



SECURITY INTERNATIONAL

29100 Aurora Road, Suite 100  
Solon, Ohio 44139  
440-424-5321

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**Date: Thursday, June 13, 2013**

**Time: 10:00 AM, Eastern Time**

**Location:**

**Embassy Suites Cleveland-Beachwood Hotel**

**3775 Park East Drive**

**Beachwood, OH 44122**

To Mace Security International, Inc. Stockholders:

We invite you to attend the 2013 Annual Meeting of Stockholders of Mace Security International, Inc. ("Mace" or the "Company"). At this meeting, you and the other stockholders will be able to vote on the following proposals, together with any other business that may properly come before the meeting.

1. Election of five directors to the Board of Directors for one-year terms. The Board has nominated for election Denis J. Amato, Richard A. Barone, John J. McCann, Daniel V. Perella and Larry Pollock. Biographical information for each nominee and the Board of Directors' recommendation is attached hereto.
2. Ratification of the appointment of Grant Thornton LLP as Mace's registered public accounting firm for fiscal year 2013. Information about Grant Thornton LLP and the Board of Directors' recommendation is attached hereto.

You may vote on these proposals in person by attending the Annual Meeting or by proxy. The attached proxy statement provides details on voting by proxy. If you cannot attend the Annual Meeting, we urge you to complete and return promptly the enclosed proxy card in the enclosed self-addressed stamped envelope so that your shares will be represented and voted at the Annual Meeting in accordance with your instructions. Of course, if you attend the Annual Meeting, you may withdraw your proxy and vote your shares at the Annual Meeting.

Only stockholders of record at the close of business on May 17, 2013 can vote at the Annual Meeting and any adjournment or postponement of the Annual Meeting. As of the record date, there were approximately 58,946,441 shares of common stock outstanding.

By Order of the Board of Directors,

A handwritten signature in cursive script that reads "Carl R. Smith". The signature is written in dark ink and is positioned above a horizontal line.

Carl R. Smith

Secretary

Solon, Ohio  
May 17, 2013

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF FINANCIAL INFORMATION FOR  
THE 2013 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 13, 2013:**

Mace Security International, Inc.'s audited consolidated financial statements for the year ended December 31, 2012 are available on the OTC Markets web site via the Internet at <http://www.OTCMarkets.com/stock/MACE/quote>

**THE PROPOSALS**

<b>Proposal 1. Election of Directors</b>	
Election of five directors to the Board of Directors for a one-year term and until their respective successor is duly elected and qualified.	
<u>Nominees</u>	
Denis J. Amato John J. McCann	Richard A. Barone Daniel V. Perella  Larry Pollock

All five of the director nominees currently serve on the Board of Directors and were nominated by the Company's Nominating Committee and approved by the Board of Directors. All nominees have agreed to be nominated to stand for election at the 2013 Annual Meeting.

Biographical information for each nominee appears below.

**Denis J. Amato**

**Age:** 68  
**Director Since:** July 14, 2011  
**Principal Occupation:**

2013- Present	Director of Microcap Equities for Ancora Advisors LLC. Mr. Amato is a major shareholder of The Ancora Group, Inc., and has ownership in Merlin Partners, LP and the Ancora Funds. Mr. Amato has also been a Director of the Ancora Group since 2010.
2006 – 2012	Chief Investment Officer of The Ancora Group, Inc. and Ancora Advisors LLC.

**Recent Business Experience:**

2001- 2006	Mr. Amato served as the Chief Investment Officer for the Northeast Ohio region of Fifth Third Bank. Mr. Amato managed both individual and institutional portfolios as well as two of Fifth Third Bank's Value Mutual Funds.
1997- 2001	Mr. Amato was the Chief Investment Officer and the lead equity portfolio strategist for Maxus. At Maxus, Mr. Amato managed individual high net worth client portfolios as well as the Maxus Ohio Heartland Fund, which focused primarily on the buying and selling of securities in Ohio based companies.

**Richard A. Barone**

**Age:**

71

**Director Since:**

March 31, 2009

**Principal Occupation:**

2001-Present

Chairman of the Executive Committee for the Ancora Group of Companies. The Ancora Group of Companies includes The Ancora Group, Inc., Ancora Advisors, LLC, the Ancora Mutual Funds, and Merlin Partners, LP, a hedge fund whose investment manager is Ancora Advisors, LLC. Mr. Barone is the Chairman of The Arch Eagle Group Inc, which includes Ancora Securities and the Ancora Foundation.

