerage firms and nominees for their expenses in forwarding proxy material to beneficial owners of our Common Stock. In addition, our officers and employees, none of whom will receive any compensation in addition to their regular compensation, may solicit proxies. The solicitation will be made by mail and, in addition, may be made by facsimile, e-mail, personal interviews and by telephone.

## MARKET-RELATED INFORMATION

### Market for Common Stock

Our Common Stock currently trades on OTC Pink® under the symbol “LICT”. The most recent day prior to the record date for the Annual Meeting, April 25, 2017, on which our stock traded was April 24, 2017, at a price per share of \$7,800. There were approximately 85 stockholders of record on April 25, 2017.

The following table lists the high and low sales prices of our Common Stock for the periods indicated below.

PERIOD	HIGH	LOW
<b>Fiscal Year Ended December 31, 2014</b>		
1 <sup>st</sup> Quarter	\$3,348	\$2,355
2 <sup>nd</sup> Quarter	\$4,200	\$2,700
3 <sup>rd</sup> Quarter	\$6,000	\$3,600
4 <sup>th</sup> Quarter	\$5,010	\$4,200
<b>Fiscal Year Ended December 31, 2015</b>		
1 <sup>st</sup> Quarter	\$5,350	\$3,800
2 <sup>nd</sup> Quarter	\$6,494	\$5,025
3 <sup>rd</sup> Quarter	\$5,700	\$5,000
4 <sup>th</sup> Quarter	\$5,800	\$4,905
<b>Fiscal Year Ending December 31, 2016</b>		
1 <sup>st</sup> Quarter	\$5,800	\$4,950
2 <sup>nd</sup> Quarter	\$5,350	\$4,889
3 <sup>rd</sup> Quarter	\$5,525	\$4,825
4 <sup>th</sup> Quarter	\$5,950	\$5,375
<b>Fiscal Year Ending December 31, 2017</b>		
1 <sup>st</sup> Quarter	\$7,100	\$5,800

### Dividend Policy

The Corporation has not paid cash dividends on our Common Stock since our inception, and has instead generally retained liquidity for operations. The Board may consider instituting a dividend in the future, subject to the Corporation’s financial needs, any applicable financial obligations and its strategic development. We have distributed shares of subsidiary companies to our stockholders in the form of spin-offs (CIBL, Inc. (“CIBL”), a holding company with operating interests in telecommunications, in 2007, and ICTC Group, Inc. (“ICTC”), a telecommunications company serving southeastern North Dakota, in 2010).

## **PROPOSAL 1**

### **ELECTION OF DIRECTORS**

Our Board has nominated Mario J. Gabelli, Robert E. Dolan, Marc J. Gabelli, Avrum Gray, Salvatore Muoio and Gary L. Sugarman to be elected at the Annual Meeting as all of the members of our Board, to serve until the next Annual Meeting and until their respective successors are elected and qualify. If for any reason any nominee does not stand for election, the proxies solicited by this proxy statement will be voted in favor of the remainder of those named and may be voted for a substitute nominee in place of such nominee. We have no reason to expect, however, that any of the nominees will not stand for election.

Our By-laws provide that our Board shall consist of no less than two and no more than nine directors. The size of our Board was set at six directors on March 15, 2017. At this stage in the Corporation's development and in the current circumstances, we believe that six directors are appropriate for LICT's current purposes and will support our efficient operation.

Biographical summaries and ages of the nominees as of May 31, 2017, are set forth below. This information shows that each of the nominees is well qualified to serve on our Board, as further detailed immediately following each biographical summary. In addition, the Board has carefully considered that as a group, the nominees provide a broad range of diversity in their backgrounds, education, experience, skills and expertise, as also set forth below. The diverse qualifications and abilities of our nominees cover all of the major areas of the Corporation's strategic, operational, financial and governance needs.

Data with respect to the number of shares of our Common Stock beneficially owned by each of the nominees appear elsewhere in this proxy statement. All such information has been furnished to us by the nominees.

