

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

PeerStream, Inc.

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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 Rule 14a-12

PEERSTREAM, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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- (3) Filing Party: _____
- (4) Date Filed: _____
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122 East 42nd Street
New York, New York 10168
(212) 594-5050

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of PeerStream, Inc. (f/k/a Snap Interactive, Inc.) to be held on May 24, 2018 at the offices of Haynes and Boone, LLP located at 30 Rockefeller Plaza, 26th Floor, New York, New York 10112 at 9:00 a.m., Eastern Time.

Enclosed are the notice of meeting of stockholders and proxy statement, which describe the business that will be acted upon at the meeting, as well as our 2017 Annual Report, which includes our financial statements.

Your vote is very important, regardless of the number of shares of common stock you own. To vote your shares of common stock, you may use the enclosed proxy card or attend the meeting and vote in person. If your shares are held in the name of a broker, trust, bank or other nominee, and you receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by such broker or other intermediary or contact your broker directly in order to obtain a proxy issued to you by your nominee holder to attend the meeting and vote in person. Failure to do so may result in your stock not being eligible to be voted by proxy at the meeting. On behalf of the Board of Directors, I urge you to complete, sign, date and return the enclosed proxy card as soon as possible, even if you currently plan to attend the meeting in person.

Thank you for your support of our company. I look forward to seeing you at the Annual Meeting.

Sincerely,

/s/ Alexander Harrington

Alexander Harrington

Chief Executive Officer and Director

PEERSTREAM, INC.
122 East 42nd Street
New York, New York 10168
(212) 594-5050

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held May 24, 2018**

NOTICE IS HEREBY GIVEN that the 2018 Annual Meeting of Stockholders (the "Annual Meeting") of PeerStream, Inc., a Delaware corporation (f/k/a Snap Interactive, Inc.) (the "Company"), will be held on Thursday, May 24, 2018 at 9:00 a.m., Eastern Time, at the offices of Haynes and Boone, LLP located at 30 Rockefeller Plaza, 26th Floor, New York, New York 10112 for the following purposes:

- (1) to elect seven directors to serve until the 2019 Annual Meeting of Stockholders or until their successors are elected and qualified;
- (2) to ratify the appointment of Marcum LLP as our independent registered public accounting firm; and
- (3) to transact any other business that may properly come before the Annual Meeting or any adjournment or postponement thereof.

Stockholders are referred to the proxy statement accompanying this notice for more detailed information with respect to the matters to be considered at the Annual Meeting. After careful consideration, our Board of Directors has determined that each proposal listed above is in the best interests of the Company and its stockholders and has approved each proposal. **Our Board of Directors recommends that at the Annual Meeting you vote "FOR" proposals 1 and 2.**

The Board of Directors has fixed 5:00 p.m., Eastern Time, on April 9, 2018 as the record date (the "Record Date"). Only holders of shares of common stock of record on the Record Date are entitled to receive notice of the Annual Meeting and to vote at the Annual Meeting or at any postponement(s) or adjournment(s) of the Annual Meeting. A complete list of registered stockholders entitled to vote at the Annual Meeting will be available for inspection at the headquarters of the Company during regular business hours for the ten calendar days prior to the Annual Meeting. The list will also be available during the Annual Meeting for inspection by stockholders.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE STOCKHOLDER MEETING TO BE HELD ON MAY 24, 2018:**

Our Proxy Statement and 2017 Annual Report are available at:

<https://www.peerstream.com/sec-filings/>

YOUR VOTE AND PARTICIPATION IN THE COMPANY'S AFFAIRS ARE IMPORTANT.

If your stock is registered in your name, even if you plan to attend the Annual Meeting or any postponement or adjournment of the Annual Meeting in person, we request that you complete, date, sign and mail the enclosed form of proxy in accordance with the instructions set out in the form of proxy and in the proxy statement to ensure that your stock will be represented at the Annual Meeting.

If your stock is held in the name of a broker, trust, bank or other nominee, and you receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by such broker or other intermediary or contact your broker directly in order to obtain a proxy issued to you by your nominee holder to attend the Annual Meeting and vote in person. Failure to do so may result in your stock not being eligible to be voted by proxy at the Annual Meeting.

By Order of the Board of Directors

/s/ Alexander Harrington

Alexander Harrington

Chief Executive Officer and Director

New York, New York
April 13, 2018

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122 East 42nd Street
New York, New York 10168
(212) 594-5050

**PROXY STATEMENT
FOR
ANNUAL MEETING OF STOCKHOLDERS**

To Be Held May 24, 2018

The accompanying proxy is solicited by the Board of Directors on behalf of PeerStream, Inc., a Delaware corporation (f/k/a Snap Interactive, Inc.), to be voted at the Annual Meeting of Stockholders of the Company (the "Annual Meeting") to be held on May 24, 2018, at the time and place and for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders (the "Notice") and at any adjournment(s) or postponement(s) of the Annual Meeting. This Proxy Statement and accompanying form of proxy are dated April 13, 2018 and are expected to be first sent or given to stockholders on or about April 24, 2018.

The executive offices of the Company are located at, and the mailing address of the Company is, 122 East 42nd Street, New York, New York 10168.

Recent Corporate Developments

Name Change

Effective March 12, 2018, we changed our name from "Snap Interactive, Inc." to "PeerStream, Inc." In connection with the name change, we also changed our trading symbol on the OTCQB Marketplace from "STVI" to "PEER." The new brand is intended to honor the Company's legacy of empowering consumers to meet new people and connect with peers via social video applications. Unless the context otherwise indicates, references to "PeerStream," "Peer," "Snap," "we," "our," "us" and the "Company" refer to PeerStream, Inc. and its subsidiaries on a consolidated basis.

Reverse Stock Split

On January 5, 2017, we effected a 1-for-35 reverse stock split of our issued and outstanding common stock (the "Reverse Stock Split"). As a result of the Reverse Stock Split, each issued and outstanding share of our common stock, and the per share exercise price of and number of shares of our common stock underlying our outstanding stock options, was automatically proportionally adjusted based on the 1-for-35 Reverse Stock Split ratio. Except as otherwise provided herein, all share and per-share amounts of our common stock and stock options have been adjusted to give effect to the Reverse Stock Split for all periods presented. The Reverse Stock Split did not alter the par value of our common stock, which remains at \$0.001 per share, modify any voting rights or other terms of our common stock, or impact the amount of preferred stock we are authorized to issue.

AVM Merger

On October 7, 2016, we completed a merger with A.V.M. Software, Inc. (d/b/a Paltalk) ("AVM"), pursuant to which SAVM Acquisition Corporation, our wholly owned subsidiary, merged with and into AVM, with AVM surviving as our wholly owned subsidiary (the "AVM Merger"). As a result of the AVM Merger, the former shareholders of AVM received shares of our common stock representing approximately 77.9% of the outstanding shares of common stock of the post-AVM Merger combined company, and our former shareholders retained approximately 22.1% of the outstanding shares of common stock of the post-AVM Merger combined company, in each case including unvested shares of restricted stock in the total number of shares of common stock outstanding.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE STOCKHOLDER MEETING TO BE HELD ON MAY 24, 2018:**

Our Proxy Statement and 2017 Annual Report are available at:

<https://www.peerstream.com/sec-filings/>

ABOUT THE ANNUAL MEETING

What is a proxy?

A proxy is another person that you legally designate to vote your stock. If you designate someone as your proxy in a written document, that document is also called a "proxy" or a "proxy card." If you are a "street name" holder, you must obtain a proxy from your broker or nominee in order to vote your stock in person at the Annual Meeting.

What is a proxy statement?

A proxy statement is a document that regulations of the Securities and Exchange Commission (the "SEC") require that we give to you when we ask you to sign a proxy card to vote your stock at the Annual Meeting.

What is the purpose of the Annual Meeting?

At our Annual Meeting, stockholders will act upon the matters outlined in the Notice, including the following:

- (1) to elect seven directors to serve until the 2019 Annual Meeting of Stockholders or until their successors are elected and qualified;
- (2) to ratify the appointment of Marcum LLP as our independent registered public accounting firm; and
- (3) to transact any other business that may properly come before the Annual Meeting or any adjournment or postponement thereof.

Also, management will be available to respond to questions from stockholders.

What is "householding" and how does it affect me?

With respect to eligible stockholders who share a single address, SEC rules allow us to send only one Proxy Statement to that address, unless we received instructions to the contrary from any stockholder at that address. This practice, known as "householding," is designed to reduce our printing and postage costs. However, if a stockholder of record residing at such address wishes to receive a separate proxy statement in the future, he or she may contact us at PeerStream, Inc., 122 East 42nd Street, New York, New York 10168, Attn: Investor Relations or by calling (212) 594-5050 and asking for Investor Relations. Eligible stockholders of record receiving multiple copies of our Proxy Statement can request householding by contacting us in the same manner. Stockholders who own shares through a bank, broker or other nominee can request householding by contacting the nominee.

We hereby undertake to deliver promptly, upon written or oral request, a copy of the Proxy Statement to a stockholder at a shared address to which a single copy of the document was delivered. Requests should be directed to Investor Relations at the address or phone number set forth above.

SEC rules permit companies to send you a notice that proxy information is available on the Internet, instead of mailing you a complete set of materials. In the future, the Company may choose to distribute proxy information in this manner.

What should I do if I receive more than one set of voting materials?

You may receive more than one set of voting materials, including multiple copies of this Proxy Statement and multiple proxy cards or voting instruction cards. For example, if you hold your common stock in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold stock. Similarly, if you are a stockholder of record and hold stock in a brokerage account, you will receive a proxy card for stock held in your name and a voting instruction card for stock held in "street name." See "What is the difference between a stockholder of record and a 'street name' holder?" Please complete, sign, date and return each proxy card and voting instruction card that you receive to ensure that all your stock is voted.

What is the record date and what does it mean?

The record date determines the stockholders that are entitled to notice of, and to vote at, the Annual Meeting. The record date for the Annual Meeting is 5:00 p.m., Eastern Time, on April 9, 2018 (the "Record Date"). The Record Date

was established by the Board of Directors as required by Delaware law. As of the Record Date, 6,882,316 shares of our common stock were issued and outstanding, including 158,571 shares of unvested restricted stock.

Who is entitled to vote at the Annual Meeting?

Only the holders of common stock at 5:00 p.m., Eastern Time, on the Record Date may vote at the Annual Meeting.

What are the voting rights of the stockholders?

Each holder of common stock is entitled to one vote per share of common stock on all matters to be acted upon at the Annual Meeting. Neither the Company's Certificate of Incorporation, as amended, nor its Amended and Restated By-Laws, as amended (the "By-Laws"), allow for cumulative voting rights.

The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares of common stock entitled to vote at the Annual Meeting is necessary to constitute a quorum to transact business. If a quorum is not present or represented at the Annual Meeting, the stockholders present in person or by proxy and entitled to vote at the Annual Meeting may adjourn the Annual Meeting from time to time until a quorum is present or represented, but no business may be transacted at any adjourned meeting except which could have been lawfully transacted had the meeting not been adjourned.

What is the difference between a stockholder of record and a "street name" holder?

If your stock is registered directly in your name with Corporate Stock Transfer, Inc., the Company's transfer agent, you are considered the stockholder of record with respect to that stock. The Proxy Statement and proxy card have been sent directly to you by the Company's transfer agent.

If your stock is held in a stock brokerage account or by a bank or other nominee, the nominee is considered the record holder of that stock. You are considered the beneficial owner of that stock, and your stock is held in "street name." The Proxy Statement has been forwarded to you by your nominee. As the beneficial owner, you have the right to direct your nominee concerning how to vote your stock by using the voting instructions it included in the mailing or by following its instructions for voting.

What is a broker non-vote?

A broker non-vote occurs when a broker holding stock for a beneficial owner does not vote on a particular proposal because the broker does not have discretionary voting power with respect to that item and has not received voting instructions from the beneficial owner. In the absence of specific instructions from you, your broker does not have discretionary authority to vote your stock with respect to the election of directors to our Board of Directors (Proposal 1). Your broker does have discretionary authority to vote your stock for the proposal to ratify the appointment of Marcum LLP as our independent registered public accounting firm (Proposal 2).

How do I vote my stock?