**Recent Business Experience:**

2001- Present

Mr. Barone also oversees or manages a variety of investment strategies for the Ancora Group. Ancora Securities, Inc. is registered as a broker/dealer with the Securities and Exchange Commission (the "SEC") and the Financial Industry Regulatory Authority ("FINRA"), formerly known as the NASD. Ancora Advisors, LLC is registered as an investment advisor with the SEC under the Investment Advisors Act of 1940, as amended. The Ancora Mutual Funds includes Ancora Income Fund, Ancora Equity Fund, Ancora Special Opportunity Fund, Ancora MicroCap Fund and the Ancora Thelen Small-Midcap Fund.

**Other Directorships:**

Chairman of the Executive Committee for the Ancora Group of Companies, Trustee of the Cleveland State University Foundation, Director of Hospice of the Western Reserve, Director of Brentwood Hospital, Director of Stephan Company and Chairman of Evergreen Expedition Group.

**John J. McCann**

**Age:**

50

**Director Since:**

January 10, 2012

**Principal Occupation:**

January 10, 2012 - Present

President and Chief Executive Officer of Mace.

**Recent Business Experience:**

2009- December 20, 2011

President and Chief Executive Officer of Fitness Quest, Inc. (a privately owned company that distributes and markets home exercise and fitness products).

2002-2009

President and Chief Executive Officer of Saeco USA, Inc. (a privately owned company that distributes and markets coffee brewing appliances).

1999-2002

Executive Vice-President of Sales for Delonghi America, Inc. (a distributor and marketer of small appliances).

**Daniel V. Perella**

**Age:**

43

**Director Since:**

January 12, 2012

**Principal Occupation:**

June 2002-Present

Chief Operating Officer of IdeaStream Consumer Products, LLC. (a privately owned company that develops and markets consumer products such as home and organizational filing products and protective storage cases for files, CDs, laptops and other personal items).

**Recent Business Experience:**

May 1992- May 2002

Executive Vice-President of Sales of Manco, Inc (now known as Shurtech and Henkel Consumer Adhesives).

**Other Directorships:**

Mr. Perella currently serves on the Board of Directors of Rising Star Learning Centers, an organization founded on the principles of using conductive education as a platform for motor skills rehabilitation. Rising Star's Mission is to use Conductive Education to help special children reach new heights.

**Larry Pollock**

**Age:**

66

**Director Since:**

July 14, 2011

**Principal Occupation:**

2005- Present

Mr. Pollock is the Managing Partner of Lucky Stars Partners, LLC, a private investment firm focusing on early stage businesses, troubled businesses and real estate.

**Recent Business Experience:**

2000-2004

President and Chief Executive Officer and a Director of the Cole National Corporation, owner of Pearle Vision and Cole Vision optical stores and Things Remembered personalized gift stores.

**Other Directorships:**

Mr. Pollock presently serves on the Board of Directors of Cardinal Commerce Corporation, a global leader in enabling authenticated payments, secure transactions, and alternative payment brands for both eCommerce and mobile commerce, and Safeguard Properties, LLC, the largest privately-held mortgage field services company in the Country.

**The Board of Directors recommends that you vote FOR the election of Denis J. Amato, Richard A. Barone, John J. McCann, Daniel V. Perella, and Larry Pollock to Mace's Board.**

<b>Proposal 2. Ratification of Independent Registered Public Accounting Firm</b>
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Ratification of the Audit Committee's appointment of Grant Thornton LLP as Mace's independent registered public accounting firm for fiscal year 2013.
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The audit committee has approved engaging Grant Thornton LLP as Mace's independent registered public accounting firm for the fiscal year ended December 31, 2013. Grant Thornton LLP is the U.S. member firm of Grant Thornton International Ltd, one of six global audit, tax and advisory organizations. Grant Thornton LLP served as Maces' independent certified public accounting firm for the fiscal year ended December 31, 2012 and has served in that capacity since fiscal 2000.

**The Board of Directors recommends that you vote FOR the ratification of the appointment of Grant Thornton LLP as Mace's independent registered public accounting firm for fiscal year 2013.**