#### **Nominees for Election**

**Mario J. Gabelli**, 74, has served as a director of the Corporation since 1999, and as President and Chief Executive Officer since December 2010. He has served as our Chairman since December 2004 (and also served as Chairman from September 1999 to December 2002), as our Vice Chairman from December 2002 to December 2004, and as Chief Executive Officer from September 1999 to November 2005. Mr. Gabelli has also been a director of CIBL, Inc., a public company with operations in telecommunications, since its November 2007 spin-off from LICT to the present. He has served as a director of ICTC Group, Inc., a telecommunications company serving southeastern North Dakota which was spun off from LICT in May 2010, since July 2013 to the present. Mr. Gabelli has served as the Chairman, Chief Executive Officer, Chief Investment Officer – Value Portfolios and a director of GAMCO Investors, Inc. (“GAMCO”), a publicly traded company in the asset management business, since November 1978. In connection with those responsibilities, he serves as director or trustee of registered investment companies managed by GAMCO and its affiliates. Mr. Gabelli has served as Executive Chairman of Associated Capital Group, Inc. (“Associated Capital”) since May 2016 and previously served as the Chief Executive Officer of Associated Capital from May 2015 until November 2016. Associated Capital is a public company containing the alternative investment management business, institutional research services business and certain cash and other assets that were spun-off from GAMCO in November 2015. Mr. Gabelli has also been a portfolio manager for Teton Advisors, Inc. (“Teton”) from 1998 to February 2017. Since March 1, 2017, GAMCO serves as a subadvisor to Teton, and Mr. Gabelli serves as portfolio manager under that subadvisory agreement. Teton is an asset management company which was spun off from GAMCO in March 2009. Mr. Gabelli has also served as Chairman of Morgan Group Holding Co. (“Morgan”), a public holding company, from 2001 to the present. Mr. Gabelli was the Chief Executive Officer of Morgan from 2001 to November 2012. In addition, Mr. Gabelli is the Chief Executive

Officer, a director and the controlling shareholder of GGCP, Inc. (“GGCP”), a private company which owns a majority of GAMCO’s Class B Stock and a majority of Associated Capital’s Class B Stock through an intermediate subsidiary, GGCP Holdings, LLC. He is also the President of MJG Associates, Inc., which acts as an investment manager of various investment funds and other accounts. Mr. Gabelli serves as Overseer of the Columbia University Graduate School of Business and as a Trustee of Boston College and Trustee of Roger Williams University. In addition, he serves as Director of The Winston Churchill Foundation, The E. L. Wiegand Foundation, The American-Italian Cancer Foundation, and The Foundation for Italian Art & Culture. He is also Chairman of the Gabelli Foundation, Inc., a Nevada private charitable trust. Mr. Gabelli previously served as Co-President and President of Field Point Park Association, Inc.

The Board believes that Mr. Gabelli’s qualifications to serve on the Board and to serve as its Chairman include his many years of experience and service with the Corporation, both as an officer and a director; his history of ownership interest in the Corporation; his extensive financial and investment expertise; and his knowledge of and experience with the telecommunications industry.

**Robert E. Dolan**, 65, has served as a director of the Corporation since August 2013. He has also served in the following capacities at LICT: Executive Vice President and Chief Financial Officer since December 2010 to the present, Interim Chief Executive Officer and Chief Financial Officer from May 2006 to December 2010, Chief Financial Officer from January 2004 to May 2006, and Chief Financial Officer and Controller from September 1999 to January 2004. In addition, from November 2000 until September 2009, Mr. Dolan was the Assistant Secretary and a director of Sunshine PCS Corporation, a public holding company now known as ICTC Group, Inc.; from November 2001 to the present, he has served as Chief Financial Officer and a director of Morgan Group Holding Co.; and from October 2007 to the present, Mr. Dolan has served as Interim Chief Executive Officer and Interim Chief Financial Officer of CIBL, Inc.

The Board believes that Mr. Dolan’s qualifications to serve on the Board include his long experience as a senior executive of the Corporation, his extensive knowledge of the telecommunications industry and his substantial expertise in financial, accounting and managerial matters.