If you are a record holder, you may vote your common stock at the Annual Meeting in person or by proxy. To vote in person, you must attend the Annual Meeting and obtain and submit a ballot. The ballot will be provided at the Annual Meeting. To vote by proxy, you must mark, sign, date and promptly return the proxy card in the enclosed postage-paid envelope.

The proxy card is fairly simple to complete, with specific instructions on the card. By completing and submitting it, you will direct the designated persons (known as "proxies") to vote your stock at the Annual Meeting in accordance with your instructions. The Board of Directors has appointed Alexander Harrington, Judy Krandel, Jason Katz and Wilmary Soto-Guignet to serve as the proxies for the Annual Meeting.

Your proxy card will be valid only if you sign, date and return it before the Annual Meeting. If you complete the entire proxy card except for one or more of the voting instructions, then the designated proxies will vote your stock as follows for each proposal for which you provide no voting instructions: **"FOR"** the election of the Director Nominees (as defined herein) and **"FOR"** the ratification of the appointment of Marcum LLP as our independent registered public accounting firm. We do not anticipate that any other matters will come before the Annual Meeting, but if any

other matters properly come before the meeting, then the designated proxies will vote your stock in accordance with applicable law and their judgment.

If you hold some or all of your stock in “street name,” your bank, broker or other nominee should provide to you a request for voting instructions for the stock together with the Company’s proxy solicitation materials. By completing the voting instruction card, you may direct your nominee how to vote the stock. If you complete the voting instruction card except one or more of the voting instructions, then your broker may be unable to vote your stock with respect to the proposal as to which you provide no voting instructions. See “What is a broker non-vote?” Alternatively, if you want to vote your stock in person at the Annual Meeting, you must contact your nominee directly in order to obtain a proxy issued to you by your nominee holder. Note that a broker letter that identifies you as a stockholder is not the same as a nominee-issued proxy. **If you fail to bring a nominee-issued proxy to the Annual Meeting, you will not be able to vote your nominee-held stock in person at the Annual Meeting.**

Who counts the votes?

All votes will be tabulated by Corporate Stock Transfer, Inc., the inspector of election appointed for the Annual Meeting, or its substitute. Votes for each proposal will be tabulated separately.

Can I vote my stock in person at the Annual Meeting?

Yes. If you are a stockholder of record, you may vote your stock at the meeting by completing a ballot at the Annual Meeting.

If you hold your stock in “street name,” you may vote your stock in person only if you obtain a proxy issued by your bank, broker or other nominee giving you the right to vote the stock.

Even if you currently plan to attend the Annual Meeting, we recommend that you also return your proxy card or voting instructions as described above so that your votes will be counted if you later decide not to attend the Annual Meeting or are unable to attend.

What are my choices when voting?

In the election of directors, you may vote for the Director Nominees or you may withhold your vote as to one or all of the Director Nominees. With respect to the ratification of the appointment of Marcum LLP as our independent registered public accounting firm, you may vote for the proposal, against the proposal or abstain from voting on the proposal.

What are the Board of Directors’ recommendations on how I should vote my stock?

The Board of Directors recommends that you vote your stock as follows:

Proposal 1 — **“FOR”** the election of the Director Nominees.

Proposal 2 — **“FOR”** the ratification of the appointment of Marcum LLP as our independent registered public accounting firm.

What if I do not specify how I want my stock voted?

If you are a record holder who returns a completed proxy card that does not specify how you want to vote your stock on the proposals, the proxies will vote your stock for each proposal as to which you provide no voting instructions in the following manner:

Proposal 1 — **“FOR”** the election of the Director Nominees.

Proposal 2 — **“FOR”** the ratification of the appointment of Marcum LLP as our independent registered public accounting firm.

If you are a “street name” holder and do not provide voting instructions on one or more proposals, your bank, broker or other nominee will be unable to vote that stock, except with respect to the ratification of the appointment of Marcum LLP as our independent registered public accounting firm. See “What is a broker non-vote?”

Can I change my vote?

Yes. If you are a record holder, you may revoke your proxy by any of the following means:

- attending the Annual Meeting and voting your stock by ballot in person at the Annual Meeting;
- completing and submitting a new valid proxy bearing a later date; or
- giving written notice of revocation to the Company addressed to the Company's Corporate Secretary at the Company's address above, which notice must be received before noon, Eastern Time, on May 23, 2018.

If you are a "street name" holder, your bank, broker or other nominee should provide instructions explaining how you may change or revoke your voting instructions.

What percentage of the vote is required to approve each proposal?

Assuming the presence of a quorum, the Director Nominees that receive the most votes from the holders of the shares of our common stock for their election will be elected (i.e., the affirmative vote by the holders of a plurality of the shares of common stock voting at the Annual Meeting is required for the election of the Director Nominees) (Proposal 1).

The ratification of the appointment of Marcum LLP as our independent registered public accounting firm (Proposal 2) requires the affirmative vote, in person or by proxy, of the majority of votes cast for or against the proposal at the Annual Meeting.

How are abstentions and broker non-votes treated?

Abstentions are included in the determination of the number of shares of common stock present at the Annual Meeting for determining a quorum at the meeting. Abstentions will have no effect upon any of the proposals to be voted upon at the Annual Meeting.

Broker non-votes will be included in the determination of the number of shares of common stock present at the Annual Meeting for determining a quorum at the meeting. If you hold your stock in "street name" and you do not instruct your bank or broker how to vote for the election of directors (Proposal 1), no vote will be cast on your behalf with respect to such proposal. Your bank or broker will, however, have discretion to vote your stock with respect to the ratification of the appointment of Marcum LLP as our independent registered public accounting firm (Proposal 2).

Do I have any dissenters' or appraisal rights with respect to any of the matters to be voted on at the Annual Meeting?

No. None of our stockholders have any dissenters' or appraisal rights with respect to the matters to be voted on at the Annual Meeting.

What are the solicitation expenses and who pays the cost of this proxy solicitation?

Our Board of Directors is asking for your proxy, and we will pay all of the costs of asking for stockholder proxies. We will reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding solicitation material to the beneficial owners of common stock and collecting voting instructions. We may use officers and employees of the Company to ask for proxies, as described below.

Is this Proxy Statement the only way that proxies may be solicited?

No. In addition to the solicitation of proxies by use of the mail, officers and employees of the Company may solicit the return of proxies, either by mail, telephone, telecopy, e-mail or through personal contact. These officers and employees will not receive additional compensation but will be reimbursed for out-of-pocket expenses. Brokerage houses and other custodians, nominees and fiduciaries, in connection with shares of the common stock registered in their names, will be requested to forward solicitation material to the beneficial owners of shares of common stock.

Are there any other matters to be acted upon at the Annual Meeting?

Management does not intend to present any business at the Annual Meeting for a vote other than the matters set forth in the Notice and has no information that others will do so. If other matters requiring a vote of the stockholders properly come before the Annual Meeting, it is the intention of the persons named in the accompanying form of proxy to vote the stock represented by the proxies held by them in accordance with applicable law and their discretion on such matters.

Where can I find voting results?

The Company expects to publish the voting results of the Annual Meeting in a Current Report on Form 8-K, which it expects to file with the SEC within four business days following the date of the Annual Meeting.

Who can help answer my questions?

The information provided above in this "Question and Answer" format is for your convenience only and is merely a summary of the information contained in this Proxy Statement. We urge you to carefully read this entire Proxy Statement, including the documents we refer to in this Proxy Statement. If you have any questions, or need additional material, please feel free to contact Investor Relations at ir@peerstream.com.

PROPOSAL 1: ELECTION OF DIRECTORS

The Board of Directors has nominated seven directors, Jason Katz, Alexander Harrington, Yoram "Rami" Abada, Lance Laifer, Michael Levit, John Silberstein and Michael Jones, for election at the Annual Meeting by the stockholders (the "Director Nominees").

The number of members of our Board of Directors may be fixed from time to time by the majority of the entire Board of Directors. Our Board of Directors is currently made up of the eight directors named in the table below. However, our Board of Directors recently determined to reduce the size of our Board of Directors to seven directors without shortening the term of any incumbent director. As a result, only the Director Nominees will stand for election at the Annual Meeting.

Each current member of our Board of Directors will remain in office until the Annual Meeting. Each director that is elected at a future annual meeting of stockholders, and each director that is elected to fill a vacancy or newly created directorship, shall hold a term of office that expires at the next annual meeting of stockholders and until his or her successor has been elected and qualified. The Board of Directors has nominated each Director Nominee for election as a director to serve for a term expiring at the annual meeting of stockholders to be held in 2019 or until his or her respective successor is elected and qualified.

To be elected as a director, the Director Nominees must receive a plurality of the votes cast by the stockholders entitled to vote for the election of directors. Should the Director Nominees become unable or unwilling to accept nomination or election, the proxy holders may vote the proxies for the election, in his or her stead, of any other person the Board of Directors may nominate or designate. The Director Nominees have each expressed an intention to serve the entire term for which election is sought.

Directors and Director Nominees

The following table sets forth the name, age and position of our directors currently serving on our Board of Directors and the Director Nominees:

Name	Age	Positions
Yoram "Rami" Abada	58	Director
Jason Katz	55	President, Chief Operating Officer and Chairman of the Board of Directors
Alexander Harrington	46	Chief Executive Officer and Director
Michael Jones	42	Director
Lance Laifer	53	Director
Clifford Lerner	40	Director
Michael Levit	46	Director
John Silberstein	57	Director

When considering whether the Director Nominees have the experience, qualifications, attributes and skills, taken as a whole, to enable the Board of Directors to satisfy its oversight responsibilities effectively in light of our business and structure, the Board of Directors focused primarily on the information discussed in the directors' individual biographies set forth below.

Yoram "Rami" Abada was appointed as a member of our Board of Directors in October 2016 in connection with the AVM Merger. Mr. Abada previously served as the President of Factory Direct Enterprises, one of the largest licensees of Ashley Furniture Home stores from March 2015 until March 2016. Prior to then, Mr. Abada served in a variety of roles at Jennifer Convertibles Inc., a specialist sofa bed chain headquartered in New York, where he began his career in 1982 and worked until September 2014. Most recently, Mr. Abada served as Jennifer Convertibles, Inc.'s President, Chief Financial Officer and Chief Operating Officer, as well as a member of its board of directors, from September 1999 until 2014. In July 2010, while Mr. Abada served as an executive officer and board member, Jennifer Convertibles, Inc. filed for Chapter 11 bankruptcy protection. From 1997 until 2003, Mr. Abada served as a member of the board of directors of CCA Industries, Inc., a public company engaged in the manufacture and distribution of health and beauty aid products, and Mr. Abada currently serves as a member of the board of directors of 168 5th Avenue Realty Corp., a privately held real estate corporation. Mr. Abada holds a B.B.A. from the Bernard Baruch College of the City University of New York.

Mr. Abada's background and experience as a lead executive officer and board member of public and private companies provides him with extensive knowledge of, and insights into, financial reporting and oversight, corporate strategy and board functions.

Jason Katz was appointed as our Chairman of the Board of Directors, President and Chief Operating Officer in October 2016 in connection with the AVM Merger. Mr. Katz is the founder of AVM, and has served as its Chief Executive Officer and as a member of its Board of Directors since 1998. In his capacity as an executive officer and director of AVM, Mr. Katz oversees the strategic direction of AVM and its subsidiaries, and also manages its system infrastructure. Mr. Katz is an authority on instant messaging as well as web-based voice and video. Mr. Katz has appeared at numerous industry forums as well as on Bloomberg Radio and CNN Radio. Prior to AVM, Mr. Katz co-founded MJ Capital, a money management firm. Earlier in his career, Mr. Katz was a corporate lawyer at the New York office of Fulbright & Jaworski. Mr. Katz earned a J.D. from the New York University School of Law (1988) and a B.A. in Economics from the University of Pennsylvania (1985).

Mr. Katz's background and expertise as the Chief Executive Officer of AVM and decades of industry experience provides our Board of Directors with valuable industry insight and management expertise.

