

**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

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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
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KVH INDUSTRIES, INC.

(Name of Registrant as Specified In Its Charter)

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On May 17, 2021, KVH Industries Inc. posted the following materials relating to the upcoming 2021 Annual Meeting of Shareholders to be held on June 17, 2021 on its website at <https://protectkvh.com/>.

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Certain Information Regarding Participants

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[READ LETTER TO SHAREHOLDERS](#)

KVH's Board urges shareholders to vote FOR ALL of its two highly qualified nominees – Cielo Hernandez and Cathy-Ann Martine-Dolecki – using the **BLUE proxy card.**

These two outstanding candidates will bring fresh insights to the Board. They both have exemplary track records as leaders in industries directly relevant to KVH's business and are high-integrity individuals who are dedicated to serving the interests of our shareholders.

With the election of Ms. Hernandez and Ms. Martine-Dolecki, our Board will have an excellent mix of experience and expertise to exert effective oversight and help KVH create value for shareholders.

KVH has a focused, long-term strategy that is working. We have emerged from the challenges of the COVID-19 pandemic – with significant momentum – as of May 14, 2021, our stock price is up 73% over the past year and 28% year-to-date, far exceeding the returns of key indices including the S&P 500, Russell 2000, Russell 3000 and the Nasdaq. We recently reported a 16% revenue increase for the first quarter over the first quarter of last year and our connectivity-as-a-service business, AgilePlans, generated a 48% revenue increase.

As we look to the future, we are confident that our plan to be the leader in cutting-edge maritime communications and navigation technology is working – and that this will translate into sustainable long-term value for our shareholders.

However, an activist investor called VIEX Capital ("VIEX") that first bought our stock in November 2020 and has a history of destroying shareholder value while aggressively pushing companies to pursue short-sighted changes, has nominated two individuals for election to the Board.

In our interactions with them, these candidates, who VIEX is seeking to elect in place of Ms. Hernandez and Ms. Martine-Dolecki, have demonstrated de minimis knowledge of KVH's businesses and no relevant experience in our industries.

One of those candidates, VIEX's founder and managing member Eric Singer, has a troubling record. He has served on the boards of twelve public companies in the last ten years, and every one of those twelve companies has underperformed the S&P 500 and the Russell 3000 during his tenure. Worse, Mr. Singer has the rare distinction of having been found by a Delaware court to have breached his duty of loyalty to public company shareholders.

The bottom line is that VIEX's candidates simply do not measure up to the Company's nominees and are the wrong choice for KVH's Board.

The Board strongly encourages you to vote for our two exceptional and high-integrity nominees, Ms. Hernandez and Ms. Martine-Dolecki, on the **BLUE** proxy card to help preserve our momentum.

[VOTE](#)**INTERNET****TELEPHONE****MAIL**

If you have any questions, require assistance in voting your **BLUE** proxy card / **BLUE** voting instruction form, or need additional copies of the proxy materials, please call:

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Materials

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May 17, 2021: [Letter to Shareholders](#)

May 3, 2021: Press Release, [KVH to Further Refresh Its Board of Directors](#)

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Nominees

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Cielo Hernandez

Chief Financial Officer of XL Fleet Corp. (NYSE: XL)

Since April 19, 2021, Cielo Hernandez has served as Chief Financial Officer of XL Fleet Corp. (NYSE: XL), a leading provider of fleet electrification solutions for commercial vehicles in North America.

Previously, Ms. Hernandez served as Senior Vice President and Chief Financial Officer of South Jersey Industries, Inc., a publicly traded energy services company.

Prior to that, she served as Vice President and Regional Chief Financial Officer of Maersk Line, North America, a division of A.P. Moller-Maersk Group, a global container logistics company, and as an executive at DIRECTV, where she gained experience in the commercial maritime and satellite communications industries, respectively.

She also served as Vice President and Regional Chief Financial Officer, Latin America of APM Terminals, a division of A.P. Moller-Maersk that operates a global network of ports.

Previously, Ms. Hernandez held various positions in finance and administration at Amcor plc, a global packaging solutions company, including most recently Regional Chief Financial Officer, Central America and Caribbean.

Ms. Hernandez received a Bachelor of Business Administration in Accounting from the Universidad Santiago de Cali (Colombia) and a Master of Business Administration with specialization in International Business from the University of Miami.

She is a CPA and holds a Certification in Human Resources Talent Management from Universidad Santiago de Cali, Colombia as well as Certifications in Executive Leadership and High-Performance Leadership from Cornell University, and Strategic Leadership and Improving the Business from IMD University Switzerland.

Ms. Hernandez is also a board member at Rowan University Foundation.



Cathy-Ann Martine-Dolecki

Former AT&T Executive

Cathy-Ann Martine-Dolecki recently joined Tristar Acquisition I Corp., a special purpose acquisition company, as Chief Operating Officer.

In 2017, Ms. Martine-Dolecki retired after a 37-year career with AT&T, where she most recently served as President of National Business Services.

Previously, she served as President, Enterprise Business Solutions of AT&T Mobile & Business Solutions, as Executive Vice President, Small Business Solutions and Alternate Channels at AT&T, and in a variety of other leadership roles before that.

From November 2020 to December 2020, Ms. Martine-Dolecki was a board member at TESSCO Technologies Incorporated, a publicly traded technology distributor and manufacturer serving the wireless infrastructure and mobile device accessories markets.

She has also served as a board member at Legal Shield, a provider of consumer legal services.

She currently serves on the Americas Executive Board of the Massachusetts Institute of Technology Sloan School of Management.

Ms. Martine-Dolecki received a Master of Science in Management from the Massachusetts Institute of Technology, a Master of Business Administration from New York University and a Bachelor of Arts in Economics from the College of Mount Saint Vincent.

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Registered Holders

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Effective Date: May 17, 2021

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- To prevent or investigate fraud or other unlawful activity, and detect security incidents
- In connection with the establishment and defense of legal interests
- For our internal business purposes
- To improve the Site
- To protect the security and integrity of the Site
- For all other purposes to which you have agreed

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