



**CCOM GROUP, INC.  
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

Notice is hereby given that the Annual Meeting of Shareholders of CCOM Group, Inc. (the "Company") will be held at 521 Fifth Avenue, 10<sup>th</sup> Floor, New York, New York, 10175 at 11:00 a.m. on June 17, 2014 for the following purposes as set forth in the accompanying Proxy Statement:

1. To elect eight directors to serve for the term set forth in the accompanying proxy statement;
2. To ratify the selection and appointment by the Company's Board of Directors of EisnerAmper LLP, independent auditors, as auditors for the Company for the year ending December 31, 2014; and
3. To transact such other business as may properly come before the meeting or any adjournments thereof.

Holders of record of the Company's Common Stock and the Company's Convertible Preferred Stock at the close of business on April 30, 2014 will be entitled to vote at the meeting.

By Order of the Board of Directors

William Salek  
*Secretary*

Dated: May 8, 2014



**CCOM GROUP, INC.  
275 Wagaraw Road  
Hawthorne, NJ 07422**

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**ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JUNE 17, 2014**

**PROXY STATEMENT**

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of proxies to be voted at the Annual Meeting of Shareholders of CCOM Group, Inc. (the “Company”) to be held at 521 Fifth Avenue, 10<sup>th</sup> Floor, New York, New York 10175 at 11:00 a.m. on June 17, 2014, and at any adjournments thereof.

The Company is providing access to its proxy materials over the Internet. Accordingly, on or about May 8, 2014, the Company is mailing to each holder of record of Common Stock and Convertible Preferred Stock as of April 30, 2014 (the “Record Date”) a Notice of Internet Availability of Proxy Materials, which contains instructions on how to access the Company’s proxy materials over the Internet and how to vote online. The Record Date was fixed by the Board of Directors for the determination of the shareholders entitled to notice of, and to vote at, the Meeting.

If you received a Notice of Internet Availability of Proxy Materials, you will not receive a printed copy of the proxy materials by mail unless you request one. If you wish to receive a printed copy of the Company’s proxy materials for the 2014 Annual Meeting, please follow the instructions for requesting those materials set forth in the Notice of Internet Availability of Proxy Materials.

**Record Date**

Shareholders of record at the close of business on the Record Date are entitled to notice of and to vote at the Annual Meeting or any adjournments thereof. As of the Record Date there were issued and outstanding 9,154,953 shares of Common Stock and 284,612 shares of Convertible Preferred Stock. Holders of Common Stock and Convertible Preferred Stock are each entitled to one vote per share on all matters and vote as one class.

**Quorum**

The presence at the meeting, in person or represented by proxy, of a majority of the outstanding shares entitled to vote at the meeting will constitute a quorum for the transaction of business. If a share is deemed present at the meeting for any matter, it will be deemed present for all matters. Proxies submitted which contain abstentions or broker non-votes will be deemed present at the meeting in determining the presence of a quorum.

**Right to Revoke Proxies**

Any person giving a proxy has the power to revoke it by written notice received by the Secretary of the Company at the address set forth above at any time prior to its exercise and, if present at the meeting, may withdraw it and vote in person.

## **PROPOSAL 1**

### **ELECTION OF DIRECTORS**

It is the intention of the persons named in the enclosed form of proxy, unless such proxy specifies otherwise, to nominate and to vote the shares represented by such proxy for the election of the nominees listed below to hold office until the next Annual Meeting of Shareholders and until their respective successors shall have been duly elected and qualified. The Company has no reason to believe that any of the nominees will become unavailable to serve as directors for any reason before the Annual Meeting. However, in the event that any of them shall become unavailable, the person designated as proxy reserves the right to substitute another person of his choice when voting at the Annual Meeting. Certain information regarding each nominee is set forth in the table and text below.

The directors serve for a term of one year and until their successors are duly elected and qualified. There are no family relationships among directors or nominees, except for Melissa Goldman-Williams, who is the daughter of Michael Goldman. There are no arrangements or understandings between any director or nominee and any other person pursuant to which any director or nominee was selected as such.

All of the nominees are currently serving as directors. The name of each nominee for election as director and his or her present position(s) with the Company and other principal affiliations are set forth below.