Alexander Harrington is currently our Chief Executive Officer and a member of our Board of Directors. Mr. Harrington was appointed as our Chief Executive Officer in October 2015. Mr. Harrington also served as our Chief Operating Officer from February 2014 until his appointment as our Chief Executive Officer in October 2015, our Chief Financial Officer from March 2014 to October 2016 and our interim Chief Financial Officer from October 2016 to November 2016. In June 2014, Mr. Harrington was also appointed to our Board of Directors. Mr. Harrington previously served as Chief Executive Officer of MeetMoi, LLC from June 2009 to November 2013, a social dating mobile platform, prior to the sale of MeetMoi, LLC to Match.com, LLC. Prior to that, Mr. Harrington served as the Senior Vice President of Strategy and Operations for Zagat Survey, LLC from 2004 to 2008, where he oversaw a transformation of the digital business which ultimately culminated in the company's sale to Google Inc. In prior roles, Mr. Harrington served as the Senior Director of New Business Development at Sony BMG Entertainment and as an associate and analyst in investment banking at The Beacon Group and Smith Barney, respectively. Mr. Harrington holds a Master of Business Administration degree from the Wharton School at the University of Pennsylvania and a Bachelor's degree in History from Williams College.

Through his service as our Chief Executive Officer, as well as his previous industry experience, Mr. Harrington provides our Board of Directors with valuable business and executive leadership experience.

Michael Jones was appointed as a member of our Board of Directors in November 2017 and serves as a member of our Blockchain Advisory Board. Since 2011, Mr. Jones has served as the co-founder and Chief Executive Officer of Science, Inc., a Los Angeles-based startup studio that develops, invests in, and acquires various businesses, including HelloSociety (acquired by New York Times), FameBit (acquired by Google) and Dollar Shave Club (acquired by Unilever), as well as companies focused on blockchain technology. Prior to that, Mr. Jones served as Chief Executive Officer of several other companies, including Userplane (acquired by AOL), Tsavo (acquired by Cybermedia), PBJ (acquired by JB), MySpace (acquired by Specific Media), Myspace Japan (acquired by Softbank) and FIM (acquired by Rubicon Project).

Mr. Jones brings significant experience in technology driven startups, both at the operating and investment level, and expertise in blockchain technology, to our Board of Directors.

Lance Laifer was appointed as a member of our Board of Directors in October 2016 in connection with the AVM Merger. Mr. Laifer has served as a member of AVM's Board of Directors since 1999. Mr. Laifer has also served as the Chief Executive Officer of each of Old Forge Media Management and Old Forge Asset Management (together, "Old Forge"), a network of social media advertising and marketing companies, since 2013 and 2011, respectively, as well as the Chief Executive Officer of Laifer Capital Management, Inc., an investment firm, since 1992. Prior to his service at Old Forge, Mr. Laifer was the Chief Executive Officer of Wapiti Capital Management, LLC. Mr. Laifer also served on the board of directors of ValueVision from 1992 to 1995.

Mr. Laifer's decades of experience provide him with unique investment and capital market insights, as well as background analyzing the risks and strategies of companies in the social media industry.

Michael Levit was appointed as a member of our Board of Directors in October 2016 in connection with the AVM Merger. Mr. Levit is a serial entrepreneur, angel investor, board member and advisor at several prominent Silicon Valley companies including Docker, August, Spigot, Founders Den, Say Media and Revel Systems. Currently, Mr. Levit serves as a Venture Partner at Vision Knight Capital, a private equity fund focused on investments in internet, e-commerce, consumer retail powered by internet and e-commerce, and business-to-business services powered by information technology and internet technology sectors in China. Mr. Levit also currently serves as the Co-Founder and Managing Partner of Founders Den, a shared office space and private club for experienced entrepreneurs and their friends, where he has served since January 2011. Prior to then, Mr. Levit acted as the Co-Founder and President of Spigot, a highly successful advertising network, from January 2011 to December 2015. From April 2007 to January 2011, Mr. Levit served as the Executive Vice President of Marketing and Business Development of Vendio, an e-commerce platform, where he grew transactions to over \$1.5 billion per year before the business was sold to Alibaba Group Holding Ltd. Mr. Levit also served as the Chief Marketing Officer of Paltalk from July 2004 to October 2006. Before his position with Paltalk, Mr. Levit held a number of executive and consulting positions, including serving as Executive Director of Broadband Marketing for America Online from October 2001 to July 2004, Vice President of Business Development for Bluelight.com from January 2000 to February 2001 and Senior Consultant for Accenture from 1995 to 1999. In addition, Mr. Levit serves on the board of directors of several private Silicon Valley companies. Mr. Levit holds a B.A. in Business Economics, a B.S. in Mechanical and Environmental Engineering and a Master of Business Economics from the University of California, Santa Barbara.

Mr. Levit's substantial investment and management experience in the technology, internet and media sectors give him particular insight into the development of early stage companies, as well expertise regarding business strategy, leadership, marketing and strategic transactions.

John Silberstein was appointed as a member of our Board of Directors in October 2016 in connection with the AVM Merger. Mr. Silberstein has been a member of AVM's Board of Directors since 1999 and was General Counsel of AVM from 2000 to 2003. He began his career in October 1986 as a real estate attorney at Skadden, Arps, Slate, Meagher & Flom, and in April 1989 began working for The Mendik Company, which with its partners, owned and managed a portfolio of twelve million square feet of Class A commercial office buildings in New York City and its suburbs. After leaving The Mendik Company, from February 1999 to April 2005, Mr. Silberstein served as co-managing member of Five Spruce GP LLC, the managing member of a real estate company that acquired and subsequently sold eight residential apartment buildings in New York City. He is on the Advisory Board of Willpower Labs, Inc., a startup that makes a weight loss lozenge. Most recently, Mr. Silberstein taught high school English at The Rivers School in Weston, Massachusetts from September 2010 to June 2016. Mr. Silberstein earned a B.A. from Brown University and a J.D. from New York University School of Law.

Mr. Silberstein's experience representing AVM and other companies in complex and sophisticated matters, as well as his expertise in real estate acquisition and management, provides him with unique insights into business strategy and leadership.

Each of our Director Nominees is currently serving on our Board of Directors. There are no agreements or understandings between our directors and executive officers or any other person pursuant to which they were selected as a director or executive officer. In addition, there are no family relationships between our directors and any of our executive officers.

The Board of Directors recommends that you vote "FOR" the Director Nominees.

Meetings of the Board of Directors and Committees

The Board of Directors held 10 meetings in 2017. During 2017, each director attended 90% or more of the aggregate number of meetings held by the Board of Directors and the committees of the Board of Directors on which such director served, if any, during the period for which such person served as a director. We have not adopted a formal policy regarding director attendance at our annual stockholder meetings; however, we encourage members of the Board of Directors to attend such meetings. Alexander Harrington, John Silberstein, Jason Katz, Yoram Abada and Clifford Lerner, representing five of our eight directors at the time of our 2017 annual meeting of stockholders, attended the 2017 annual meeting.

Audit Committee

We established an audit committee on February 2, 2017 that consists of Mr. Abada, Mr. Silberstein and Mr. Levit. Mr. Abada currently serves as the chairman of the audit committee. Our Board of Directors has determined that each of Mr. Abada, Mr. Silberstein and Mr. Levit are independent under NASDAQ listing standards and Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Our Board of Directors has also determined that each member of our audit committee can read and understand fundamental financial statements in accordance with applicable requirements. In arriving at these determinations, the Board of Directors has examined each audit committee member's scope of experience and the nature of their current and prior employment.

The functions of the audit committee include:

- selecting a qualified firm to serve as the independent registered public accounting firm to audit our financial statements;
 - helping to ensure the independence and performance of the independent registered public accounting firm;
 - discussing the scope and results of the audit with the independent registered public accounting firm, and reviewing, with management and the independent accountants, our interim and year-end operating results;
 - developing procedures for employees to submit concerns anonymously about questionable accounting or audit matters;
 - reviewing our policies on risk assessment and risk management;
- reviewing related party transactions;
- obtaining and reviewing a report by the independent registered public accounting firm at least annually, that describes our internal quality-control procedures, any material issues with such procedures, and any steps taken to deal with such issues when required by applicable law; and
 - approving (or, as permitted, pre-approving) all audit and all permissible non-audit services, other than de minimis non-audit services, to be performed by the independent registered public accounting firm.

Our Board of Directors has designated Mr. Abada as an "audit committee financial expert" as defined under the applicable SEC rules and determined that he has accounting or related financial management expertise as required under the NASDAQ Stock Market Rules. A copy of the audit committee charter is available on our website at <https://www.peerstream.com/corporate-governance>. The audit committee held six meetings during the 2017 fiscal year.

Compensation Committee

We established a compensation committee on February 2, 2017 that consists of Mr. Abada and Mr. Silberstein. Mr. Silberstein currently serves as the chairman of the compensation committee. Our Board of Directors has determined that each of Mr. Abada and Mr. Silberstein are independent under NASDAQ listing standards and "non-employee directors" as defined in Rule 16b-3 promulgated under the Exchange Act. The compensation committee, with input from our Chief Executive Officer, reviews and approves, or recommends that our Board of Directors approve, the compensation of our directors and executive officers. Prior to the formation of the compensation committee, our Board of Directors and Chief Executive Officer reviewed and approved director and executive officer compensation. A copy of the compensation committee charter is available on our website at <https://www.peerstream.com/corporate-governance>. The compensation committee held three meetings during the 2017 fiscal year.

The functions of the compensation committee include:

- reviewing and approving, or recommending that our Board of Directors approve, the compensation of our executive officers;
- reviewing and recommending that our Board of Directors approve the compensation of our directors;
- reviewing and approving, or recommending that our Board of Directors approve, the terms of compensatory arrangements with our executive officers;
- administering our stock and equity incentive plans;
- reviewing and approving, or recommending that our Board of Directors approve, incentive compensation and equity plans; and
- reviewing and establishing general policies relating to compensation and benefits of our employees and reviewing our overall compensation philosophy.

The compensation committee does not engage an independent compensation consultant because it does not believe one is necessary or cost efficient for a company our size.

Nominating and Corporate Governance Committee

We currently do not have a nominating and corporate governance committee and the independent members of our Board of Directors perform the principal functions of a nominating and corporate governance committee. We have elected not to have a nominating committee because we do not believe one has been necessary or cost efficient for a company of our size and we do not expect to establish a nominating committee in the foreseeable future.

Pursuant to NASDAQ Listing Rule 5605(e), our Board of Directors designated the independent directors of the Board of Directors, Messrs. Abada, Levit, Silberstein, Laifer and Jones, as well as any future members of the Board of Directors that qualify as independent directors (collectively, the "Nominating Directors"), as the independent directors responsible for, among other things, (i) determining the qualifications, qualities and skills required to be a director of the Company and evaluating, selecting and approving nominees to serve as directors, (ii) periodically reviewing, assessing and making recommendations for changes to the Board of Directors and (iii) overseeing the process for evaluation of the Board of Directors. In addition, the Nominating Directors will have unrestricted access to and assistance from our officers, employees and independent auditors and the authority to employ experts, consultants and professionals to assist with performance of their duties.

The Nominating Directors will also consider director nominees put forward by stockholders. Our By-Laws contain provisions that address the process by which a stockholder may nominate an individual to stand for election to the Board of Directors at the Annual Meeting. To recommend a nominee for election to the Board of Directors, a stockholder must submit his or her recommendation to the Corporate Secretary, Wilmary Soto-Guignet, at the address appearing on the first page of this Proxy Statement. Such nomination must satisfy the notice, information and consent requirements set forth in our By-Laws and must be received by us prior to the date set forth under "Submission of Future Stockholder Proposals" included herein. A stockholder's recommendation must be accompanied by the information with respect to stockholder nominees that is specified in our By-Laws, including among other things, the name, age, address and occupation of the recommended person, the proposing stockholder's name and address, the ownership interests of the proposing stockholder and any beneficial owner on whose behalf the nomination is being made and any material monetary or other relationships between the recommended person and the proposing stockholder and/or the beneficial owners, if any, on whose behalf the nomination is being made. Stockholder recommendations provided to the Corporate Secretary and received in accordance with the advance notice provision in our By-Laws will be considered and evaluated by the Nominating Directors in the same manner as candidates recommended from other sources.

The Nominating Directors do not have any specific minimum qualifications that director nominees must have in order to be considered to serve on the Board of Directors. However, the Nominating Directors do take into consideration areas of expertise that director nominees may be able to offer, including professional experience, knowledge, abilities and industry knowledge or expertise. The Nominating Directors also consider the director nominees' potential contribution to the overall composition and diversity of the Board of Directors.