**Marc J. Gabelli**, 49, serves as the President and a director of GGCP. Mr. Gabelli has over 25 years of telecommunications investment experience, including as a telecom analyst with Lehman Brothers International in London where he authored the first pan-European Cellular Communications Report in 1991.

The Board believes that Marc Gabelli’s qualifications to serve on the Board include his broad knowledge of the telecommunications industry, his financial and leadership experience as a senior executive, and his extensive experience in corporate governance.

**Avrum Gray**, 81, founded G-Bar, an options-trading firm, in 1982 and has served since that time as Chairman and Chief Executive Officer of the company. In 2014 Mr. Gray founded G-Bar Ventures, an investment firm, for investing in startup and early stage companies. Prior to that time Mr. Gray was the President and Chief Executive Officer of Alloy Consolidated Industries, a privately-held manufacturing company headquartered in Chicago, IL. He has served on the LICT board since August 2016. He also served on the boards of SL Industries from 2002-2016, Lynch Corporation from 1999-2009, Nashua Corporation from 2000-2009, Material Sciences from 2000-2009, Lynch Systems from 1996-2001, and served as Chairman of the Audit Committee for SL Industries and Nashua Corporation. He currently is a member of the Board of Trustees of Spertus Institute. He has been a board member of many non-profit organizations including the Jewish Federation of Chicago, Illinois Institute of Technology and Stuart School. Mr. Gray holds a B.S. in Engineering from Purdue University (1956) and an honorary Ph.D. from Spertus College (1985).

The Board believes that Mr. Gray's qualifications to serve on the Board include his lengthy and extensive knowledge and distinguished experience both in senior executive positions and in the governance bodies of a number of corporations, particularly including his chairmanship of several corporate audit committees.

**Salvatore Muoio**, 58, has served as a director of the Corporation since 1999. He has also served as a director of CIBL, Inc. since November 2007, and as a director of ICTC Group, Inc. since July 2013. Mr. Muoio has been a Principal and the Chief Investment Officer of S. Muoio & Co. LLC, a securities advisory firm, since 1997. From 1995 to 1996, Mr. Muoio served as a Securities Analyst and Vice President of Lazard Freres & Co., L.L.C., an investment banking firm. From 1985 to 1995, Mr. Muoio served as a Securities Analyst at Gabelli & Company, Inc.

The Board believes that Mr. Muoio's qualifications to serve on the Board include his substantial knowledge of the telecommunications industry and his experience with investing in this industry, in addition to his record of service on the Board.

**Gary L. Sugarman**, 64, has served as a director of the Corporation since September 2006. He is Managing Member of Richfield Capital Partners, a private equity fund he founded that focuses on telecom and technology. Mr. Sugarman is currently an advisor/investor in an online B:B interior design company, based in Seattle, DeZignable, Inc. In addition, Mr. Sugarman has served as a director of Telephone and Data Systems, Inc., a public telecommunications company with both wireless and wireline operations, since September 2009; as a director of Otelco, Inc., a public telecommunications company serving primarily rural areas, since May 2013; and as a director of Brick Skirt Holdings, Inc., a private holding company for RLEC operations previously owned by the Corporation, since the sale of those operations by the Corporation in May 2014. Mr. Sugarman also served from November 2010 until April 2013 as Executive Chairman/Investor of FXecosystem, Inc., a private company that provides connectivity between foreign exchange market participants in a low latency trading infrastructure. He was previously, from December 2007 until August 2010, Executive Chairman/Investor - Verosity Technology Partners. He also served as Chairman and Chief Executive Officer of a facilities-based telecommunications company he co-founded in 1994, Mid Maine Communications, until its sale in late 2006.

The Board believes that Mr. Sugarman's qualifications to serve on the Board include his many years of executive experience, which continues to the present time, in a broad range of assignments throughout the telecommunications industry, along with his extensive experience on the boards of other telecommunications companies as well as LICT.

### **Vote Required**

Nominees receiving the greatest number of votes duly cast for the election of directors will be elected to our Board. Except where authority to vote for nominees has been withheld, it is intended that the proxies received pursuant to this solicitation will be voted "FOR" the nominees named above. Withheld votes and broker non-votes will not affect the outcome of the election of directors.

