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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

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 under §240.14a-12

**OCEAN POWER TECHNOLOGIES, INC.**

(Name of Registrant as Specified in Its Charter)

**PARAGON TECHNOLOGIES, INC.**

**HESHAM M. GAD  
SHAWN M. HARPEN  
JACK H. JACOBS  
SAMUEL S. WEISER**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.  
 Fee paid previously with preliminary materials.  
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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On January 15, 2024, Paragon Technologies, Inc. issued a presentation relating to Ocean Power Technologies, Inc., a copy of which is set forth below:

Ocean Power Technologies, Inc.



## A Call To Action to Rescue Shareholders Aboard Ocean Power Technologies Sinking Ship

# Safe Harbor

## Important Information and Participants in the Solicitation

Paragon has filed a definitive proxy statement and associated [Blue universal proxy card](#) with the Securities and Exchange Commission ("SEC") to be used to solicit votes for the election of its slate of four highly-qualified director nominees at the Annual Meeting. Details regarding Paragon's nominees are included in the proxy statement.

**PARAGON STRONGLY ADVISES ALL STOCKHOLDERS OF OPTT TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY CONTAIN IMPORTANT INFORMATION.**

Information regarding the identity of participants in Paragon's solicitation, and their direct or indirect interests, by security holdings or otherwise, is set forth in the Paragon's proxy statement. Paragon Technologies, Inc. is the beneficial owner of 2,709,241 shares of common stock in the company, par value \$0.001 per share ("common stock").

Stockholders can obtain a copy of the proxy statement, and any amendments or supplements thereto and other documents filed by Paragon with the SEC for no charge at the SEC's website at [www.sec.gov](http://www.sec.gov). Investors can also contact Alliance Advisors at the telephone number or email address set forth below:

Alliance Advisors, LLC  
200 Broadacres Drive,  
3rd Floor Bloomfield,  
New Jersey  
(877) 728 5012



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- Who We Are
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## Who we are

**Paragon has a distinguished track record of delivering sustainable, significant shareholder value remaining 100% aligned with ALL shareholders. We will do the same at OPT.**

- Paragon Technologies is a diversified holding company with business activities in automation, distribution, and real estate. In 2010, Paragon's current Board was appointed and in June 2014, Sham Gad was named CEO. In 2015, Sham Gad was assumed the role of CEO of Paragon's automation subsidiary, Systems.
- Insiders own nearly 30% of Paragon, with an approximate 28% stake owned by Sham Gad, Chairman and CEO. Over 93% of his holdings were purchased in the open market.
- Since Mr. Gad's appointment as CEO of Paragon, Paragon Technologies has evolved from a single subsidiary automation business to a diversified holding company with three profitable subsidiaries.
- From 2015 to 2022, Paragon's revenues have grown from \$11.6 million to \$134 million and net profit from \$848,000 to \$4.7 million, respectively.<sup>1</sup>
- Since 2015 through year end 2023, Paragon shares have increased nine-fold, or over 800%.

<sup>1</sup> Financial Data from Paragon Technologies 2015 and 2022 Annual Report filed with the OTC.

<sup>2</sup> Share Price Data provided by Morgan Stanley/E-Trade and reflects Share Price of \$0.85 as of 1/1/2015 and \$9.00 on 1/8/2024.



## VOTE FOR CHANGE AT OCEAN POWER TECHNOLOGIES, INC.

Your vote is important, no matter how many shares of OPTT Stock you own. Paragon urges you to vote only on its **"Blue Proxy Card"** and *disregard* ALL White Proxy Cards you receive from OPT.

Vote "FOR" Paragon's Highly Qualified Director Nominees **Hesham ("Sham") M. Gad, Shawn M. Harpen, Jack H. Jacobs, and Samuel S. Weiser**

*Note*, if you have voted WITHOLD on OPT's white proxy, you need to vote the **BLUE** proxy card to vote against OPT's Board.

Once you voted "FOR" Paragon's Nominees and submitted your **BLUE PROXY CARD**, you are done. You do not need to vote again.

Paragon thanks you for your support!