Report of the Audit Committee

Our audit committee reviewed the Company's audited financial statements for the year ended December 31, 2017. The following is the report of the audit committee with respect to the Company's audited financial statements for the year ended December 31, 2017, which includes the consolidated balance sheets of the Company as of December 31, 2017 and December 31, 2016, and the related consolidated statements of operations, changes in stockholders' deficit and cash flows for each of the years in the two-year period ended December 31, 2017, and the notes thereto. The information contained in this report shall not be deemed to be "soliciting material" or to be "filed with the SEC" or subject to the liabilities of Section 18 of the Exchange Act, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933, as amended, or the Exchange Act except to the extent that the Company specifically incorporates it by reference into such filing.

Reviews and Discussions with Management

The audit committee has reviewed and discussed the Company's audited financial statements with management.

Review and Discussions with Independent Registered Public Accounting Firm

The audit committee has discussed with its independent auditor the matters required to be discussed by Auditing Standard No. 1301, "Communications with Audit Committees" issued by the Public Company Accounting Oversight Board.

The audit committee has also received written disclosures and the letter from the independent auditor required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the audit committee concerning independence and has discussed with the independent auditor its independence from the Company. The audit committee has also reviewed and discussed the selection, application and disclosure of the critical accounting policies of the Company with the independent auditor.

Based on the review and discussions referred to above, the audit committee approved the inclusion of the Company's audited financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

AUDIT COMMITTEE

Yoram "Rami" Abada (Chairman)
Michael Levit
John Silberstein

Involvement in Certain Legal Proceedings

Except as described in Mr. Abada's biography above, there have been no material legal proceedings that would require disclosure under the federal securities laws that are material to an evaluation of the ability or integrity of our directors or executive officers or in which any director, officer, nominee or principal stockholder, or any affiliate thereof, is a party adverse to us or has a material interest adverse to us.

Board Leadership Structure and Role in Risk Oversight

The positions of Chairman of the Board of Directors and Chief Executive Officer are currently fulfilled by two separate individuals. Historically, Clifford Lerner served as our Chairman of the Board of Directors and Chief Executive Officer from 2005 until October 2015 when Alexander Harrington was appointed as our Chief Executive Officer. Mr. Lerner continued to serve as Chairman of the Board of Directors until October 2016 when Jason Katz was appointed as Chairman of the Board of Directors in connection with the AVM Merger. We believe this leadership structure allows Mr. Harrington to focus primarily on our day-to-day operations and the implementation of our strategic, financial and management policies while allowing Mr. Katz to lead our Board of Directors in identifying strategic priorities and leading the discussion and execution of strategy.

Our Board of Directors is primarily responsible for overseeing the Company's risk management processes. The Board of Directors receives periodic reports from management concerning the Company's assessment of risks. The Board of Directors focuses on the most significant risks facing the Company, including risks related to cybersecurity, the Company's general risk management strategy and whether any of our compensation policies and practices create risks to our risk management practices or provide incentives to our executives and other employees to take risks that

are reasonably likely to have a material adverse effect on us. While the Board of Directors oversees the Company's risk management, the Company's management is responsible for day-to-day risk management processes. We believe this division of responsibilities is the most effective approach for addressing the risks facing our company and that the structure of our Board of Directors supports this approach.

Director Independence

Although our common stock is currently quoted on the OTCQB marketplace, our Board of Directors has adopted the definition of independence set forth under NASDAQ listing standards. In making its annual review on director independence, the Board of Directors considered the transactions and relationships between our directors and any member of their families and the Company. Based upon these standards and the consideration of the information and the transactions and relationships discussed below, our Board of Directors determined that Yoram "Rami" Abada, Lance Laifer, Michael Levit, John Silberstein and Michael Jones are independent and that Jason Katz and Alexander Harrington are not independent.

Certain Relationships and Related Party Transactions

Certain Legal Fees

James Silberstein, the brother of John Silberstein, a current member of our Board of Directors, is employed as a Counsel at Fross Zelnick Lehrman & Zissu, P.C., which serves as our outside legal counsel for certain matters. During 2016 and 2017, we paid Fross Zelnick Lehrman & Zissu, P.C. approximately \$261,000 and \$160,000, respectively, for legal services.

Indemnification Arrangements

We have entered into indemnification agreements and employment agreements with our directors and certain of our executive officers, respectively, pursuant to which we have agreed to indemnify such persons against any liability, damage, cost or expense incurred in connection with the defense of any action, suit or proceeding to which such persons are a party to the extent permitted by applicable law, subject to certain exceptions.

Policies and Procedures for Approving Related Party Transactions

Our Board of Directors adopted a written Related Party Transactions Policy on April 19, 2012. In accordance with the Related Party Transactions Policy, all Related Party Transactions (as defined herein) must be reported to our Chief Executive Officer or Chief Financial Officer and must be reviewed and approved by our audit committee. In determining whether to approve, recommend or ratify a Related Party Transaction, the reviewing party will take into account, among other factors it deems appropriate, (i) whether the terms of the Related Party Transaction are fair to the Company, (ii) whether there are business reasons for the Company to enter into the Related Party Transaction, (iii) whether the Related Party Transaction would impair the independence of an outside director and (iv) whether the Related Party Transaction would present an improper conflict of interest for any of our directors or executive officers.

A "Related Party Transaction" means a transaction (including any series of related transactions or a material amendment or modification to an existing Related Party Transaction) directly or indirectly involving any Related Party that would need to be disclosed under Item 404(a) of Regulation S-K. Generally, under Item 404(a) of Regulation S-K, we are required to disclose any transaction occurring since the beginning of the last two fiscal years, or any currently proposed transaction, involving us or our subsidiary where the amount involved exceeds \$120,000, and in which any Related Party had or will have a direct or indirect material interest.

A "Related Party" means any of the following: (i) any of our directors of the Company or Director Nominees; (ii) any of our executive officers; (iii) a person known by us to be the beneficial owner of more than 5% of our common stock or (iv) an immediate family member of any of the foregoing.

Code of Conduct

We adopted a new Code of Conduct on February 14, 2017 that replaced our prior Financial Code of Ethics. The Code of Conduct applies to all our officers, directors and employees. The Code of Conduct addresses, among other things, record retention, conflicts of interest, business opportunities, gifts or favors, proprietary information and disciplinary measures.

A copy of our Code of Conduct is available on our website at <https://www.peerstream.com/corporate-governance>. We intend to disclose any amendments to our Code of Conduct on our website at <https://www.peerstream.com/corporate-governance>.

Communications with the Board of Directors

The Board of Directors welcomes communication from the Company's stockholders. Stockholders and other interested parties who wish to communicate with a member or members of our Board of Directors or a committee thereof may do so by addressing correspondence to the board member, members or committee, c/o Chief Executive Officer, 122 East 42nd Street, New York, New York 10168. Our Chief Executive Officer will review and forward correspondence to the appropriate person or persons. The Board of Directors has requested that certain items that are unrelated to its duties and responsibilities be excluded, such as spam, junk mail and mass mailings, resumes and other forms of job inquiries, surveys, and business solicitations or advertisements.

The Chief Executive Officer will not forward any communication determined in its good faith belief to be frivolous, unduly hostile, threatening, illegal, or similarly unsuitable. Each communication subject to this policy that was not forwarded because it was determined by the Chief Executive Officer to be frivolous is retained in our files and made available at the request of any member of the Board of Directors to whom such communication was addressed.

DIRECTOR COMPENSATION

The following table provides compensation information for the year ended December 31, 2017 for each member of our Board of Directors during the fiscal year ended December 31, 2017, except for (i) Alexander Harrington, who does not receive any compensation for his service as a director and whose compensation is reported in "Executive Compensation — Summary Compensation Table" below, and (ii) Clifford Lerner and Jason Katz, who are employees of the Company but are not named executive officers (as defined below) and do not receive any compensation for their service as directors:

Director Compensation Table
Fiscal Year 2017

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) ⁽¹⁾	Option Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Yoram "Rami" Abada	\$ 29,000	—	\$ 22,468 ⁽³⁾	—	—	—	\$ 51,468
Michael Jones	\$ 5,000	—	\$ 106,522 ⁽⁴⁾	—	—	\$ 25,000 ⁽⁵⁾	\$ 136,522
Lance Laifer	\$ 15,000	—	\$ 22,468 ⁽³⁾	—	—	—	\$ 37,468
Michael Levit	\$ 19,000	—	\$ 22,468 ⁽³⁾	—	—	—	\$ 41,468
John Silberstein	\$ 27,000	—	\$ 22,468 ⁽³⁾	—	—	—	\$ 49,468

(1) As of December 31, 2017, none of the directors listed in this table held any outstanding stock awards. As of December 31, 2017, Mr. Lerner held 158,571 shares of unvested restricted stock.

(2) Represents the amount recognized for financial statement reporting purposes in accordance with Accounting Standards Codification 718, *Compensation — Stock Compensation* ("ASC 718").

(3) Represents the fair market value of a stock option granted on February 2, 2017 that represents the right to purchase 6,000 shares of common stock, all of which have vested and remain unexercised. The applicable director did not hold any other outstanding stock options as of December 31, 2017.

(4) Represents the fair market value of a stock option granted on November 7, 2017 that represents the right to purchase 54,000 shares of common stock, of which 33% of the shares will vest on June 13, 2018, 33% of the shares will vest on June 13, 2019, and 33% of the shares will vest on June 13, 2020. Mr. Jones did not hold any other outstanding stock options as of December 31, 2017.

(5) Represents consulting fees paid to Fractal Data Mercenary, LLC ("FDM"), an entity affiliated with Mr. Jones. In May 2017, the Company entered into a professional services agreement with FDM, pursuant to which the Company agreed to pay FDM \$5,000 per month for consulting services. This agreement was terminated upon Mr. Jones' appointment to the Company's Board of Directors in November 2017.

We currently do not have a formal policy to provide compensation to members of our Board of Directors for services rendered in that capacity. However, our Board of Directors has the authority to fix the compensation of directors and directors are permitted to receive fixed fees and other compensation for their services as directors.

Prior to the AVM Merger, our Board of Directors set the compensation of each independent member of our Board of Directors at \$15,000 annually. In February 2017, our Board of Directors authorized and approved payment of the following compensation to each independent member of our Board of Directors (other than Mr. Jones, whose compensation is discussed below), effective upon the closing of the AVM Merger: (i) an annual cash retainer fee of \$15,000 to each independent director; (ii) independent director committee chair cash compensation as follows: (a) Audit Committee Chair — \$6,000 and (b) Compensation Committee Chair — \$4,000; and (iii) additional cash compensation of \$4,000 for service on a committee other than as its chair. In order to attract and retain Mr. Jones, who was appointed as a member of our Board of Directors in November 2017, the Board of Directors determined that Mr. Jones would not be compensated pursuant to the Company's compensation standards for other independent directors, but instead would be entitled to receive a cash fee of \$60,000 per year. Our Board of Directors has not made any changes to the compensation of our directors for 2018.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table and accompanying footnotes set forth as of the Record Date certain information regarding the beneficial ownership of shares of our common stock by: (i) each person who is known by us to own beneficially more than 5% of such stock; (ii) each member of our Board of Directors, each Director Nominee and each of our named executive officers with respect to the year ended December 31, 2017 and (iii) all of our directors and executive officers as a group. Except as otherwise indicated, all common stock is owned directly and the beneficial owners listed in the table below possess sole voting and investment power with respect to the stock indicated, and the address for each beneficial owner is c/o PeerStream, Inc., 122 East 42nd Street, New York, New York 10168. The applicable percentage ownership is based on 6,882,316 shares of our common stock issued and outstanding as of the Record Date, including 158,571 shares of unvested restricted stock. In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, we consider all shares of unvested restricted stock to be outstanding because the holders of unvested restricted stock have the right to vote such stock.

Name of Beneficial Owner	Common Stock	
	Beneficially Owned⁽¹⁾	
	Number	Percentage
Directors and Named Executive Officers		
Alexander Harrington	114,997 ⁽²⁾	1.6%
Jason Katz	718,500 ⁽³⁾	10.4%
Arash Vakili	39,757 ⁽⁴⁾	*
Eric Sackowitz	22,820 ⁽⁵⁾	*
Yoram "Rami" Abada	15,500 ⁽⁶⁾	*
Michael Jones	—	—
Lance Laifer	409,855 ⁽⁷⁾	5.9%
Clifford Lerner	815,166 ⁽⁸⁾	11.8%
Michael Levit	65,003 ⁽⁹⁾	*
John Silberstein	156,811 ⁽¹⁰⁾	2.3%
Officers and Directors as a Group (11 persons)	2,452,794 ⁽¹¹⁾	34.3%
5% Stockholders		
The J. Crew Delaware Trust A	2,356,132 ⁽¹²⁾	34.2%
Perry Scherer	384,275 ⁽¹³⁾	5.6%
Hilltop Partners, L.P.	387,869 ⁽¹⁴⁾	5.6%
Jen-Jen Yeh	369,275 ⁽¹⁵⁾	5.4%

* Less than 1%.