### **Recommendation of the Board:**

***THE BOARD RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES TO THE BOARD.***

## **PROPOSAL 2**

### **RATIFICATION OF BDO AS LICT'S INDEPENDENT AUDITORS**

BDO served as LICT's independent auditors for the years ended December 31, 2015 and December 31, 2016, and the Board has selected BDO to serve in that role for the year ending December 31, 2017 as well. We are asking our stockholders to ratify the selection of BDO. In accordance with our governance documents, the Board believes that this is consistent with the best governance practices as an opportunity for stockholders to provide direct feedback to the Board on this important engagement. If our stockholders do not ratify the selection of BDO, the Board will reconsider the matter.

#### **Vote Required**

Ratification of BDO requires the affirmative vote of a majority of the votes cast on the matter. Abstentions are deemed to be votes cast and will have the same effect as a vote against the proposal.

#### **Recommendation**

***THE BOARD RECOMMENDS A VOTE "FOR" RATIFICATION OF BDO AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017.***

## **GOVERNANCE OF LICT CORPORATION**

#### **Board of Directors**

On August 19, 2016, the size of the Board was increased to five and on March 15, 2017 it was increased to six directors. Of those directors, Mr. Gray, Mr. Muoio and Mr. Sugarman are considered independent. During 2016, the Board held five meetings. All of our directors during 2016 attended at least 75% of the meetings of our Board which occurred during their tenure on the Board. The Corporation does not have a policy regarding the attendance of directors at the Annual Meeting.

The Corporation's Audit Committee is comprised of the Board as a whole. The Corporation has had an Audit Committee, whether comprised of the Board as a whole or a smaller number of directors, since its spin-off from Lynch Corporation as a public company in 1999. However, the Corporation is not required to maintain an Audit Committee. We may choose not to do so at some future time, particularly in light of the fact that the audit function is being performed by the Board as a whole, if we determine that discontinuance of a formal Audit Committee would not be detrimental to the Corporation's governance.

The entire Board has also served as the Compensation Committee since March 2011. Again, however, the Corporation is not required to maintain a Compensation Committee and we may choose not to do so at some future time, in light of the fact that the compensation function is being performed by the Board as a whole, if we determine that discontinuance of a formal Compensation Committee would not be detrimental to the Corporation's governance.



## Compensation of Directors

In 2016, directors other than Mr. Gabelli, our Chairman, and Mr. Dolan received a quarterly cash retainer of \$20,000; a fee of \$3,000 for each Board meeting attended in person, and a fee of \$1,000 for attendance at each telephonic Board meeting. The Chairman receives no retainer or fees for his service on the Board, nor does Mr. Dolan.

The total director compensation in quarterly cash retainers and fees for meeting attendance paid in 2016 is as follows:

Avrum Gray	\$31,522
Salvatore Muoio	\$90,000
Gary L. Sugarman	\$90,000
Total	<u>\$211,522</u>

No form of compensation other than these cash payments (e.g., stock options, restricted stock, etc.) was provided to these directors during 2016. The Corporation maintains a liability insurance policy that provides for indemnification of each director (and officer) against certain liabilities that may be incurred through service in such capacities.

## Risk Oversight

Our Board has responsibility for the oversight of risk management. The Board regularly discusses with management the Corporation's significant risk exposures, their potential impact on the Corporation, and the steps necessary to manage these risks. The Board's areas of focus prominently include the management of risks associated with governance issues such as corporate structure, supervision of field management and accountability requirements. The Board as a whole is ultimately responsible for risk oversight at LICT. In discharging this responsibility, the Board meets periodically with management in order to review the Corporation's financial reporting system, its risk exposures and the measures management must take to identify, monitor and control such exposures.