## VOTE FOR CHANGE AT OCEAN POWER TECHNOLOGIES, INC.

Stockholders are permitted to vote for any combination (up to but no greater than four director nominees) on Paragon's BLUE universal proxy card.

Paragon recommends a vote "FOR" the election of Paragon's four highly qualified **Hesham ("Sham") M. Gad, Shawn M. Harpen, Jack H. Jacobs, Samuel S. Wei;**

Shareholders may, but are not required to, vote for two additional OPT nominees **Natalie Lorenz-Anderson and Diana G. Purcel.**

Paragon opposes votes for opposed OPT incumbent nominees **Terence J. Cryan, Clyde W. Hewlett, Peter E. Slaiby and Phillip Stratmann.**

By voting on Paragon's BLUE universal proxy card, you can send a message to OPT that you do not support their actions in relation to the Annual Meeting and attempt the recognition of Paragon's nominees. OPT has said that it will disregard proxy votes in favor of Paragon's director nominees. Whether OPT may lawfully disregard Paragon's director nominees is an issue that Paragon expects will be resolved by the Delaware courts. Stockholders should review the section of Paragon's proxy statement titled "Questions And Answers Relating To This Proxy Solicitation- Why is OPT saying it will disregard Paragon's director nominations, and how does that impact proxies that stockholders cast for Paragon?"



## Background

- Paragon Technologies, the largest shareholder of Ocean Power Technologies (OPT), owning approximately 4.8% of the outstanding shares of the Company.
- Early in 2023 Paragon expressed serious concerns about OPT's alarming financial and share price underperformance under the current Board and CEO. Since raising those concerns OPT's financial deterioration has gotten significantly worse.
- Under the leadership of the current Board and CEO, OPT's share price has declined from \$2.50 per share to \$0.32, a decline of nearly 90%.
- Paragon believes the Board and CEO have been misleading shareholders by making positive statements about the Company's future while the financial condition of the Company continues to deteriorate.
- OPT share price is very likely headed lower in 2024 unless a significant restructuring happens immediately and change is made at the Board of Directors.
- Paragon believes OPT could be worth +\$3 a share, or 10x return, with an improved operating cost structure, disciplined capital allocation, and a realigned focus on potential growth of Marine Advanced Robotics.





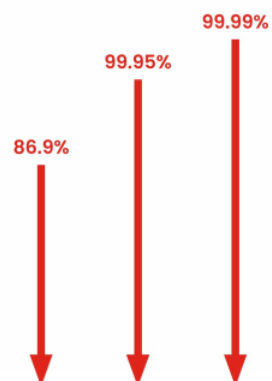
# OPTT's Abysmal Stock Price Performance – Huge Losses for ALL shareholders

- 99.99% decline since trading began
- 99.95% decline since current Chairman Cryan joined the board
- 86.9% decline since current CEO Stratmann joined the board
- Over this time the Russell 3000 index gained 265%