- (1) For purposes of this table, a person or group of persons is deemed to have beneficial ownership of any shares of common stock that such person has the right to acquire within 60 days of the date of the Record Date, including through the exercise of stock options or warrants. For purposes of computing the percentage of outstanding shares of the Company's common stock held by each person or group of persons named above, any common stock that such person or persons has the right to acquire within 60 days of the date of the Record Date is deemed to be outstanding, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.
- (2) Includes the vested or deemed vested portion of (i) a stock option representing the right to purchase 714 shares of common stock granted on June 17, 2014, all of which have vested, (ii) a stock option representing the right to purchase 28,571 shares of common stock granted on October 13, 2015, all of which have vested, (iii) a stock option representing the right to purchase 57,142 shares of common stock granted on October 13, 2015, all of which have vested, (iv) a stock option representing the right to purchase 1,428 shares of common stock granted on March 3, 2016, all of which have vested, (v) a stock option representing the right to purchase 80,000 shares of common stock granted on April 13, 2017, of which 20,000 shares have vested and 20,000 shares will vest on each of October 13, 2018, 2019 and 2020 and (vi) a stock option representing the right to purchase 28,571 shares of common stock granted on May 5, 2017, of which 7,142 shares vested on November 5, 2017 and 7,143 shares will vest on each of November 5, 2018, 2019 and 2020. Does not include unvested performance-based stock options because the satisfaction of the underlying performance criteria is deemed to be outside of the executive's control.
- (3) Includes 201,265 shares of common stock held by Mr. Katz' spouse that may be deemed to be beneficially owned by Mr. Katz. Mr. Katz disclaims beneficial ownership of these shares and nothing herein shall be deemed an admission that Mr. Katz is the beneficial owner of these shares for any purpose. Does not include unvested performance-based stock options because the satisfaction of the underlying performance criteria is deemed to be outside of the executive's control.

- (4) Includes the vested or deemed vested portion of (i) a stock option representing the right to purchase 31,779 shares of common stock granted on May 5, 2017, of which 21,186 shares have vested and 10,593 shares will vest on June 17, 2018 and (ii) a stock option representing the right to purchase 14,286 shares of common stock granted on May 5, 2017, of which 3,571 shares will have vested within 60 days of the Record Date and 3,571 shares will vest on each of May 5, 2019, 2020 and 2021.
- (5) Includes the vested or deemed vested portion of a stock option representing the right to purchase 15,678 shares of common stock granted on May 5, 2017, all of which have vested, and (ii) a stock option representing the right to purchase 28,571 shares of common stock granted on May 5, 2017, of which 7,142 shares will have vested within 60 days of the Record Date and 7,143 shares will vest on each of May 5, 2019, 2020 and 2021.
- (6) Includes the vested or deemed vested portion of (i) a stock option representing the right to purchase 6,000 shares of common stock granted on February 2, 2017, all of which have vested, and (ii) a stock option representing the right to purchase 6,000 shares of common stock granted on February 16, 2018, of which 1,500 shares have vested and 1,500 shares will vest on the last date of each calendar quarter during 2018.
- (7) Includes the vested or deemed vested portion of a (i) stock option representing the right to purchase 6,000 shares of common stock granted on February 2, 2017, all of which have vested, and (ii) a stock option representing the right to purchase 6,000 shares of common stock granted on February 16, 2018, of which 1,500 shares have vested and 1,500 shares will vest on the last date of each calendar quarter during 2018. Also includes (i) 387,869 shares of common stock held by Hilltop Partners, L.P. and (ii) 14,486 shares of common stock held by Hilltop Offshore, Ltd. Mr. Laifer is the sole director and principal stockholder of Laifer Capital Management, Inc. ("LCM"), which has the sole power to vote and to direct the voting of, and to dispose and to direct the disposition of, the shares of the Company's common stock beneficially owned by Hilltop Partners, L.P. (of which LCM serves as general partner and investment adviser) and Hilltop Offshore, Ltd. (of which LCM serves as investment adviser).
- (8) Includes (i) 158,571 shares of restricted stock granted to Mr. Lerner, 50% of which vest on each of October 7, 2018 and 2019 and (ii) the vested portion of a stock option representing the right to purchase 1,428 shares of common stock granted on March 3, 2016, all of which have vested. Pursuant to the terms of his restricted stock grants, Mr. Lerner has the right to vote the unvested restricted stock but may only dispose of the stock after it vests.
- (9) Includes the vested or deemed vested portion of a (i) stock option representing the right to purchase 6,000 shares of common stock granted on February 2, 2017, all of which have vested, and (ii) a stock option representing the right to purchase 6,000 shares of common stock granted on February 16, 2018, of which 1,500 shares have vested and 1,500 shares will vest on the last date of each calendar quarter during 2018.
- (10) Includes the vested or deemed vested portion of a (i) stock option representing the right to purchase 6,000 shares of common stock granted on February 2, 2017, all of which have vested, and (ii) a stock option representing the right to purchase 6,000 shares of common stock granted on February 16, 2018, of which 1,500 shares have vested and 1,500 shares will vest on the last date of each calendar quarter during 2018. Also includes 43 shares of common stock held by Mr. Silberstein's spouse that may be deemed to be beneficially owned by Mr. Silberstein. Mr. Silberstein disclaims beneficial ownership of the shares held by his spouse and nothing herein shall be deemed an admission that Mr. Silberstein is the beneficial owner of these shares for any purpose.
- (11) Includes the shares of common stock beneficially owned by each of the officers and directors listed immediately above, as well as 94,385 shares deemed beneficially owned by Judy Krandel, the Company's Chief Financial Officer, which such shares include 74,285 shares underlying vested or deemed vested stock options.
- (12) Based on the information contained in the Schedule 13D filed with the SEC on October 17, 2016 and updated to give effect to the Reverse Stock Split and the distribution of escrow shares from the AVM Merger. The principal address of The J. Crew Delaware Trust A is c/o J.P. Morgan Trust Company of Delaware, Trustee, 500 Stanton-Christiana Road, DE3-1600, Newark, Delaware 19713.
- (13) Based solely on the information contained in the Schedule 13G/A filed with the SEC on February 12, 2018. The principal address of Perry Scherer is 338 Jericho Turnpike, Suite 182, Syosset, New York 11791.
- (14) Based on the information contained in the Schedule 13D filed with the SEC on October 17, 2016 and updated to give effect to the Reverse Stock Split and the distribution of escrow shares from the AVM Merger. Mr. Laifer is the sole director and principal stockholder of LCM, which has the sole power to vote and to direct the voting of, and to dispose and to direct the disposition of, the shares of the Company's common stock beneficially owned by Hilltop Partners, L.P. (of which LCM serves as general partner and investment adviser). As a result, the shares of Common Stock held by Hilltop Partners, L.P. are also reported in this table as being beneficially owned by Mr. Laifer.
- (15) Based on the information contained in the Schedule 13G filed with the SEC on October 17, 2016 and updated to give effect to the Reverse Stock Split and the distribution of escrow shares from the AVM Merger. The principal address of Jen-Jen Yeh is 180 Park Row, Apt. 3C, New York, N.Y. 10038.

There are no arrangements currently known to us, the operation of which may at a subsequent date result in a change of control of the Company.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under the U.S. securities laws, our directors, certain executive officers and persons holding more than 10% of our common stock must report their initial ownership of the common stock, and any changes in that ownership, to the SEC, and furnish us with copies of the reports. The SEC has designated specific due dates for these reports. Based solely on our review of copies of the reports received, and written representations from our directors and officers, we believe that all persons subject to reporting under Section 16(a) of the Exchange Act timely filed all required reports pursuant to such section concerning our common stock in 2017.

EXECUTIVE OFFICERS

Below is information regarding each of our current executive officers. Executive officers are elected annually by the Board to serve at the Board's discretion until their successor is duly elected and qualified or until their earlier death, resignation, or removal. There are no family relationships between any of our directors or executive officers.

Name	Age	Title
Alexander Harrington	46	Chief Executive Officer and Director
Jason Katz	55	President, Chief Operating Officer and Chairman of the Board of Directors
Judy Krandel	53	Chief Financial Officer
Eric Sackowitz	52	Chief Technology Officer
Arash Vakil	34	Chief Product Officer

Alexander Harrington serves as our Chief Executive Officer and director. His business experience is discussed above in "Proposal 1 — Election of Directors." Jason Katz serves as our President, Chief Operating Officer and Chairman of the Board of Directors. His business experience is discussed above in "Proposal 1 — Election of Directors."

Judy Krandel was appointed as our Chief Financial Officer in November 2016. Ms. Krandel previously served as a member of our Board of Directors from March 2016 until the completion of the AVM Merger in October 2016. Prior to then, Ms. Krandel served as a Portfolio Manager for the Juniper Public Fund from 2011 to 2016. Before that, Ms. Krandel was a Portfolio Manager at Alpine Woods where she managed portions of two long/short equity hedge funds. Prior to that, she was a Portfolio Manager from 2001 to 2009 at First New York Securities, LLC, where her experience included founding and co-managing a domestic long/short small-cap hedge fund. Ms. Krandel has been engaged in public equity research and investing since 1992, starting with Fred Alger Management, followed by positions at Delaware Management and Kern Capital Management. Ms. Krandel received her B.S. from the Wharton School of Business at the University of Pennsylvania and her M.B.A. from the University of Chicago.

Eric Sackowitz was appointed as our Chief Technology Officer in October 2016 in connection with the AVM Merger. Mr. Sackowitz previously served as an officer of AVM from July 2013 through the closing of the AVM Merger and oversaw AVM's Engineering, Technology, Operations and Project Management initiatives. As a key stakeholder and contributor in the AVM product roadmap, Mr. Sackowitz helped pioneer new product offerings, the latest of which was the introduction of Firetalk, serving next generation broadcasters and content creators.

Prior to joining AVM, Mr. Sackowitz served from October 2011 to June 2013, first as the Senior Director of Product Development, and then as the Vice President of Technology, for World Wrestling Entertainment ("WWE"), providing strategy and oversight in the fulfillment of digital media product pipeline and scalable technical solutions for cross platform content syndication serving web, mobile, television, over-the-top content and gaming consumer applications. Prior to joining WWE, Mr. Sackowitz served in various capacities for Gotuit Media, an early market leader in rich metadata driven video navigation and discovery, from October 2003 to November 2010, including as its Director of Operations from January 2004 to January 2006, and as its Vice President of Operations and Technology from January 2006 to November 2010. In such capacities, he led a cross functional team of internal and client facing technical operations and revenue-generating professional services organization supporting the development, deployment and integration of their content and metadata authoring, publishing, and video player solutions for broadband, mobile and TV programmers and operators. Following the acquisition by Gotuit Media by Digitalsmiths Corporation in November 2010, Mr. Sackowitz served as Vice President of Technology Operations for Digitalsmiths until July 2011. Mr. Sackowitz holds a B.S. in Business and Marketing from the State University of New York at Albany.

Arash Vakil was appointed as our Chief Product Officer in October 2016 in connection with the AVM Merger. Mr. Vakil previously served as the Chief Product Officer of AVM and was with AVM since December 2008. Mr. Vakil has over a decade of product management experience leading software development and engineering teams in developing a vision for products. Mr. Vakil has previously served as a Product Manager for Comodo, a leading IT security firm, from May 2008 until December 2008, an Associate Product Manager at EMC, a computer storage and cloud computing company, from October 2006 to May 2008, and a Product Manager for Telestruct, a telecommunications firm, from May 2005 to June 2006. Mr. Vakil has also been an adjunct lecturer at the City University of New York since August 2011, where he teaches a course on startup company formation and development. He previously served as an Interim Director at the Schutzman Center for Entrepreneurship at Queens College, where he helped develop the school's entrepreneurship program. Mr. Vakil received his B.A. in media studies from Queens College, City University of New York, and his M.B.A. from the Zicklin School of Business at Baruch College, City University of New York.

