



**PARAGON**  
TECHNOLOGIES

**PARAGON TECHNOLOGIES, INC.**  
600 Kuebler Road, Easton, Pennsylvania 18040  
Telephone (610) 252-3205

## **NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 7, 2012**

The 2012 Annual Meeting of Stockholders of Paragon Technologies, Inc., a Delaware corporation (the "Company"), will be held at the offices of Thompson Hine LLP, Two Alliance Center, 3560 Lenox Road, Suite 1600, Atlanta, GA 30326, at 9:30 A.M. local time, on December 7, 2012, for the following purposes:

1. To elect three directors named in the accompanying Proxy Statement to the Board of Directors;
2. To ratify the appointment of ParenteBeard LLC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012; and
3. To transact such other business as may properly come before the Annual Meeting or at any adjournments or postponements thereof.

Only stockholders of record as of the close of business on October 16, 2012 will be entitled to notice of the Annual Meeting and to vote at the Annual Meeting and any adjournments or postponements thereof. A list of stockholders of the Company entitled to vote at the meeting will be available for inspection by a stockholder at the Annual Meeting and during normal business hours at the Company's corporate offices during the ten-day period immediately prior to the Annual Meeting.

**The Board of Directors hopes you will be able to attend the Annual Meeting, but whether or not you plan to attend, please vote your shares by:**

- **Marking, signing, dating, and returning the enclosed proxy card as soon as possible;**
- **Calling the toll-free number listed on the proxy card; or**
- **Accessing the Internet as instructed on the proxy card.**

Voting by proxy will not prevent you from voting your shares in person in the manner described in the accompanying Proxy Statement if you subsequently choose to attend the Annual Meeting. If you hold your shares in "street name" through a bank, broker, or custodian, you must obtain a legal proxy from such custodian in order to vote in person at the Annual Meeting.

October 30, 2012  
Easton, Pennsylvania

JACOB CHERIAN  
Secretary



**PARAGON TECHNOLOGIES, INC.**  
**600 Kuebler Road, Easton, Pennsylvania 18040**

## **ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 7, 2012**

This Proxy Statement and the accompanying form of proxy are being mailed on or about October 30, 2012 to the stockholders of Paragon Technologies, Inc. (the "Company"). They are being furnished in connection with the solicitation by the Board of Directors of proxies to be voted at the 2012 Annual Meeting of Stockholders (the "Annual Meeting") to be held at the offices of Thompson Hine LLP, Two Alliance Center, 3560 Lenox Road, Suite 1600, Atlanta, GA 30326, at 9:30 A.M. local time, on December 7, 2012, and at any adjournments or postponements thereof. The cost of such solicitation will be borne by the Company.

Only the holders of record of the outstanding shares of common stock of the Company on October 16, 2012 will be entitled to vote at the Annual Meeting. A stockholder giving a proxy may revoke it at any time by giving written notice of such revocation to the Secretary of the Company before it is exercised. A proxy may also be revoked by executing a later proxy or by attending the Annual Meeting and voting in person, provided written notice of such actions is given to the Secretary of the Company before the proxy is exercised.

At the close of business as of the above record date, there were outstanding and entitled to vote 1,656,854 shares of the Company's common stock. Each holder of shares entitled to vote has the right to one vote for each share standing in the holder's name on the books of the Company.

The shares represented by each properly executed proxy will be voted in the manner specified by the stockholder. If instructions are not given, the shares will be voted by the persons named in the accompanying proxy for the election of directors, and in their discretion on any other matters properly coming before the Annual Meeting.

Under Delaware law and the Company's Bylaws, the presence, in person or by proxy, of stockholders entitled to cast at least a majority of the votes that all stockholders are entitled to cast will constitute a quorum for the purposes of the Annual Meeting. Abstentions and broker non-votes will be treated as present for purposes of determining the presence of a quorum.

Directors are elected by a plurality of the votes cast at the Annual Meeting. Accordingly, directions to withhold authority, abstentions, and broker non-votes will have no effect on the outcome of the vote for the election of directors.

The affirmative vote of a majority of the votes cast on the proposal to ratify the appointment of the Company's independent registered public accounting firm will constitute the ratification of the appointment of ParenteBeard LLC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012. Abstentions and broker non-votes will have no effect on the result of the vote. Although stockholder ratification is not required, the Company considers such ratification to be a desirable corporate practice, and if the affirmative vote is less than a majority of the votes cast, the Board will consider the results of the vote on any future appointment.