## Employee Code of Ethics and Conflicts of Interest Policy

Since our spin-off from Lynch Corporation in 1999, we have had a code of conduct and a policy governing conflicts of interest. In December 2003, we adopted a Code of Ethics that replaced our existing code of conduct and applies to all of the Corporation's employees, including our officers. We require all of our employees to adhere to our Code of Ethics and Conflicts of Interest Policy in addressing legal and ethical issues encountered in conducting their work. Our Code of Ethics and Conflicts of Interest Policy require that our employees comply with all laws and other legal requirements, avoid conflicts of interest, conduct business in an honest and ethical manner, and otherwise act with integrity and in the Corporation's best interest. In addition, employees who, due to their responsibilities, may encounter conflicting interests are required to certify compliance with our Conflicts of Interest Policy. Our Code of Ethics and Conflicts of Interest Policy are posted on our website at [www.lictcorp.com](http://www.lictcorp.com).

## Policy Regarding Reports of Actions That May Be Violations of Law

In December 2003, our Board also adopted a Policy Regarding Reports of Actions That May Be Violations of Law, referred to as our “Whistleblower Policy.” This Whistleblower Policy reaffirms our commitment to comply with all applicable laws that protect employees from unlawful discrimination or retaliation as a result of their lawfully reporting information regarding, or participating in investigations involving, allegations of corporate fraud or other violations of federal or state law. The Whistleblower Policy further establishes a procedure by which employees may file anonymous complaints regarding the Corporation’s actions or business practices including, but not limited to, fraudulent conduct, violations of internal accounting controls or other financial misconduct, and non-compliance with applicable laws or regulations. Our Whistleblower Policy also provides that we will offer a reward of up to \$10,000 (also made on an anonymous basis) to any employee who reports information regarding corporate fraud or other alleged violations by the Corporation or its agents of federal or state law, where such information leads to a finding of wrongdoing as determined either by our Board or by a government authority. A copy of the Whistleblower Policy is posted on our website at [www.lictcorp.com](http://www.lictcorp.com).

## Stockholder Communications

Our stockholders may send communications by letter addressed to our Board at LICT Corporation, 401 Theodore Fremd Avenue, Rye, New York 10580. All communications will be received and reviewed by a Corporate officer, and communications about our accounting, internal controls, auditing matters or business practices will be reported to the Board. Communications about other matters will be forwarded to the Board if issues appropriate for their attention are raised therein.

## REPORT ON EXECUTIVE COMPENSATION

This table sets forth our principal executive officers’ compensation for the last three fiscal years:

Name and Executive Position	Year	Salary (\$)	Bonus (\$) (1) Compensation
Mario J. Gabelli, Chairman, President and CEO (2)	2016	150,000	---
	2015	150,000	---
	2014	150,000	---
James DaBramo COO	2016	225,000	175,000
	2015	21,635	--
Robert E. Dolan, Executive Vice President and CFO	2016	400,000	250,000
	2015	400,000	205,000
	2014	385,000	125,000

(1) Bonuses earned in any fiscal year are typically paid during the first 75 days of the following fiscal year. Bonuses shown above were paid in the year shown but earned in the prior year. We have no outstanding stock options or stock appreciation rights. The table does not include shares of restricted Common Stock awarded to executive officers in 2015 and 2016 under the Company’s 2015 Restricted Stock Plan, which is further described on page 10.

(2) Mr. Gabelli was elected President and Chief Executive Officer as of December 1, 2010.

(3) Mr. DaBramo joined the organization as COO on November 9, 2015.

## **Compensation Discussion and Analysis**

### **Overview and Philosophy**

The Board approves annual compensation to be paid to our Chief Executive Officer and each of our other executive officers, as well as to other key employees. In addition, acting as the Compensation Committee, the Board is responsible for developing and administering our executive compensation policies and plans. The Compensation Committee, comprised of the Board as a whole, has approved the following discussion of the Corporation's executive compensation in this proxy statement.

The objectives of our executive compensation program are to:

- Promote and reward the achievement of the Corporation's desired performance;
- Provide compensation that will attract and retain superior talent;
- Ensure that there is appropriate linkage between executive compensation and the enhancement of stockholder value; and
- Evaluate the effectiveness of our incentives for key executives.