EXECUTIVE COMPENSATION

The following discussion provides compensation information pursuant to the scaled disclosure rules applicable to "smaller reporting companies" under SEC rules and may contain statements regarding future individual and Company performance targets and goals. These targets and goals are disclosed in the limited context of the Company's compensation programs and should not be understood to be statements of management's expectations or estimates of results or other guidance. We specifically caution stockholders not to apply these statements to other contexts.

Executive Compensation

Overview

The compensation program for our executive officers, as presented in the Summary Compensation Table below, is administered by our Board of Directors. The intent of our compensation program is to align our executives' interests with that of our stockholders, while providing reasonable and competitive compensation.

The purpose of this Executive Compensation discussion is to provide information about the material elements of compensation that we pay or award to, or that is earned by: (i) the individuals who served as our principal executive officer during fiscal 2017; (ii) our two most highly compensated executive officers, other than the individuals who served as our principal executive officer, who were serving as executive officers, as determined in accordance with the rules and regulations promulgated by the SEC, as of December 31, 2017, with compensation during fiscal year 2017 of \$100,000 or more; and (iii) up to two additional individuals for whom disclosure would have been provided pursuant to clause (ii) but for the fact that such individuals were not serving as executive officers on December 31, 2017. We refer to these individuals as our "named executive officers." For 2017, our named executive officers and the positions in which they served are:

- Alexander Harrington, our Chief Executive Officer;
- Arash Vakil, our Chief Product Officer; and
- Eric Sackowitz, our Chief Technology Officer.

For 2017, the compensation of our named executive officers consisted of salary, an annual cash bonus and equity awards.

Compensation of Named Executive Officers

The following discussion summarizes in more detail the executive compensation paid to or earned by our named executive officers in 2017.

Base Salary. The following table sets forth the current annual base salaries of each of our named executive officers:

Name	Annual Base Salary
Alexander Harrington <i>Chief Executive Officer</i>	\$ 285,000
Arash Vakil <i>Chief Product Officer</i>	\$ 235,000
Eric Sackowitz <i>Chief Technology Officer</i>	\$ 265,000

Effective October 7, 2016, in connection with the closing of the AVM Merger, we entered into an amendment to Mr. Harrington's executive employment agreement to, among other things, increase Mr. Harrington's base salary to \$285,000 per year. Prior to that time, Mr. Harrington's base salary was \$265,000 per year. There were no changes to Mr. Harrington's annual base salary during 2017.

Mr. Sackowitz was appointed as our Chief Technology Officer on October 7, 2016 in connection with the closing of the AVM Merger and his annual base salary was set at \$250,000. On May 5, 2017, we entered into an executive

employment agreement with Mr. Sackowitz, pursuant to which his annual base salary was increased to \$265,000, effective as of February 1, 2017. There were no other changes to Mr. Sackowitz' annual base salary during 2017.

Mr. Vakil was appointed as our Chief Product Officer on October 7, 2016 in connection with the closing of the AVM Merger and his annual base salary was set at \$200,000. On May 5, 2017, we entered into an executive employment agreement with Mr. Vakil, pursuant to which his annual base salary was increased to \$235,000, effective as of February 1, 2017. There were no other changes to Mr. Vakil's annual base salary during 2017.

Annual Bonuses.

For 2017, Mr. Harrington was entitled to receive an annual cash bonus based on performance goals to be determined by the Board of Directors, in its sole discretion. Under the employment agreements of Messrs. Sackowitz and Vakil, each executive was entitled to a cash bonus for 2017 of up to \$60,000, with \$15,000 of such bonus being guaranteed and the remaining \$45,000 to be based on the achievement of performance metrics to be determined by our Chief Executive Officer, in his sole discretion. The following table sets forth the cash bonus each of our named executive officers received for their performance during 2017, which such bonuses were paid on February 15, 2018:

Name	2017 Annual Cash Bonus
Alexander Harrington <i>Chief Executive Officer</i>	\$ 50,000
Arash Vakil <i>Chief Product Officer</i>	\$ 15,000
Eric Sackowitz <i>Chief Technology Officer</i>	\$ 15,000

The Board of Directors, with respect to Mr. Harrington, and our Chief Executive Officer, with respect to Messrs. Sackowitz and Vakil, considered a number of factors in determining the annual bonuses for 2017. These factors included, but were not limited to, the individual performance of each executive, the completion of strategic goals during 2017 and the operational and financial performance of the Company. Based on these factors, the Board of Directors determined to award Mr. Harrington an annual incentive bonus of \$50,000. Mr. Harrington determined not to award any discretionary bonus to Messrs. Sackowitz and Vakil for their service in 2017, and therefore, the annual incentive bonuses for Messrs. Sackowitz and Vakil consisted solely of the \$15,000 guaranteed portion of their respective annual incentive bonuses. We believe that the annual incentive bonuses awarded to our named executive officers in 2017 effectively balance the Company's goals with the need to incentivize and retain our named executive officers through competitive compensation practices.

For 2016, under the terms of his employment agreement (as further described below), Mr. Harrington was eligible to receive an annual incentive bonus for his service in 2016 of up to \$150,000, with \$50,000 of such bonus being guaranteed and the remaining portion of such bonus being payable based on the achievement of performance metrics to be decided by our Board of Directors, in its sole discretion. Our Board of Directors determined not to award any discretionary bonus to Mr. Harrington for his service in 2016, and therefore, Mr. Harrington's annual incentive bonus for 2016 consisted solely of the \$50,000 guaranteed portion of his annual incentive bonus. The annual incentive bonus was awarded in February 2017.

Mr. Sackowitz and Mr. Vakil were awarded annual incentive bonuses for their service in 2016 consisting of \$15,000 each. These amounts were determined by our Board of Directors based on the Company's achievement of performance goals during 2016 and were paid in February 2017.

Equity Awards. We periodically grant equity awards consisting of stock options to our named executive officers as a means for fostering retention and rewarding long-term value creation by our named executive officers.

Harrington Equity Awards.

On May 5, 2017, we awarded Mr. Harrington a stock option representing the right to purchase 28,571 shares of common stock at an exercise price of \$3.36 per share that was subsequently amended on May 17, 2017 to make immaterial changes to the vesting schedule of the option. As amended, the shares of common stock underlying the option vested twenty-five percent (25%) on November 5, 2017 and the remaining shares underlying the option will vest in twenty-five percent (25%) installments on each of November 5, 2018, 2019 and 2020. In addition, on April 13, 2017,

we awarded Mr. Harrington (i) a service-based stock option representing the right to purchase 80,000 shares of common stock at an exercise price of \$3.63 per share and (ii) a performance-based stock option representing the right to purchase 24,000 shares of common stock at an exercise price of \$3.63 per share. The shares of common stock underlying the service-based option vested twenty-five percent (25%) on October 13, 2017, and the remaining shares underlying the option will vest in equal twenty-five percent (25%) installments on each of October 13, 2018, 2019 and 2020. The shares of common stock underlying the performance-based option vest based on our achievement of Annual Revenues (as defined in the applicable stock option award agreement) equaling or exceeding the following thresholds at any time within the four-year period commencing on the date of grant: (i) \$40 million – 8,000 shares vest, (ii) \$60 million – 8,000 shares vest and (iii) \$100 million – 8,000 shares vest (the “Harrington Performance Option Goals”).

On March 3, 2016, we awarded Mr. Harrington a stock option representing the right to purchase 1,428 shares of our common stock at an exercise price of \$7.00 per share as part of his annual incentive bonus for fiscal year 2015. The shares of common stock underlying the stock option vested fifty percent (50%) upon the date of the AVM Merger and the remaining fifty percent (50%) of shares of common stock underlying the stock option vested on October 7, 2017.

Sackowitz and Vakil Equity Awards. On May 5, 2017, we awarded Messrs. Sackowitz and Vakil stock options representing the right to purchase 28,571 shares and 14,286 shares, respectively, at exercise prices of \$3.36 per share. The shares of common stock underlying each option vest in four equal installments on each anniversary of the date of grant.

On October 7, 2016, as a result of the AVM Merger, all of the outstanding stock options held by the former employees of AVM were exchanged for stock options to purchase shares of our common stock, as adjusted by the exchange ratio in the AVM Merger. Accordingly, on October 7, 2016, we awarded (i) Mr. Sackowitz a stock option representing the right to purchase 15,678 shares of our common stock at an exercise price equal to \$6.65 per share and (ii) Mr. Vakil a stock option representing the right to purchase 31,779 shares of our common stock at an exercise price equal to \$5.25 per share, in each case in exchange for existing options to purchase shares of AVM stock.

On May 5, 2017, we cancelled and reissued the stock options awarded to Messrs. Sackowitz and Vakil in 2016, such that (i) Mr. Sackowitz was awarded a stock option to purchase 15,678 shares of our common stock at an exercise price of \$3.36 per share and (ii) Mr. Vakil was awarded a stock option to purchase 31,779 shares of our common stock at an exercise price of \$3.36 per share. Mr. Sackowitz’ stock option was fully vested on the date of grant and Mr. Vakil’s stock option vested thirty-three percent (33%) on the date of grant, with the remaining shares vesting in thirty-three percent (33%) installments on each of June 17, 2017 and June 17, 2018. The vesting schedule of these replacement stock options was intended to mirror the vesting schedule of the cancelled stock options.

Employment Agreements. Each of our named executive officers are parties to employment agreements with the Company. The purpose of our employment agreements is to incentivize these executives to continue providing services to the Company.

Harrington Employment Agreement. Effective February 28, 2014, we entered into an executive employment agreement with Mr. Harrington, which we subsequently amended on each of March 19, 2015, October 13, 2015, March 3, 2016 and October 7, 2016. As amended, Mr. Harrington’s agreement provides for an initial one-year term and automatically renews for successive one-year terms unless terminated by either party upon prior written notice. Under Mr. Harrington’s employment agreement, Mr. Harrington is eligible to participate in our benefit plans that are generally provided for all employees. Mr. Harrington’s employment agreement is subject to a confidentiality covenant, a non-competition covenant and a non-solicitation covenant. The non-competition covenant and non-solicitation covenant last for six months and one year, respectively, following the date of termination of employment. Mr. Harrington’s executive employment agreement also contains a trading restrictions covenant, which limits the volume of the Company’s securities that Mr. Harrington may sell in a given period.

As amended, Mr. Harrington’s executive employment agreement provides Mr. Harrington with an annual base salary of \$285,000 per year, which is subject to annual review and may be increased, but not decreased, in the sole discretion of the Board of Directors. Under prior versions of his executive employment agreement, Mr. Harrington’s annual base salary was previously set at \$265,000 per year in March 2015 and \$250,000 per year before then. Additionally, Mr. Harrington’s executive employment agreement provides that, for the 2016 calendar year, Mr. Harrington was eligible to receive an annual incentive bonus of up to \$150,000, with \$50,000 of such bonus being guaranteed and the remaining portion of such bonus being payable based on the achievement of performance metrics to be decided by our Board of Directors, in its sole discretion. As described above, Mr. Harrington was awarded an annual incentive bonus of \$50,000 for 2016, consisting solely of the guaranteed portion of his annual incentive bonus.

Mr. Harrington's executive employment agreement also provides that Mr. Harrington shall not take certain actions unless such actions have first been approved by either (i) Jason Katz, our Chairman of the Board, President and Chief Operating Officer, or (ii) our Board of Directors (including the affirmative vote of Mr. Katz, provided that he is serving as a member of the Board of Directors when such approval is sought). Such restricted actions include:

- the incurrence (or guarantee) by the Company of indebtedness for borrowed money or indebtedness outside the ordinary course of business, in each case in excess of \$50,000;
- the settlement of any claim, debt, demand, suit, proceeding or judgment against or on behalf of the Company in excess of \$50,000;
- the appointment or removal of any executive officer of the Company (defined as an individual who has been, or is required to be, identified as an executive officer in the Company's SEC filings), or the entry into any employment agreement with an annual salary greater than \$100,000;
- the entry into any new agreement, arrangement or understanding that would require payments by the Company in excess of \$100,000 per annum, or that would materially limit the ability of the Company to operate its business, subject to certain exceptions;
- the engagement, on behalf of the Company, of attorneys, accountants, underwriters or placement agents, subject to certain exceptions, or the removal of any of the Company's current such advisors or consultants; and
- the engagement, on behalf of the Company, of any other professional advisors or consultants to the Company outside the ordinary course of business, subject to certain exceptions, or the removal of any of the Company's current such advisors or consultants.