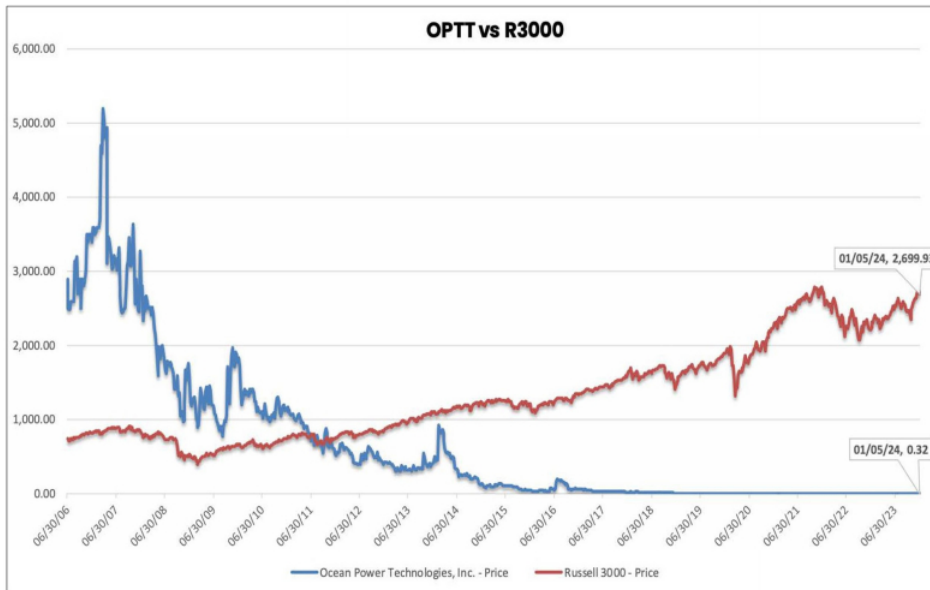
Date	Event	OPTT Closing Price
6/30/2006	OPTT begins publicly trading	\$2,900.00
10/1/2012	Terence J. Cryan becomes a director	\$586.00
6/2/2014	Terence J. Cryan appointed Chairman of the Board	\$470.00
12/23/2020	Clyde W. Hewlett, Peter Slaiby, and Diana Purcell become board members	\$3.19
6/18/2021	Philipp Stratmann named President and CEO	\$2.44
12/14/2021	Natalie Lorenz-Anderson becomes a board member	\$1.73
11/30/2023	The Delaware court issued its decision on the preliminary injunction on November 30, 2023.	\$0.29
12/4/2023	OPT filed its (revised) definitive proxy statement	\$0.39
12/15/2023	Paragon filed its definitive proxy statement	\$0.35
1/5/2024	Date of this writing	\$0.32

Source: FactSet, SEC filings



## OPTT's Abysmal Stock Price Performance – a lesson in failure!

Since OPTT began trading, OPTT has plummeted by **99.99%** from \$2,900 to just **32 cents per share!** During this period, the Russell 3000 index is up 265% from \$740 to \$2,700.



- OPTT has continued to trade at a d to its net asset value.
- This means the market ascribes “zero” “negative” value to OPT’s current stro and growth prospects!



## Why Change is Urgently Needed – Dreadful Performance

### **OPT's dismal track record speaks for itself.**

- OPT's stock price has declined from a split adjusted \$4,000 per share in 2007 and \$586 per share – since chair Terence J. Cryan joined the board in 2012 – to just \$0.39 per share on the Record Date and \$0.32 per share on 2024.

### **During its 40-year history, OPT has NEVER reported a profit and has accumulated losses over \$28**

- OPT has recorded losses over \$160 million since chairman Cryan joined the board.
- In fiscal year 2023, OPT had revenues of only \$2.7 million and losses of an “eye-popping” \$26.3 million!

### **Despite massive hemorrhaging of shareholder value, CEO Philipp Stratmann states OPT's “strate working” and is “pleased” with OPT's results.**

- CFO believes management is “managing costs tightly” while reporting that costs will not be cut during fiscal 2

### **The OPT board has funded its massive losses through successive dilutive equity issuances.**

- OPT has raised more than \$80 million through dilutive equity issuances between April 2022 and July 2023.
- And in August 2023, true to form, OPT announced yet another dilutive equity issuance of up to \$13.8 million thr ATM offering, at a time when its stock price continues to plummet.

### **Not to worry, the repeated dilution to stockholders is of little concern to the board, as OPT's direc less than 1.0% of OPT's outstanding shares, predominantly from self-issued equity grants.**

- OPT Board of continues to “Get Rich Off” the backs of stockholders



## Why Change is Urgently Needed - Management Has Consistently Destroyed Shareholder Value

Fiscal Year	2018	2019	2020	2021	2022	2023	A
Revenue	\$511,000	\$632,000	\$1,700,000	\$1,200,000	\$1,800,000	\$2,700,000	\$8
R&D	\$4,320,000	\$5,000,000	\$4,300,000	-	-	-	\$13
SG&A	\$6,988,000	\$7,600,000	\$6,900,000	\$12,500,000	\$21,500,000	\$28,300,000	\$83
<b>Net Loss</b>	<b>(\$10,157,000)</b>	<b>(\$12,200,000)</b>	<b>(\$10,300,000)</b>	<b>(\$14,760,000)</b>	<b>(\$18,900,000)</b>	<b>(\$26,300,000)</b>	<b>(\$9)</b>

- In the span of the last six years, OPTT has lost more than 10 times the amount of revenue it has generated.
- Over the past three years, OPTT has lost over \$60 million
- On the most recent Fiscal 2023 earnings call (July 12, 2023), CEO Stratman called the results “a good year.”