<b><u>NAME</u></b>	<b><u>POSITION HELD WITH THE COMPANY</u></b>
Dr. E Bruce Fredrikson	Director, Chairman of Audit Committee
Peter Gasiewicz	Director, Chief Executive Officer
Melissa Goldman-Williams	Director, Executive Vice President
Michael Goldman	Director, Chairman of the Board
Frank Harrell	Director
Stuart H. Lubow	Director, Chairman of Nominating Committee
Ronald H. Miller	Director
William Pagano	Director

#### **Dr. E. Bruce Fredrikson**

Dr. E. Bruce Fredrikson has been a Director of the Company since January 28, 2005. Dr. Fredrikson is currently an independent consultant in corporate finance and governance. He is Professor of Finance, Emeritus, at Syracuse University's Martin J. Whitman School of Management where he taught from 1966 until his retirement in May 2003. From June 1994 until July 2011, Dr. Fredrikson served as a director and Chairman of the Audit Committee of Track Data Corporation, a financial services company, and from March 2007 until July 2011, also served as its non-executive Chairman of the Board. From February 2003 until July 2009, Dr.

Fredrikson served as a director and Chairman of the Audit Committee of Consumer Portfolio Services, Inc., a consumer finance company. Dr. Fredrikson holds an A.B. in economics from Princeton University and a M.B.A. in accounting and a Ph.D. in finance from Columbia University.

#### Peter Gasiewicz

Peter Gasiewicz was appointed Chief Executive Officer of the Company on July 1, 2013. Prior to this appointment, Mr. Gasiewicz served as President and Chief Operating Officer from November 29, 2011. Mr. Gasiewicz also served as Vice President of Sales from January 21, 2008 until November 29, 2011. Mr. Gasiewicz has been a Director of the Company since February 24, 2011. Mr. Gasiewicz has extensive knowledge and experience in HVAC and the distribution business. From January 2006 to January 2008 Mr. Gasiewicz was President of Fedders North America and Senior Vice President of Fedders Corporation. Prior to that, he was Vice President and General Manager of International Comfort Products/Carrier Corporation (ICP), a division of United Technologies Corporation. Mr. Gasiewicz has also served as President of two wholly-owned ICP distributors operating approximately 31 locations and has held various other positions in the HVAC industry. He holds a Bachelor of Arts Degree in Economics from New Jersey's Ramapo College and has obtained a variety of technical certifications. He also has continuing education background at Darden School of Business, University of Virginia. Mr. Gasiewicz is also a Vietnam-era veteran who served with the United States Marine Corps.

#### Melissa Goldman-Williams

Melissa Goldman-Williams was appointed Executive Vice President of the Company on July 1, 2013. Mrs. Goldman-Williams previously served as the Company's Vice President of Operations. Mrs. Goldman-Williams has been a Director of the Company since October 2004. She has been a member of the Board of Directors of Goldman Associates of New York, Inc. ("Goldman Associates") since January 1996, and during the periods from January 2004 to January 2007 and from January 2010 to January 2011 she also served as the Chief Operating Officer of Goldman Associates. From January 2007 to January 2010, she was the Chief Operating Officer of Westye East, an appliance distributor. She also served as Chief Operating Officer of the HVAC distribution division of Goldman Associates from 1996 to 2001, at which time the division was acquired by the Company. She holds a B.A. from Lehigh University and a Masters Degree in Environmental Management from Duke University. She is the daughter of Michael Goldman, the Chairman of the Company.

#### Michael Goldman

Michael Goldman served as Chief Executive Officer of the Company from February 15, 2013 to July 1, 2013. Mr. Goldman has been a Director of the Company since September 29, 2004 and was appointed Chairman of the Board on April 17, 2006. Since 1987 Mr. Goldman was the Chief Executive Officer and Chairman of the Board of Directors of Goldman Associates of New York, Inc. ("Goldman Associates"), an appliance distributor for the Northeast, until January 1, 2007. The assets of Goldman Associates were acquired by Westye East, on January 1, 2007 and it is now an investment company located in Florida. Mr. Goldman continues to serve as the Chief Executive Officer and Chairman of the Board of Directors of Goldman Associates. Mr.

Goldman is a Certified Public Accountant and holds a B.S. in Accounting from Brooklyn College and an M.B.A. in Management from Syracuse University.