Pursuant to Mr. Harrington's executive employment agreement, if Mr. Harrington's employment is terminated (i) by the failure of the Company to renew Mr. Harrington's executive employment agreement for a renewal term, (ii) by the Company without "cause" or (iii) by Mr. Harrington for "good reason," then subject to certain limitations and Mr. Harrington's compliance with certain conditions, the Company shall pay Mr. Harrington severance equal to eight months' base salary, payable in eight equal monthly installments. In addition, the Company shall continue to pay the Company's portion of Mr. Harrington's monthly health insurance premiums, if Mr. Harrington is eligible and elects to continue health insurance under the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended ("COBRA"), for the earlier of (i) eight months following Mr. Harrington's termination of employment or (ii) the date that Mr. Harrington's coverage under such group health plan terminates for any reason.

Sackowitz and Vakil Employment Agreements. Effective May 5, 2017, we entered into executive employment agreements with Mr. Sackowitz and Mr. Vakil.

The employment agreements provide for one-year terms and automatically renew for successive one-year terms unless terminated by the Company or the applicable executive upon prior written notice. Under the employment agreements, the executives are eligible to participate in our benefit plans that are generally provided for all employees. Each employment agreement is subject to a confidentiality covenant, a non-competition covenant and a non-solicitation covenant. The non-competition covenant and non-solicitation covenant last for one and two years, respectively, following the date of termination of employment. Each executive employment agreement also contains a trading restrictions covenant, which limits the volume of the Company's securities that the executive may sell in a given period.

Under the employment agreements, Mr. Sackowitz and Mr. Vakil are entitled to receive base salaries of \$265,000 and \$235,000 per year, respectively, in each case effective retroactively to February 1, 2017. Each executive was also eligible to receive an annual incentive bonus for the 2017 calendar year of up to \$60,000, with \$15,000 of such bonus being guaranteed and the remaining \$45,000 of such bonus being based on the achievement of performance metrics to be decided by the Chief Executive Officer, in his sole discretion. For 2018 and subsequent years, the annual bonuses for Messrs. Sackowitz and Vakil shall be determined by our Board of Directors and shall be based on criteria to be established jointly by our Chief Executive Officer and the applicable executive. As described above, Mr. Sackowitz and Mr. Vakil were each awarded an annual incentive bonus of \$15,000 for 2017.

Pursuant to the employment agreements, if (i) we elect not to renew the employment agreement and the executive's employment terminates as a result of such non-renewal, (ii) we terminate the executive's employment without "cause" or (iii) the executive terminates his employment for "good reason," then subject to certain limitations and the executive's compliance with certain conditions, the Company shall pay the executive severance equal to

three months' base salary, payable in three equal monthly installments. In addition, the Company shall continue to pay the Company's portion of the executive's monthly health insurance premiums, if the executive is eligible and elects to continue health insurance under COBRA, for the earlier of (i) three months following the executive's termination of employment or (ii) the date that the executive's coverage under such group health plan terminates for any reason.

Summary Compensation Table

The following table sets forth information regarding the total compensation received by, or earned by, our named executive officers during the years ended December 31, 2017 and 2016.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Alexander Harrington <i>Chief Executive Officer</i>	2017	\$ 285,000 ⁽²⁾	\$ 50,000	\$ —	\$ 407,237 ⁽³⁾	—	—	—	\$ 742,237
	2016	\$ 269,667 ⁽²⁾	\$ 50,000	\$ —	\$ 9,699 ⁽⁴⁾	—	—	—	\$ 329,366
Eric Sackowitz <i>Chief Technology Officer</i> ⁽⁵⁾	2017	\$ 258,542 ⁽⁶⁾	\$ 15,000	\$ —	\$ 90,618 ⁽⁷⁾	—	—	—	\$ 364,160
	2016	\$ 250,000	\$ 15,000	\$ —	\$ 35,643 ⁽⁸⁾	—	—	—	\$ 300,643
Arash Vakil <i>Chief Product Officer</i> ⁽⁹⁾	2017	\$ 227,917 ⁽¹⁰⁾	\$ 15,000	\$ —	\$ 51,448 ⁽¹¹⁾	—	—	—	\$ 294,365

(1) Represents the amount recognized for financial statement reporting purposes in accordance with ASC 718. See "Outstanding Equity Awards at Fiscal Year End Table" for more information.

(2) Effective March 19, 2015, we entered into an amendment to Mr. Harrington's executive employment agreement to, among other things, increase Mr. Harrington's annual base salary to \$265,000 per year. Effective October 6, 2016, we entered into an amendment to Mr. Harrington's executive employment agreement to, among other things, increase Mr. Harrington's annual base salary to \$285,000 per year.

(3) Represents (i) a stock option granted on May 5, 2017 representing the right to purchase 28,571 shares of common stock at an exercise price of \$3.36 per share, (ii) a stock option granted on April 13, 2017 representing the right to purchase 80,000 shares of common stock at an exercise price of \$3.63 per share and (iii) a stock option granted on April 13, 2017 representing the right to purchase 24,000 shares of common stock at an exercise price of \$3.63 per share, subject to the Company's achievement of the Harrington Performance Option Goals.

(4) Represents a stock option granted on March 3, 2016 representing the right to purchase 1,428 shares of common stock at an exercise price of \$7.00 per share.

(5) Mr. Sackowitz was appointed as our Chief Technology Officer on October 7, 2016 in connection with the closing of the AVM Merger. Amounts reported in this table for 2016 include (i) compensation paid to Mr. Sackowitz by AVM for his service as an officer of AVM from January 1, 2016 to October 7, 2016 and (ii) compensation paid to Mr. Sackowitz for his service as our Chief Technology Officer from October 7, 2016 to December 31, 2016.

(6) On May 5, 2017, we entered into an executive employment agreement with Mr. Sackowitz, pursuant to which his annual base salary was increased to \$265,000, effective as of February 1, 2017. Prior to that time, Mr. Sackowitz' annual base salary was \$250,000.

(7) Represents (i) a stock option granted on May 5, 2017 representing the right to purchase 28,571 shares of common stock at an exercise price of \$3.36 per share and (ii) the incremental fair value resulting from the deemed modification of the award disclosed in footnote (8) below, which was cancelled in exchange for a stock option granted on May 5, 2017 representing the right to purchase 15,678 shares of common stock at an exercise price of \$3.36 per share.

(8) Represents a stock option granted on October 7, 2016 representing the right to purchase 15,678 shares of our common stock at an exercise price equal to \$6.65 per share that was awarded in connection with the closing of the AVM Merger in exchange for an outstanding option to purchase shares of AVM common stock.

(9) Information for 2016 is not included because Mr. Vakil was not a named executive officer during 2016.

(10) On May 5, 2017, we entered into an executive employment agreement with Mr. Vakil, pursuant to which his annual base salary was increased to \$235,000, effective as of February 1, 2017. Prior to that time, Mr. Vakil's annual base salary was \$200,000.

(11) Represents (i) a stock option granted on May 5, 2017 representing the right to purchase 14,286 shares of common stock at an exercise price of \$3.36 per share and (ii) the incremental fair value resulting from the deemed modification of a stock option granted on October 7, 2016 representing the right to purchase 31,779 shares of common stock at an exercise price of \$5.25 per share that was awarded in connection with the closing of the AVM Merger in exchange for an outstanding option to purchase shares of AVM common stock, which was cancelled in exchange for a stock option granted on May 5, 2017 representing the right to purchase 15,678 shares of common stock at an exercise price of \$3.36 per share.

Narrative Disclosure Regarding Summary Compensation Table

Harrington Compensation.

For 2017, Mr. Harrington received annual base compensation of \$285,000 and a cash bonus of \$50,000. In addition, Mr. Harrington was awarded (i) a stock option on May 5, 2017 representing the right to purchase 28,571 shares of common stock at an exercise price of \$3.36 per share, (ii) a stock option on April 13, 2017 representing the right to purchase 80,000 shares of common stock at an exercise price of \$3.63 per share and (iii) a stock option on April 13, 2017 representing the right to purchase 24,000 shares of common stock at an exercise price of \$3.63 per share, subject to the Company's achievement of the Harrington Performance Option Goals.

For 2016, Mr. Harrington received annual base compensation of \$269,667 and a cash bonus of \$50,000. In addition, Mr. Harrington was awarded a stock option representing the right to purchase 1,428 shares of our common stock at an exercise price of \$7.00 per share in March 2016.

Sackowitz Compensation.

For 2017, Mr. Sackowitz received annual base compensation of \$258,542 and a cash bonus of \$15,000. In addition, Mr. Sackowitz was awarded (i) a stock option granted on May 5, 2017 representing the right to purchase 28,571 shares of common stock at an exercise price of \$3.36 per share and (ii) a stock option granted on May 5, 2017 representing the right to purchase 15,678 shares of common stock at an exercise price of \$3.36 per share, which was issued in exchange for the cancellation of a stock option granted on October 7, 2016 representing the right to purchase 15,678 shares of our common stock at an exercise price equal to \$6.65 per share that was awarded in connection with the closing of the AVM Merger.

For 2016, Mr. Sackowitz received annual base compensation of \$250,000 and a cash bonus of \$15,000. In October 2016, as a result of the AVM Merger, all of the outstanding stock options held by the former employees of AVM were exchanged for stock options to purchase shares of our common stock, as adjusted by the exchange ratio in the AVM Merger. Accordingly, on October 7, 2016, we awarded Mr. Sackowitz a stock option representing the right to purchase 15,677 shares of our common stock at an exercise price equal to \$6.65 per share in exchange for an existing option to purchase shares of AVM stock. This option was subsequently cancelled as described above.

Vakil Compensation.

For 2017, Mr. Vakil received annual base compensation of \$227,917 and a cash bonus of \$15,000. In addition, Mr. Vakil was awarded (i) a stock option granted on May 5, 2017 representing the right to purchase 14,286 shares of common stock at an exercise price of \$3.36 per share and (ii) a stock option granted on May 5, 2017 representing the right to purchase 31,779 shares of common stock at an exercise price of \$3.36 per share, which was issued in exchange for the cancellation of a stock option granted on October 7, 2016 representing the right to purchase 31,779 shares of our common stock at an exercise price equal to \$5.25 per share that was awarded in connection with the closing of the AVM Merger.

Outstanding Equity Awards at Fiscal Year End Table

The following table summarizes the total outstanding equity awards as of December 31, 2017 for each named executive officer.

Name	Grant Date	Option Awards					Stock Awards				
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	
Alexander Harrington	05/05/2017 ⁽¹⁾	7,142	21,429	—	\$ 3.36	05/04/2027	—	—	—	—	
	04/13/2017 ⁽²⁾	20,000	60,000	—	\$ 3.63	04/12/2027	—	—	—	—	
	04/13/2017 ⁽³⁾	—	24,000	—	\$ 3.63	04/12/2027	—	—	—	—	
	03/03/2016 ⁽⁴⁾	1,428	—	—	\$ 7.00	03/03/2026	—	—	—	—	
	10/13/2015 ⁽⁴⁾	57,142	—	—	\$ 2.80	10/13/2025	—	—	—	—	
	10/13/2015 ⁽⁴⁾	28,571	—	—	\$ 2.80	10/13/2025	—	—	—	—	
	6/17/2014 ⁽⁴⁾	714	—	—	\$ 10.85	6/17/2024	—	—	—	—	
Eric Sackowitz	05/05/2017 ⁽⁴⁾	15,678	—	—	\$ 3.36	05/04/2027	—	—	—	—	
	05/05/2017 ⁽⁵⁾	—	28,571	—	\$ 3.36	05/04/2027	—	—	—	—	
Arash Vakil	05/05/2017 ⁽⁶⁾	21,186	10,593	—	\$ 3.36	05/04/2027	—	—	—	—	
	05/05/2017 ⁽⁵⁾	—	14,286	—	\$ 3.36	05/04/2027	—	—	—	—	

- (1) The shares of common stock underlying the stock option vested twenty-five percent (25%) on November 5, 2017 and will vest in twenty-five percent (25%) installments on each of November 5, 2018, 2019 and 2020.
- (2) The shares of common stock underlying the stock option vested twenty-five percent (25%) on October 13, 2017 and will vest in twenty-five percent (25%) installments on each of October 13, 2018, 2019 and 2020.
- (3) The shares of common stock underlying the stock option will vest and become exercisable based on the Company's achievement of the Harrington Performance Option Goals.
- (4) The shares of common stock underlying the stock option are fully vested.
- (5) The shares of common stock underlying the stock option will vest and become exercisable in four equal annual installments beginning on the first anniversary of the date of grant.
- (6) The shares of common stock underlying this option vested thirty-three percent (33%) on the date of grant and thirty-three percent (33%) on June 17, 2017, and the remaining thirty-three percent (33%) of unvested shares will vest and become exercisable on June 17, 2018.