## Why Change is Urgently Needed - While the Board and NEO's Reward Themselves

Fiscal Year	2018	2019	2020	2021	2022	2023	Ad
Revenue	\$511,000	\$632,000	\$1,700,000	\$1,200,000	\$1,800,000	\$2,700,000	\$3
Total Board/Exec Comp	\$1,992,166	\$1,645,063	\$1,212,238	\$2,161,894	\$3,021,848	\$2,700,000	\$1
# of individuals	9	8	7	11	10	8	
% of Total Comp to Revenues	<b>390%</b>	<b>260%</b>	<b>71%</b>	<b>180%</b>	<b>168%</b>	<b>100%</b>	

- OPTT has been consistently paying a handful of directors and named executive officers more than the company has been generating in revenues!

## Why Change is Urgently Needed – Stop the Value Transfer from Shareholders to Insiders

### Insiders get more...

#### During the past three years

- CEO Stratmann awarded hundreds of thousands in cash and stock bonuses annually while OPT reported growing losses.
- Hundreds of thousands of shares of stock awarded to other executives and Board members.
- Board and Executive compensation exceeds annual revenues.
- OPT reports growing losses and expenses with minimal addition of revenues.

### ... while Shareholders Receive

#### Since 2021

- OPT issued tens of millions of new equity to cover losses, compensation and bonuses
- Total Board compensation increases by over 100%
- Stock price declines of nearly 90%.
- We believe that there is not a single OPT shareholder who purchased shares in the open market sitting on a positive return.

## Why Change is Urgently Needed - Stop the Value Transfer from Shareholders to Insiders

### CEO and board takes outrageous compensation as losses mount

- In the face of non-ending losses and systemic equity dilution, the board rewarded itself by increasing its compensation!
- The board paid itself and its executives in fiscal 2023 total compensation of nearly \$2.7 million equal to its revenues of \$2.7 million in that year!
- Board pays themselves excessively with no oversight.

### Executive Compensation in not aligned with performance

- Against the backdrop of a sharply declining stock price, incumbent board nearly tripled board and executive compensation from \$1.2 million in fiscal 2020 to more than \$3.0 million in fiscal 2022, with CEO Stratmann alone receiving nearly \$1.0 million in total compensation during fiscal 2022.
- The board has doubled its own compensation across five directors from \$397,000 to over \$837,000 between fiscal 2020 and fiscal 2022.

Fiscal Year Ended April 30,	2021	2022	2023
OPTT stock price	\$2.51	\$1.06	\$0.1
Revenue	\$1.20	\$1.80	\$2.7
<b>Board &amp; Executive Compensation</b>	<b>\$2.10</b>	<b>\$3.00</b>	<b>\$2.7</b>
millions of USD except stock price			
Fiscal Year Ended April 30,	2021	2022	2023
OPTT stock price	\$2.51	\$1.06	\$0.1
Revenue	\$1.20	\$1.80	\$2.7
Expenses	12.5	21.5	28
<b>Net Loss</b>	<b>\$11.30</b>	<b>\$19.70</b>	<b>\$25.1</b>
millions of USD except stock price			

## Why Change is Urgently Needed – Governance Failures

The board has sought to entrench itself and block its largest shareholder, Paragon, to nominate directors at every step of the way by

- Adopting both a poison pill and burdensome new advance notice bylaws

The last-minute advance bylaw changes were made under false pretenses

- Which led a Delaware court to conclude that Paragon *“demonstrated a credible basis to suspect wrongdoing.”*
- The Delaware court noted *“[t]he disconnect between the defendant’s financial picture and the defendant’s public statements,”* which *“raises credible suspicions about the defendant’s management and operations.”*

The court recognized the disconnect between OPT’s public statements and OPT’s actual performance

- *“the context and timing of the bylaw amendments and poison pill suggest that thwarting the plaintiff was the board’s primary basis or driving purpose for such actions.”*



## **Why Change is Urgently Needed – Disingenuous Shareholder Communications**

**OPT management team can't get its story straight**

- “We do not know whether we will be able to successfully commercialize our products and services or whether we can achieve profitability,”

**However, in the face of this proxy contest, management abruptly did a complete 180 disclosing in a short press release**

- “OPT expects...to reach profitability during calendar year 2025 using current capital resources.”