The executive compensation program is designed to provide an overall level of compensation opportunity that is competitive with companies of comparable size, scope, capitalization and complexity. Actual compensation levels, however, may be greater or less than average competitive levels based upon our annual and long-term performance, as well as individual performance. The Board uses its discretion to set executive compensation at levels warranted, in its judgment, by such performance and by our other compensation objectives, as set forth above.

### **Executive Officer Compensation Program**

Our executive officer compensation program is comprised of base salary, cash bonus compensation, the 2015 Restricted Stock Plan discussed below, other stock awards, our 401(k) Savings Plan, and other benefits generally available to our employees.

#### ***Base Salary***

Base salary levels for our executive officers are intended to be competitive with other companies in our industry which are comparable to LICT in size, complexity and financial characteristics. In determining salaries, the Board, acting as the Compensation Committee, takes into account an individual's experience and performance, as well as specific issues relating to the Corporation and its desired performance. Any adjustments made to salaries are based upon a variety of judgmental factors, including the individual performances of the officers and their anticipated contributions to LICT, the prevailing industry conditions, and our general financial and strategic posture and performance.

#### ***Bonus Plan***

We have in place a bonus plan that is based on objective measures of corporate performance and on subjective evaluation of individual performance for our executive officers and other key personnel. In general, this plan provides for the payment of a percentage of an officer's base salary for the attainment of Board-approved objectives; and upon the favorable evaluation of the officer's overall performance by the Board and/or the officer's immediate superior. The Board, in its discretion, may take into consideration such other factors and circumstances involving the officer's performance and the Corporation's results as it deems

relevant in determining the amount of each bonus. In 2016, a total of 35 shares of stock were awarded on an unrestricted basis, outside of the 2015 Restricted Stock Plan described below, to two of our executives as bonuses. These 35 shares were distributed to the executives in January 2017.

### ***2015 Restricted Stock Plan***

In March 2015, as an equity incentive measure, the Board approved the Corporation's 2015 Restricted Stock Plan (the "RSA Plan"). In March 2015, a total of 89 shares of restricted Common Stock were awarded to four of our executives, including 60 shares to Mr. Gabelli and 25 shares to Mr. Dolan. All of these awards vested on January 1, 2017. In December 2016, the vesting period on Mr. Gabelli's shares was extended to July 1, 2017. In April 2016, a total of 34 additional shares of restricted Common Stock were awarded to five of our executives, bringing the shares awarded under the RSA Plan to 123. The April 2016 awards vest on January 1, 2018. The restricted shares will be forfeited before vesting if the executive's employment is terminated by the Corporation for cause or the executive voluntarily resigns, and the RSA Plan contains other terms and conditions which are usual and customary for equity incentive programs of this type. The Board is responsible for the administration of the RSA Plan and may increase or otherwise modify the awards in the future as the Board determines to be appropriate.

### ***LICT Corporation 401(k) Savings Plan***

LICT's employees are eligible to participate in our 401(k) Savings Plan. Our 401(k) Savings Plan permits employees to make contributions by deferring a portion of their compensation. We may make discretionary contributions to the 401(k) Savings Plan accounts of participating employees, although we do not currently do so. A participant's interest in both employee and employer contributions and earnings thereupon are fully vested at all times. All 401(k) contributions are invested in certain mutual funds or our Common Stock, as determined by the participants. Of the individuals listed in the Summary Compensation Table, Mr. Dolan deferred \$24,000, and Mr. DaBramo deferred \$19,730.82 under the 401(k) Savings Plan during 2016.

### ***Benefits***

We provide medical, life insurance and disability benefits to the executive officers that are generally available to all of our employees. The amount of perquisites did not exceed \$10,000 for any employee in 2016.

### ***Chief Executive Officer Compensation***

Effective December 1, 2010, Mario J. Gabelli was reappointed Chief Executive Officer of the Corporation, replacing Robert E. Dolan who had been elected Interim Chief Executive Officer effective May 1, 2006. Mr. Gabelli had previously been Chief Executive Officer from September 1999 until November 2005, and throughout this period served as either Chairman or Vice-Chairman of the Board. (See page 4, above). Mr. Gabelli had remained actively involved in the development of the Corporation's acquisition, disposition, investment and financial strategies, and his salary had continued at \$150,000 per year since November 15, 2005. Consideration of additional compensation for Mr. Gabelli as a result of his reappointment as Chief Executive Officer and his increased responsibilities is being examined by the Board in light of the long-term strategic goals of the Corporation.

## **Compensation Committee Report**

The Board, acting as the Compensation Committee, has reviewed and discussed the Compensation Discussion and Analysis with management. Based on such review and discussion, the Board, acting as the Compensation Committee, has determined that the Compensation Discussion and Analysis be included in this Proxy Statement. To reduce expenses, the entire Board has served as the Compensation Committee without additional compensation since March 2011.

The Compensation Committee,  
Comprised of the Board of Directors as a whole

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of the date of this proxy statement, certain information with respect to all persons known to us to each beneficially own more than 5% of our shares of Common Stock, which is our only class of voting stock outstanding. The table also sets forth information with respect to our Common Stock beneficially owned by the directors, by each nominee for director, by each of the executive officers named in the Summary Compensation Table, and by all directors, nominees for director and executive officers as a group. Consistent with prior years, the information concerning the number of shares beneficially owned as set forth in the table is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which a person has the sole or shared voting or investment power or any shares that the person can acquire within 60 days, such as through exercise of stock options or conversions of securities. Except as otherwise indicated, our stockholders listed in the table have sole voting and investment powers with respect to the Common Stock set forth in the table. The following information has been furnished to us by or on behalf of the persons named in the table. For ownership information purposes, the address of each entity or person listed in the table is 401 Theodore Fremd Avenue, Rye, New York 10580.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
MJG 1999 Descendants Trust	5,993 (1)	28.18%
Mario J. Gabelli	2,820 (2)	13.26%
Salvatore Muoio	624.04 (3)	2.93%
Gary L. Sugarman	9	*
Robert E. Dolan	59 (4)	*
All Directors and named executive officers as a group (4 persons)	3,512.04	16.51%

\* Represents holdings of less than one percent of the 21,266.37 shares outstanding at April 25, 2017.

- (1) MJG 1999 Descendants Trust is a beneficiary trust in which John Gabelli, brother of Mario J. Gabelli, is a Trustee thereof.
- (2) Mario J. Gabelli and GGCP, Inc. combined, 13.26%; consists of 500 shares owned by MJG-IV, L.P., a limited partnership in which Mr. Gabelli is the general partner; 156 shares owned by Mr. Gabelli through our 401(k) Savings Plan; 2,079 shares owned by GGCP, Inc., in which Mr. Gabelli is the majority stockholder: 60 shares issued under the RSA Plan which will vest on July 1, 2017 and 25 shares owned directly by Mr. Gabelli. Mr. Gabelli disclaims beneficial ownership of the shares owned by MJG-IV, L.P. and GGCP, Inc. except to the extent of his pecuniary interest therein.
- (3) Consists of 17.04 shares owned directly by Mr. Muoio, 605 shares owned by investment funds of which S. Muoio & Co. LLC is the general partner or investment manager, and 2 shares owned by S. Muoio & Co. LLC Profit Sharing Plan. Mr. Muoio is the managing member of S. Muoio & Co. LLC. Mr. Muoio disclaims beneficial ownership of the shares owned by such investment funds, except for his pecuniary interest therein.
- (4) Includes 28 shares owned directly by Mr. Dolan and his spouse; 21 shares owned by Mr. Dolan through our 401(k) Savings Plan; and 10 shares issued under the RSA Plan which will vest on January 1, 2018.

## **TRANSACTIONS WITH CERTAIN AFFILIATED PERSONS**

Mr. Gabelli is affiliated with various entities that he directly or indirectly controls and that are engaged in various aspects of the securities business, such as an investment adviser to various institutional and individual clients, including registered investment companies and pension plans; as a broker-dealer; and as managing general partner of various private investment partnerships. During 2016, the Corporation and its subsidiaries engaged in various transactions and arrangements with certain of these entities. The total amount of reimbursements and other remuneration paid by LICT to such entities in 2016 was \$163,281. This amount included reimbursement for administrative and staff support functions \$76,382, and for a business aircraft owned in part by a subsidiary of GGCP \$86,899. In addition, the Corporation leases some 3,600 square feet in a building in Rye, New York, owned by an affiliate of Mr. Gabelli. The rent is \$28 per square foot per year plus a minimum of \$3 per square foot per year for utilities, subject to adjustment for changes in taxes and operating expenses. The term of this lease extends to December 2023. The total amount paid for rent and utilities in 2016 under this lease was \$120,464, and we received payments of \$25,068 from Teton Advisors, Inc. (“Teton”), an entity to which we subleased a portion of LICT’s space. The sublease provides Teton with rent and other terms that are not more favorable than those of the Corporation.

## **INDEPENDENT PUBLIC ACCOUNTANTS**

The Board has appointed BDO as our independent auditors for the year ending December 31, 2017. BDO also audited our consolidated financial statements for 2014, 2015 and 2016. As noted above, stockholders are being asked to ratify at the Annual Meeting the appointment of BDO as the Corporation’s independent registered public accounting firm for the year ending December 31, 2017. Representatives of BDO are expected to be available at the Annual Meeting, where they will have the opportunity to make a statement, if they so desire, and to answer appropriate questions from the meeting attendees.

### **Audit Fees**

The aggregate fees billed by BDO for professional services rendered for the 2016 audit were approximately \$575,000, subject to finalization, and the fees billed by BDO for professional services rendered for the 2015 audit of our consolidated financial statements were approximately \$550,000.

### **Audit-Related Fees**

No fees that are not reported as audit fees above were billed to the Corporation by BDO for 2015 or 2016 for assurance and related services that are reasonably related to the performance of the audits of our 2015 and 2016 financial statements, or performance of a review of our financial statements during 2015 and 2016.

### **Tax Fees**

BDO did not bill us for any professional services rendered to us for tax compliance, tax advice or tax planning for 2015 or 2016.

### **Other Fees**

No fees were billed to the Corporation by BDO in 2015 or 2016 for services other than as set forth above.

## **REPORT OF THE AUDIT COMMITTEE**

As noted above, the Audit Committee is comprised of the Board as a whole. Management is responsible for the Corporation's internal accounting and financial controls, the financial reporting process, the internal audit function, and compliance with the Corporation's policies and legal requirements. The Corporation's current independent public accountant, BDO, is responsible for performing an independent audit of the Corporation's consolidated financial statements and for issuance of a report thereon.

The Audit Committee engages the independent public accountant. The Audit Committee has monitored and overseen the Corporation's accounting, financial and audit processes. It also has responsibility to investigate matters related to the Corporation's financial statements and controls as it deems appropriate. In the performance of these oversight functions, the Audit Committee relies upon the information, opinions, reports and statements presented to it by the Corporation's management and by the independent public accountant.

The Audit Committee has reviewed the audited consolidated financial statements of the Corporation with management, and management has represented that the Corporation's consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). In addition, the Audit Committee has discussed with BDO matters relating to the independent audit that are included within applicable Statements of Accounting Standards. The Audit Committee has confirmed the independence of BDO through the Committee's examination of and discussions with that firm.

Based on the Audit Committee's review of the representations of management, and its discussions with management and with BDO, the Committee has determined that the financial statements of the Corporation for the year ended December 31, 2016, as audited by BDO, shall be included in the Corporation's Annual Report.

The Audit Committee  
Comprised of the Board of Directors as a whole

## **MISCELLANEOUS**

Our Board knows of no other matters that are likely to come before the Annual Meeting. If any other matters should properly come before the Annual Meeting, it is the intention of the persons named in the accompanying form of proxy to vote on such matters in accordance with their best judgment.

## **ADDITIONAL INFORMATION -- ANNUAL REPORT**

Our financial results for the fiscal year ended December 31, 2016, are available on the Corporation's website, [www.lictcorp.com](http://www.lictcorp.com), and our Annual Report for 2016 is posted there as soon as it becomes available. Additional materials describing the Corporation, its business and our results of operations may also be found on our website.