### **2011 ANNUAL REPORT**

Shares of the Company's common stock are quoted on the OTC Markets under the symbol "PGNT." The Company's Annual Report for the fiscal year ended December 31, 2011 is available on the OTC Markets' website at [www.otcmarkets.com](http://www.otcmarkets.com).

**PROPOSAL #1: ELECTION OF DIRECTORS**

At the Annual Meeting, three nominees will stand for election as directors of the Company to hold office for a period of one year or until their successors have been elected and qualified.

If the enclosed proxy is duly executed and received in time for the Annual Meeting, the persons named therein will vote the shares represented thereby for the three persons nominated for election as directors unless authority is withheld.

If any nominee should refuse or be unable to serve, the proxy will be voted for such other person as shall be designated by the Board of Directors. Management has no knowledge that any of the nominees will refuse or be unable to serve.

Information concerning the nominees for election as directors is set forth below:

Name, Other Positions or Offices With The Company and Principal Occupation for Past Five Years	Director Since	Age
<b>Hesham M. Gad</b> .....	2010	34

Hesham M. Gad, Chairman of the Company’s Board of Directors, is the Managing Partner of the Gad Partners Funds, a value oriented investment partnership modeled after the 1950’s Buffett Partnership and based in Athens, GA. Mr. Gad has over 12 years of investment and business management experience. Mr. Gad is also the founder of Gad Properties, LLC, a private real estate investment company focusing on the student housing market. Prior to founding the Gad Partners Fund, he ran the Gad Investment Group from 2002 to 2005, a private investment group partnership. Mr. Gad is also the author of the internationally published book, “The Business of Value Investing: Six Steps to Buying Companies Like Warren Buffett.” Mr. Gad holds a BBA in Finance and MBA in Finance from the University of Georgia.

<b>Jack H. Jacobs</b> .....	2012	67
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Jack H. Jacobs has been a principal of The Fitzroy Group, Ltd., a firm that specializes in the development of residential real estate in London and invests both for its own account and in joint ventures with other institutions, for the past six years. He has held the McDermott Chair of Politics at West Point since 2005 and has served as an NBC military analyst since 2002. Mr. Jacobs was a co-founder and Chief Operating Officer of AutoFinance Group Inc., one of the firms to pioneer the securitization of debt instruments, from 1988 to 1989; the firm was subsequently sold to KeyBank. He was a Managing Director of Bankers Trust Corporation, a diversified financial institution and investment bank, where he ran foreign exchange options worldwide and was a partner in the institutional hedge fund business. He retired in 1996 to pursue investments.

Mr. Jacobs’ military career included two tours of duty in Vietnam where he was among the most highly decorated soldiers, earning three Bronze Stars, two Silver Stars and the Medal of Honor, the nation’s highest combat decoration. He retired from active military duty as a Colonel in 1987. Mr. Jacobs is also a director of Cybercore and PCubed. Mr. Jacobs received a Bachelor of Arts and a Master’s degree from Rutgers University.

Name, Other Positions or Offices With The Company and Principal Occupation for Past Five Years	Director Since	Age
<b>Samuel S. Weiser</b> .....	2012	52

Samuel S. Weiser is currently President and Chief Executive Officer of Premier Exhibitions, Inc. (Nasdaq: PRXI). Mr. Weiser served as a member and Chief Operating Officer of Sellers Capital LLC, an investment management firm, from 2007 to 2010 and remains a member in the firm. From 2005 to 2007, he was a Managing Director responsible for the Hedge Fund Consulting Group within Citigroup Inc.'s Global Prime Brokerage Division. From 2002 to April 2005, he was the President and Chief Executive Officer of Foxdale Management, LLC, a consulting firm founded by Mr. Weiser that provided operational consulting to hedge funds and litigation support services in hedge fund related securities disputes. Mr. Weiser also served as Chairman of the Managed Funds Association, a lobbying organization for the hedge fund industry, from 2001 to 2003. Mr. Weiser is a former partner in Ernst and Young. He received his B.A. in Economics from Colby College and a M.A. in Accounting from George Washington University.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE ELECTION OF THE THREE NOMINEES NAMED HEREIN AS DIRECTORS OF THE COMPANY.**

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**PROPOSAL #2: RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors has selected ParenteBeard LLC to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012. Neither the Company's Bylaws nor other governing documents or law require stockholder ratification of the selection of ParenteBeard LLC as the Company's independent registered public accounting firm. However, the Company is asking stockholders to ratify this appointment as a matter of good corporate practice. If ratification by the stockholders of the appointment of ParenteBeard LLC as the Company's independent registered public accounting firm is not obtained, the Board of Directors will consider the results of the vote on any future appointments. Even if the appointment is ratified, the Board of Directors, in its discretion, may appoint a different independent registered public accounting firm at any time during the year if the Board of Directors determines that such a change would be in the best interests of the Company and its stockholders.

One or more representatives of ParenteBeard LLC 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 also expected to be available to respond to appropriate questions from stockholders.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF PARENTEBEARD LLC AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.**

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PARAGON TECHNOLOGIES, INC.  
600 KUEBLER ROAD  
EASTON, PA 18040

Investor Address Line 1  
Investor Address Line 2  
Investor Address Line 3  
Investor Address Line 4  
Investor Address Line 5  
John Sample  
1234 ANYWHERE STREET  
ANY CITY, ON A1A 1A1

1 OF 2  
1 1



**VOTE BY INTERNET - www.proxyvote.com**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

**NAME**

THE COMPANY NAME INC. - COMMON  
THE COMPANY NAME INC. - CLASS A  
THE COMPANY NAME INC. - CLASS B  
THE COMPANY NAME INC. - CLASS C  
THE COMPANY NAME INC. - CLASS D  
THE COMPANY NAME INC. - CLASS E  
THE COMPANY NAME INC. - CLASS F  
THE COMPANY NAME INC. - CLASS K  
THE COMPANY NAME INC. - 401 K

CONTROL # → 000000000000

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PAGE 1 OF 2

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:



THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

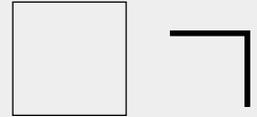
The Board of Directors recommends you vote FOR the following:

1. Election of Directors Nominees

For All Withhold All For All Except

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

01 Hesham M. Gad 02 Jack H. Jacobs 03 Samuel S. Weiser



The Board of Directors recommends you vote FOR the following proposal:

2. Proposal to ratify the appointment of ParenteBeard LLC as the Company's Independent Registered Public Accounting Firm.

For Against Abstain

**NOTE:** In their discretion, the Proxies are authorized to vote upon such other matters as may properly come before the meeting or at any adjournments or postponements thereof.

For address change/comments, mark here. (see reverse for instructions)

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Investor Address Line 1  
Investor Address Line 2  
Investor Address Line 3  
Investor Address Line 4  
Investor Address Line 5  
John Sample  
1234 ANYWHERE STREET  
ANY CITY, ON A1A 1A1

Signature [PLEASE SIGN WITHIN BOX] Date

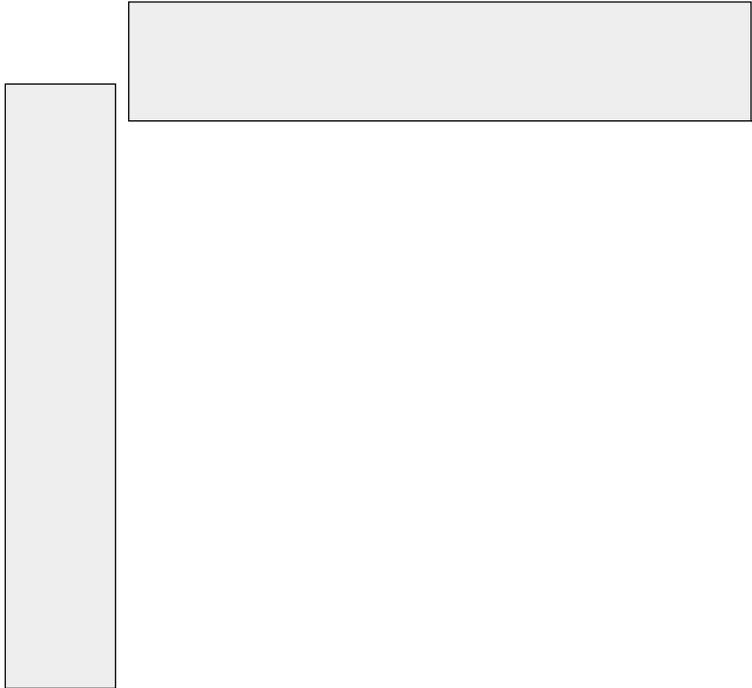
JOB #

Signature (Joint Owners) Date

SHARES  
CUSIP #  
SEQUENCE #

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:** The Notice & Proxy Statement and Proxy Card is/ are available at [www.proxyvote.com](http://www.proxyvote.com).