**Is this a board that can be trusted based on their long-standing failed track record?**

- The 6-member entrenched OPT Board has led to the destruction of over 87% of shareholder value over their tenure, driving the company to penny stock status!
- The board's track record clearly demonstrates it lacks the expertise to improve shareholder performance or create value for shareholders.

**Or**



**Is this a board in desperate need of change?**

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## Why Change is Urgently Needed – Disingenuous Shareholder Communications



### OPT's Misleading Statements...

- OPT's Board tells shareholders to protect their investment by voting for their Board.
- OPT's Board tells shareholders votes for Paragon will not be counted.
- OPT's Board claims to have taken decisive action to create shareholder value.
- CEO Philip Stratmann publicly tells shareholders his "strategy is working." CFO Robert Powers tells publicly tells shareholders they are "tightly managing costs."
- The Board claims it seeks to work constructively with Paragon.

### ... versus the Facts

- Under the current Board and CEO, OPT's price has declined in value by approximately 90%.
- The Delaware Courts will determine the count.
- Management and the Board refuse to significantly cut costs while they pay the more money.
- Under the leadership of the Board and CEO, OPT has reported deteriorating financial performance each quarter and year while expenses increase.
- Management and the Board continue to spend millions of dollars painting a false narrative about the business aiming to hold their Board in place.

Vote **ONLY** on the **BLUE Proxy Card** to Send a Clear Message!



## Why Change is Urgently Needed - OPT Lacks an Apparent Business Strategy

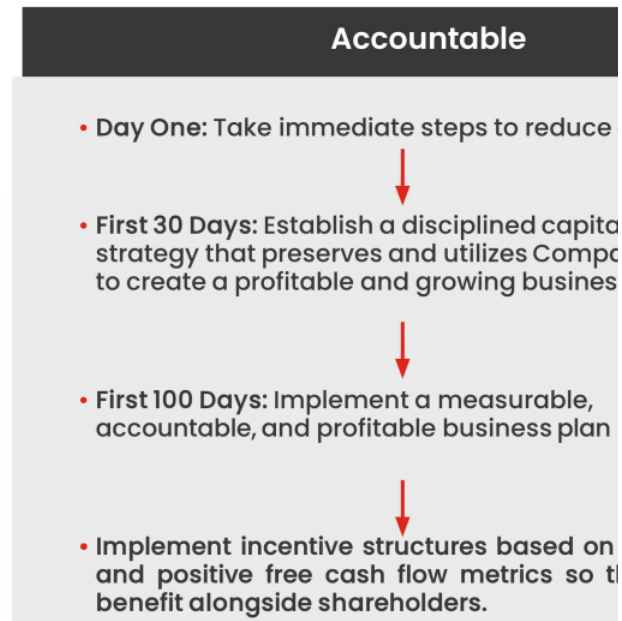
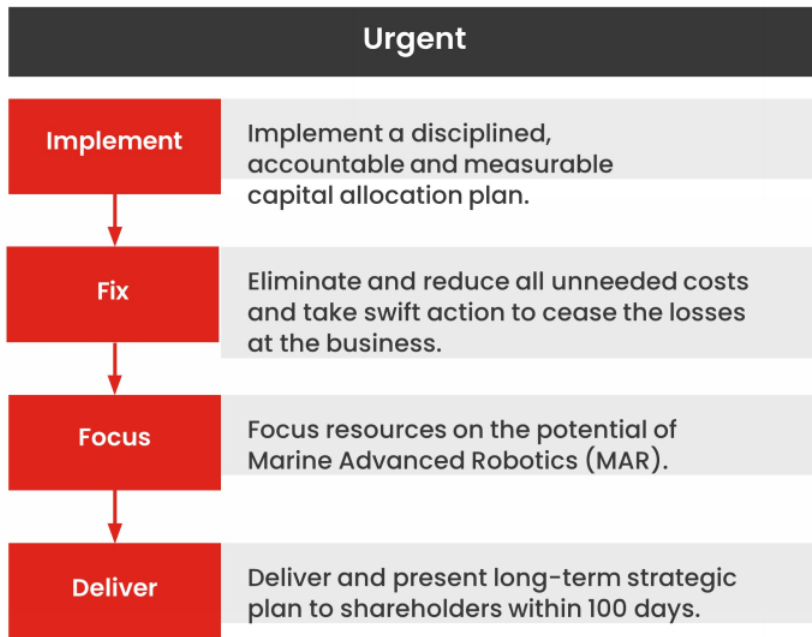
### The Problem...

- OPT has generated consecutive losses for nearly 30 years.
- Management continues to operate a business with upside down margins that is structurally unable to earn profit now or in the future.
- Management and the Board have built an unsustainable cost structure that does generate profitability under the most optimistic scenarios.
- The newly installed CEO and three directors, since 2020, have exponentially increased costs and losses while OPT continues to generate minimal revenues.

### ...the Evidence

- OPT's business has a cumulative deficit since operations of approximately \$300 million.
- Five out of six directors have joined in the last three years.
- Current CEO Phillip Stratman was appointed CEO in 2021. Prior to that he was the VP of Global Business Development at OPT.
- Over the past three fiscal years, OPT's financial deterioration has accelerated rapidly with \$60 million in aggregate losses and less than \$10 million in total revenues.
- Total Board and named executive officer compensation has exceeded OPT's revenues over the last three years.

# Paragon's Plan



# Paragon's Plan

**A bold transformation is needed to avoid a share price of zero**

- We believe the changes at the Board and our plan we outline will deliver a desperately needed catalyst to OPT leading to increased demand for the shares.
- The implementation of our strategic plan after the first 100 days will be a strong catalyst of the future growth of OPT.
- We will eliminate the undisciplined, self-serving issuance of valuable stock grants, executive bonuses, and implement incentive plans that align with all shareholders.
- We will deliver quality revenues and profits for the company for the first time in OPT's history.



## Paragon's Nominees are the Right Choice



Paragon is nominating four qualified individuals who are aligned with shareholder interests to OPT's board.

Paragon director candidates possess the skills, experience and focus necessary to turn OPT around and to create a company that works for the benefit of stockholders, not insiders.

- **Sham M. Gad** brings the needed experience in restructuring companies to turn unprofitable companies into profitable ones. Sham also has relevant expertise and experience in acquisitions, operational execution, public companies, and recent proven track record of generating significant shareholder value in his restructuring endeavors
- **Samuel S. Weiser** is an Audit/Accounting expert, and has provided executive leadership at public companies
- **Jack H. Jacobs** has a distinguished military background, successful business career, and brings a deep understanding of government contacts
- **Shawn M Harpen** brings her legal knowledge, government experience, and is a recognized corporate governance expert



## Paragon's Track Record Speaks for Itself

Our results show a complete alignment between management and shareholders

	2015	2022	% change
Revenue <sup>1</sup>	\$11.6 million	\$134 million	+831%
Net Income <sup>1</sup>	\$848,000	\$4.7 million	+454%
S. Equity <sup>1</sup>	\$3.6 million		+400%
Shares Out. <sup>1</sup>	1,684,745	1,716,745	+1.9%
Share Price <sup>2</sup>	\$0.85	\$9.00 <sup>2</sup>	+800%

- We have delivered results for our business a for our shareholders over the years.
- We are extraordinarily confident in our belie can do the same for Ocean Power because the right candidates at the right time.

<sup>1</sup> Paragon Technologies 2015 and 2022 Annual Report filed with the OTC.

<sup>2</sup> Share Price Data provided by Morgan Stanley/E-Trade and reflects Share Price of \$0.85 as of 1/1/2015 and \$9.00 on 1/8/2024.