Frank Harrell

Frank Harrell was appointed as a Director on August 10, 2012. Mr. Harrell has extensive management experience. Mr. Harrell has advised Optimize Rx, Sample MD, Carrier Corporation/United Technologies, Watsco, Inc. and others on revenue planning, merger and acquisition strategies, and many other business issues. Mr. Harrell has been advising the founder and Chairman of Optimize Rx and Sample MD since 2007. His extensive HVAC experience includes positions as Senior Vice President/Consultant from 2000 to 2002, Senior Vice President of Worldwide Sales from 1994 to 1999 and Vice President of Sales, ACO Division, from 1991 to 1994 for International Comfort Products/United Technologies/Carrier. He was Vice President of Sales and Marketing from 1987 to 1991 and Vice President of Sales-North America from 1984 to 1987 for Snyder General Corporation. He also served as Chairman of the Board of Coastline Distribution and General Heating Distributors, both HVAC distributors. Mr. Harrell received a Liberal Arts Degree from Oakland College where he graduated Magna cum Laude in 1982. He has also served in the United States Air Force.

Stuart H. Lubow

Stuart H. Lubow has been a Director of the Company since May 11, 2006. Mr. Lubow is a founder, Chairman, President and Chief Executive Officer of Community National Bank. Mr. Lubow was founder, President and Chief Executive Officer of Community State Bank from 1997 to 2003 and was the Executive Vice President and Chief Operating Officer of Garden State Bank until 1996. Mr. Lubow has been a banking executive for over 30 years. He is a past Chairman of the Community Bankers Association of New Jersey, as well as the former Chairman of the Teaneck Development Corporation. Mr. Lubow holds a B.A. in Accounting from Moravian College and has served as an instructor at the New York University School of Continuing Education.

Ronald H. Miller

Ronald H. Miller has been a Director of the Company since 1983. Mr. Miller holds a B.S. in Education from Ohio State University and a J.D. from Ohio State University. Mr. Miller was engaged in the practice of law since 1969 until his retirement in 2007. Mr. Miller was an acting Judge of Auglaize County Municipal Court in the State of Ohio from 1994 until his retirement in July 2013.

William Pagano

William Pagano has been a Director of the Company since February 2002. He was employed in various capacities with the Company since October 2005, and as Chief Executive Officer of the Company from April 2006 until his retirement on February 15, 2013. Mr. Pagano holds a B.S. in Industrial Management, and an M.B.A., both from Fairleigh Dickinson University. Mr. Pagano also holds a J.D. from Seton Hall University.

## **PROPOSAL 2**

### **RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS**

Subject to approval by the shareholders, the Board of Directors has appointed EisnerAmper LLP as the independent auditors to audit the financial statements of the Company for the fiscal year ending December 31, 2014. EisnerAmper LLC has served as the Company's auditors since 2007.

In the event that the shareholders fail to ratify this appointment, other independent auditors will be considered upon recommendation of the Audit Committee. Even if this appointment is ratified, our Board of Directors, in its discretion, may direct the appointment of a new independent accounting firm at any time during the year, if the Board believes that such a change would be in the best interest of the Company and its shareholders.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR RATIFICATION  
OF THE APPOINTMENT OF EISNERAMPER LLC AS INDEPENDENT AUDITORS**

**Vote Required**

*Election of Directors.* Directors will be elected at the meeting by a plurality of the votes cast by holders of Common Stock and Convertible Preferred Stock.

*Ratification of the Appointment of Independent Auditors.* The appointment of EisnerAmper LLC as independent auditors requires the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter.

**Other Matters**

If any other matters not described herein should properly come before the meeting for shareholder action, it is the intention of the persons named in the accompanying proxy to vote, or otherwise act, in respect thereof in accordance with the board of directors' recommendations.

PLEASE DATE, SIGN AND RETURN THE PROXY CARD AT YOUR EARLIEST CONVENIENCE IN THE ENCLOSED RETURN ENVELOPE. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES. A PROMPT RETURN OF YOUR PROXY CARD WILL BE APPRECIATED AS IT WILL SAVE THE EXPENSE OF FURTHER MAILINGS.

Dated: May 8, 2014

By Order of the Board of Directors

William Salek  
*Secretary*