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**PARAGON TECHNOLOGIES, INC.**

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

The undersigned hereby appoints E. Larry Strayhorn and Jacob Cherian, or either of them acting in the absence of the other, as proxy holders, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side, all shares of common stock of Paragon Technologies, Inc. (the "Company"), held of record by the undersigned on October 16, 2012, at the Annual Meeting of Stockholders to be held on December 7, 2012, at 9:30 a.m., local time, or at any adjournments or postponements thereof.

This proxy when properly executed will be voted in the manner directed on the reverse side. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL DIRECTORS NAMED HEREIN AND FOR THE RATIFICATION OF THE APPOINTMENT OF PARENTEBEARD LLC AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. This proxy may be voted, in the discretion of the proxy holders, upon such other business as may properly come before the Annual Meeting of Stockholders or any adjournments or postponements thereof. The Board of Directors does not presently know of any other matters to be presented at the Annual Meeting of Stockholders.

Please vote, date and sign on the other side. No postage is required if this proxy is returned in the enclosed envelope and mailed in the United States.

**Address change / comments :**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(If you noted any Address Changes and/or Comments above, please mark corresponding box on the reverse side.)

**Continued and to be signed on reverse side**

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**DIRECTIONS**  
to  
**Thompson Hine LLP**  
**Two Alliance Center**  
**3560 Lenox Road, Suite 1600**  
**Atlanta, GA 30326**  
**404-541-2900 (Phone) • 404-541-2905 (Fax)**

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The Parking is located to the right of the building. After you have parked, take the parking garage elevator to P5, which is the lobby level. Turn left to go to elevator bank for floors 11 to 21. Thompson Hine is located on the 16th floor.

**From I-75 Southbound:**

Merge onto I-75 N. Keep left to take Exit #251 toward GA-400/Greenville. Merge onto GA-400 Toll N, via Exit 87, toward Buckhead/Cumming. Take the GA-141 Exit 2 toward Buckhead. Continue on the ramp toward Peachtree Road. Make the first right (before Peachtree Road) into the Alliance Center Complex. Go to the end of road and make a left into the Two Alliance parking garage.

**From I-85 Southbound:**

Exit #87 toward Buckhead/Cumming. Take the ramp and exit at Exit #2 toward Buckhead. Take the GA-141 ramp toward Peachtree Road. Merge onto Lenox Road. Make the first right (before Peachtree Road) into the Alliance Center Complex. Go to the end of road and make a left into the Two Alliance parking garage.

**From I-85 Northbound:**

Exit #88 at Lenox Road/Cheshire Bridge Road. Turn right onto Lenox Road NE. Take the first left onto Buford Highway NE. Stay straight to go onto Sidney Marcus Blvd NE. Merge onto GA-400 Toll N. Take the GA-141 Conn/Lenox Road, Exit #2 toward Buckhead. Take the ramp toward Peachtree Road and merge onto Lenox Road. Make the first right (before Peachtree Road) into the Alliance Center Complex. Go to the end of road and make a left into the Two Alliance parking garage.

**From GA 400S:**

Exit #2 towards Buckhead. Merge onto Lenox Road, stay in right lane toward Peachtree Road. Make the first right (before Peachtree Road) into the Alliance Center Complex. Go to the end of road and make a left into the Two Alliance parking garage.

**From GA 400N:**

Exit #2 towards Buckhead and make left at light onto Lenox Road. Stay in far right lane and make the first right (before Peachtree Road) into the Alliance Center Complex. Go to the end of road and make a far right lane into the Two Alliance parking garage.

**By MARTA**

Our Atlanta office is within walking distance to MARTA's Buckhead Station. The Red Line (North Springs) serves the Buckhead Station. Go up the first set of stairs to the upper level. Leave the Marta station and turn left and walk toward Stratford Road (you will pass Maggianos). Cross the street and make a left onto Stratford Road (you are only crossing to stay on the sidewalk). Walk around Paramount Condos to Alliance Park. Make a right into Alliance park and walk through the park until you get to the walkway to Two Alliance Center. It will be on your right.