## Conclusion – A Call to Action

### Top Five Reasons to Vote the **Blue Card for Paragon Nominees**

1. Long history of losses and the incumbent destruction of shareholder value.
2. Ineffective strategic vision.
3. Continued excessive compensation completely out-of-touch with performance.
4. Long and continued history of inadequate governance policy and practices.
5. Reckless misappropriation of company funds to falsely delegitimize Paragon's nominees, thwart this proxy contest and disenfranchise shareholders solely to remain entrenched to enrich themselves.

### **Urgent change is needed at OPT!**

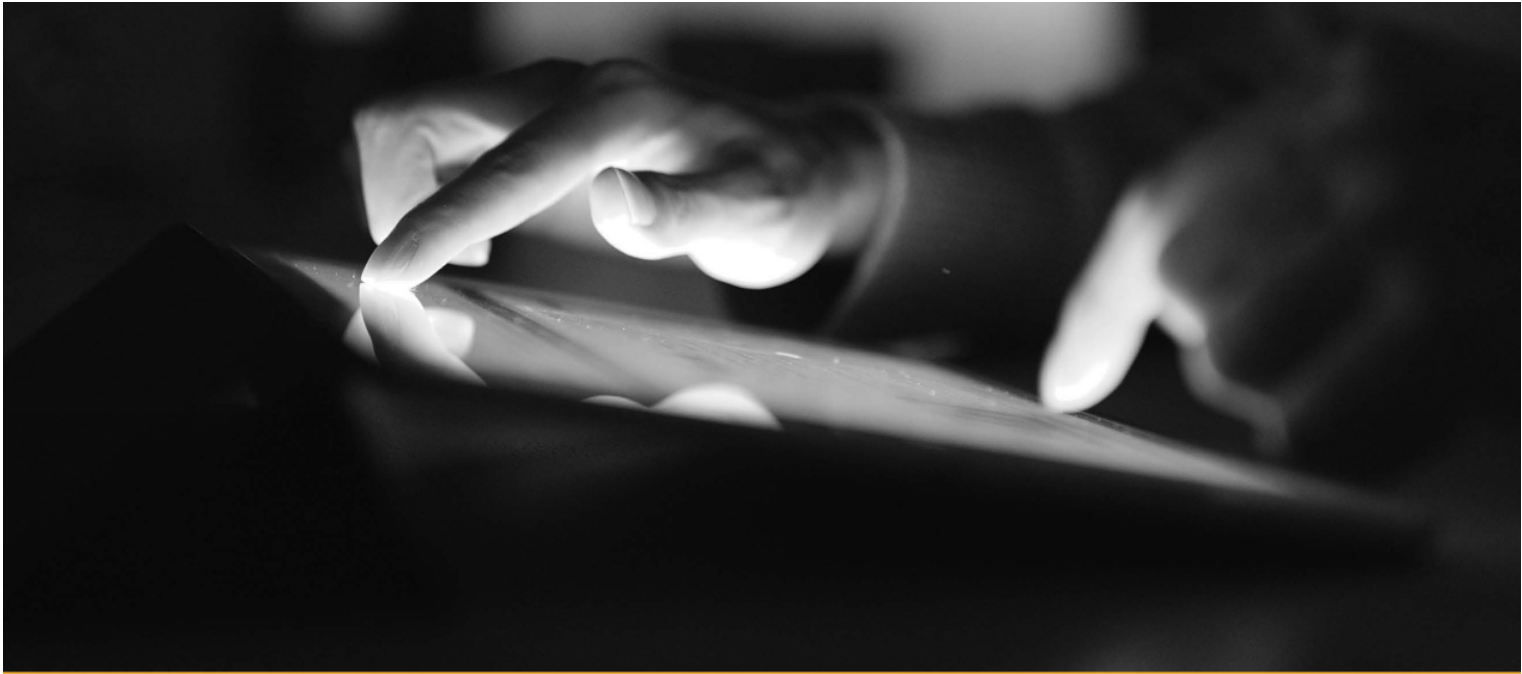
It is of utmost importance to **vote FOR on the Blue Card** for Paragon's four qualified, motivated, and experienced directors **Gad, Harper, Jacobs, and Weiser** to the board of Ocean Power Technologies Inc.

**We are confident that we can increase the value of OPT and its stock price.**

Thank You







[Allianceadvisors.com](http://Allianceadvisors.com)