Equity Compensation Plan Information

The following table provides information as of December 31, 2017 about compensation plans under which shares of our common stock may be issued to employees, executive officers or members of our Board of Directors upon the exercise of options, warrants or rights under all of our existing equity compensation plans.

Plan Category ⁽¹⁾	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column(a)) (c)
Equity compensation plans approved by security holders	949,156	\$ 5.08	501,810 ⁽²⁾
Equity compensation plans not approved by security holders	31,432 ⁽⁴⁾	\$ 3.18	— ⁽³⁾
Total	980,588	\$ 5.02	501,810

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- (1) This table excludes 158,571 shares of restricted common stock, which (i) are not to be issued upon the exercise of outstanding options, warrants or rights, (ii) have no exercise price and (iii) are not available for future issuance.
 - (2) Represents shares of common stock available for issuance under the 2016 Plan (as defined below), which permits the issuance of incentive stock options, nonqualified stock options, shares of restricted stock, stock appreciation rights, restricted stock units, performance awards, dividend equivalent rights and other awards. As described below, no additional awards may be issued under the 2011 Plan (as defined below).
 - (3) As of the Record Date, there were (i) 886,717 shares of common stock to be issued upon the exercise of outstanding stock options under the 2016 Plan and 431,915 shares of common stock remaining available for future issuances under the 2016 Plan, (ii) 132,334 shares of common stock to be issued upon the exercise of outstanding stock options under the 2011 Plan.
 - (4) Represents shares available or authorized for issuance under (i) the Equity Incentive Compensation Plan (as defined below), which permitted the issuance of incentive stock options and nonqualified stock options and (ii) various individual compensation arrangements that the Company has with current and former employees.

In December 2008, our Board of Directors approved the equity incentive compensation plan (the "Equity Incentive Compensation Plan") and, in December 2010, terminated the plan as to all unallocated shares of common stock thereunder. The purpose of the Equity Incentive Compensation Plan was to provide an incentive to attract, retain and motivate employees, officers, directors, consultants and advisors with the ability to participate in our future performance. Under the Equity Incentive Compensation Plan, we were authorized to issue incentive stock options and nonqualified stock options. The Equity Incentive Compensation Plan was administered by our Board of Directors. All options previously granted under the Equity Incentive Compensation Plan remained in full force and effect following the plan's termination.

In May 2011, our Board of Directors adopted the PeerStream, Inc. 2011 Long-Term Incentive Plan (the "2011 Plan"). In October 2011, our Board of Directors amended and restated the 2011 Plan and adopted the 2011 Amended Plan to allow for the issuance of incentive stock option awards. The 2011 Amended Plan was adopted to attract and retain the services of key employees, key contractors and outside directors. The 2011 Amended Plan provided for the granting of incentive stock options, nonqualified stock options, shares of restricted stock, stock appreciation rights, restricted stock units, performance awards, dividend equivalent rights and other awards. The 2011 Amended Plan was administered by our Board of Directors and was replaced by the 2016 Plan.

In March 2016, our Board of Directors adopted the 2016 Plan, which was approved by our stockholders in May 2016. The 2016 Plan was adopted to attract and retain the services of key employees, key contractors and outside directors. The 2016 Plan provides for the granting of incentive stock options, nonqualified stock options, shares of restricted stock, stock appreciation rights, restricted stock units, performance awards, dividend equivalent rights and other awards. The 2016 Plan is administered by the compensation committee of our Board of Directors.

**PROPOSAL 2: THE RATIFICATION OF THE APPOINTMENT OF MARCUM LLP
AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Marcum LLP has served as the Company's independent registered public accounting firm since April 24, 2015. We expect that one or more representatives of Marcum LLP will attend the Annual Meeting, will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions. The Board of Directors has selected Marcum LLP as the Company's principal independent registered public accounting firm for the fiscal year ending December 31, 2018.

The Board of Directors is asking stockholders to ratify the appointment of Marcum LLP. If our stockholders do not ratify the appointment of Marcum LLP at the Annual Meeting, the Board of Directors may consider other accounting firms for the fiscal year ending December 31, 2018. The Board of Directors will be under no obligation, however, to appoint a new independent registered public accounting firm.

Vote Required

The ratification of the appointment of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 requires the affirmative vote, in person or by proxy, of the majority of votes cast for or against such proposal at the Annual Meeting.

The Board of Directors recommends that you vote "FOR" the ratification of the selection of Marcum LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

Marcum LLP has served as the Company's independent registered public accounting firm since April 24, 2015.

Fees Paid to Independent Registered Public Accounting Firm

The following table shows the aggregate fees billed to us by Marcum LLP for professional services rendered in 2017 and 2016:

	<u>2017</u>	<u>2016</u>
Audit Fees	\$ 275,623	\$ 268,500
Audit-Related Fees	21,000	46,000
Tax Fees	31,185	33,725
All Other Fees	—	—
Total Fees	\$ 327,808	\$ 348,225

Audit Fees. Audit fees for 2017 and 2016 consisted of fees related to the audit and review of our consolidated financial statements, review of our interim consolidated financial statements, review of certain financial statements and services normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings or engagements, including consents related to registration statements. We incurred audit fees of \$275,623 and \$268,500 for 2017 and 2016, respectively.

Audit-Related Fees. Audit-related fees for 2017 and 2016 consisted primarily of assurance fees, including fees related to valuation services in connection with the AVM Merger. We incurred audit-related fees of \$21,000 and \$46,000 for 2017 and 2016, respectively.

Tax Fees. We incurred tax fees of \$31,185 and \$33,725 related to tax compliance, general tax advice, tax planning and tax audit support services for 2017 and 2016, respectively.

All Other Fees. There were no other service fees for 2017 or 2016.

Approval of Independent Registered Public Accounting Firm Services and Fees

The SEC requires that before our independent registered public accounting firm is engaged by us to render any audit or permitted non-audit related service, the engagement be either: (i) approved by our audit committee or (ii) entered into pursuant to pre-approval policies and procedures established by the audit committee; provided that the policies and procedures are detailed as to the particular service, the audit committee is informed of each service, and such policies and procedures do not include delegation of the audit committee's responsibilities to management.

We established an audit committee on February 2, 2017 that is responsible for pre-approving all services provided by our independent registered public accounting firm. Prior to such time, our Board of Directors was responsible for pre-approving such services. All of the above services and fees for 2017 and 2016 were pre-approved by our audit committee and Board of Directors, respectively.

OTHER BUSINESS

The Board of Directors knows of no other business to be brought before the Annual Meeting. If, however, any other business should properly come before the Annual Meeting, the persons named in the accompanying proxy will vote the proxy in accordance with applicable law and as they may deem appropriate in their discretion, unless directed by the proxy to do otherwise.

INCORPORATION BY REFERENCE

The SEC allows us to “incorporate by reference” information into this Proxy Statement, which means that we can disclose important information to you by referring you to another document or report filed separately with the SEC. The information incorporated by reference is deemed to be a part of this Proxy Statement, except to the extent any information is superseded by this Proxy Statement.

Our Annual Report on Form 10-K for the year ended December 31, 2017, along with financial statements and related notes thereto (the “Form 10-K”), which was filed with the SEC on March 22, 2018 and contains important information about the Company, is hereby incorporated by reference into this Proxy Statement. A copy of the Form 10-K is included within the Annual Report delivered with this Proxy Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference into this Proxy Statement will be deemed to be modified or superseded for purposes of this Proxy Statement to the extent that a statement contained in this Proxy Statement or any other subsequently filed document that is deemed to be incorporated by reference into this Proxy Statement modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Proxy Statement.

SUBMISSION OF FUTURE STOCKHOLDER PROPOSALS

Pursuant to Rule 14a-8 under the Exchange Act, a stockholder proposal submitted for inclusion in our proxy statement for the 2019 annual meeting must be received no later than December 25, 2018. However, pursuant to such rule, if the 2019 annual meeting is held on a date that is before April 24, 2019 or after June 23, 2019, then a stockholder proposal submitted for inclusion in our proxy statement for the 2019 annual meeting must be received by us a reasonable time before we begin to print and mail our proxy statement for the 2019 annual meeting.

Stockholders wishing to submit proposals to be presented directly at our next annual meeting of stockholders instead of by inclusion in next year’s proxy statement must follow the submission criteria set forth in our By-Laws, and applicable law concerning stockholder proposals. To be timely in connection with our next annual meeting, a stockholder proposal concerning director nominations or other business must be received by the Company at its principal executive offices between January 24, 2019 and February 23, 2019; provided, however, if and only if the 2019 annual meeting is not scheduled to be held between April 24, 2019 and July 23, 2019, such stockholder’s notice must be received by the Company at its principal executive offices not earlier than 120 days prior to the date of the 2019 annual meeting and not later than the later of (A) the tenth day following the date of the public announcement of the date of the 2019 annual meeting or (B) the date which is 90 days prior to the date of the 2019 annual meeting.

A copy of the Company’s 2017 Annual Report on Form 10-K (and any exhibits thereto) is available without charge upon written request to PeerStream, Inc., Attention: Wilmary Soto-Guignet, Financial Reporting, 122 East 42nd Street, New York, New York 10168.

PROXY

PEERSTREAM, INC.

PROXY

122 East 42nd Street
New York, New York 10168
(212) 594-5050

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS
FOR THE ANNUAL MEETING OF STOCKHOLDERS
To Be Held On May 24, 2018**

The undersigned hereby appoints Alexander Harrington, Judy Krandel, Jason Katz and Wilmary Soto-Guignet, and each of them, as proxies, with full power of substitution, to represent and to vote, as designated herein, all the shares of common stock of PeerStream, Inc. (f/k/a Snap Interactive, Inc.) (the "Company"), held of record by the undersigned on April 9, 2018, at the Annual Meeting of Stockholders to be held on May 24, 2018 at 9:00 a.m. Eastern Time, at the offices of Haynes and Boone, LLP located at 30 Rockefeller Plaza, 26th Floor, New York, New York 10112, and all adjournment(s) and postponement(s) thereof, and hereby revokes all previously executed proxies.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR
THE STOCKHOLDER MEETING TO BE HELD ON MAY 24, 2018:**

**Our Proxy Statement and 2017 Annual Report are available at:
<http://www.peerstream.com/sec-filings/>**

INSTRUCTIONS: PLEASE INDICATE A SELECTION BY PLACING AN "X" IN THE APPROPRIATE BOXES BELOW:

Proposal 1 — Election of Directors

	For	Withhold		For	Withhold
Yoram "Rami" Abada	<input type="checkbox"/>	<input type="checkbox"/>	Lance Laifer	<input type="checkbox"/>	<input type="checkbox"/>
Alexander Harrington	<input type="checkbox"/>	<input type="checkbox"/>	Michael Levit	<input type="checkbox"/>	<input type="checkbox"/>
Jason Katz	<input type="checkbox"/>	<input type="checkbox"/>	John Silberstein	<input type="checkbox"/>	<input type="checkbox"/>
Michael Jones	<input type="checkbox"/>	<input type="checkbox"/>			

Proposal 2 — Ratification of the appointment of Marcum LLP as the Company's Independent Registered Public Accounting Firm.

For Against Abstain

In their discretion, the proxies are authorized to vote upon such other matters as may properly come before the meeting or any adjournment(s) and postponement(s) thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSALS 1 AND 2.

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

Dated: _____, 2018

Signature

Signature (Joint Owners)

Address Changes/Comments: _____

Please date and sign name exactly as it appears hereon. Executors, administrators, trustees, etc. should so indicate when signing. If the stockholder is a corporation, the full corporate name should be inserted and the proxy signed by an officer of the corporation indicating his/her title.

Please indicate whether you plan to attend this meeting: