

NOTIFY TECHNOLOGY CORPORATION
1054 S. De Anza Boulevard
Suite 105
San Jose, CA 95129
(408) 777-7920

April 15, 2009

Dear Shareholder:

You are cordially invited to attend the 2009 Annual Meeting of Shareholders of Notify Technology Corporation to be held at 10:00 a.m. Pacific Time, on Wednesday, April 28, 2009, at our corporate offices located at 1054 S. De Anza Boulevard, Suite 105, San Jose, California 95129.

Details of the business to be conducted at the annual meeting are given in the attached Notice of Annual Meeting of Shareholders and the attached proxy statement.

Your vote is important. Whether or not you plan to attend the annual meeting, please vote as soon as possible by completing and returning the enclosed proxy card in the postage pre-paid envelope provided to ensure your shares will be represented. Your vote by written proxy will ensure your representation at the annual meeting regardless of whether or not you attend in person.

We look forward to seeing you at the annual meeting.

/s/ Paul F. DePond
Paul F. DePond
President and Chief Executive Officer

San Jose, California

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To Be Held On April 28, 2009

NOTICE IS HEREBY GIVEN that the 2009 Annual Meeting of Shareholders of Notify Technology Corporation, a California corporation, will be held at our corporate headquarters, located at 1054 S. De Anza Boulevard, Suite 105, San Jose, California 95129, on Wednesday, April 28, 2009, at 10:00 a.m. Pacific Time, for the purpose of considering and acting on the following:

1. To elect our Board of Directors, consisting of three directors, each to hold office until the next annual meeting of shareholders or until their respective successors are elected and qualified;
2. To approve the Notify Technology Corporation 2008 Equity Incentive Plan;
3. To amend our Bylaws to modify the number of members of our Board of Directors to a range between three and five, with the exact number of directors to be fixed by a resolution of the Board;
4. To ratify the appointment of L.L. Bradford & Company, LLC, as our independent public accountants for the fiscal year ending September 30, 2009; and
5. To act upon such other matters as may properly come before the annual meeting or any adjournments or postponements thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this Notice. The record date for determining those shareholders who will be entitled to notice of, and to vote at, the meeting and at any adjournments or postponements thereof is February 27, 2009. The stock transfer books will not be closed between the record date and the date of the meeting. A list of shareholders entitled to vote at the meeting will be available for inspection at our principal executive offices for a period of ten days before the meeting.

Your vote is important. Whether or not you plan to attend the annual meeting, please vote as soon as possible by mailing a completed proxy card. You may revoke a previously delivered proxy at any time prior to the annual meeting. If you decide to attend the annual meeting and wish to change your proxy vote, you may do so automatically by voting in person at the annual meeting.

By Order of the Board of Directors,

/s/ Gerald W. Rice
Gerald W. Rice
Chief Financial Officer and Secretary

April 15, 2009
San Jose, California

NOTIFY TECHNOLOGY CORPORATION

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**PROXY STATEMENT
FOR THE 2009 ANNUAL MEETING OF SHAREHOLDERS**

We are furnishing this proxy statement to you in connection with our 2009 Annual Meeting of Shareholders to be held on Wednesday, April 28, 2009 at 10:00 a.m. Pacific Time, at our corporate headquarters located at 1054 S. De Anza Boulevard, Suite 105, San Jose, California 95129 and at any adjournment thereof. The matters to be considered and acted upon are (i) the election of our Board of Directors, consisting of three directors, to hold office until the next annual meeting of shareholders or until their respective successors are elected and qualified; (ii) the approval of the Notify Technology 2008 Equity Incentive Plan (the "2008 Plan"); (iii) the amendment of our Bylaws to modify the number of members of our Board of Directors to a range between three and five, with the exact number of directors to be fixed by a resolution of the Board; (iv) ratification of the appointment of L.L. Bradford & Company, LLC, as our independent public accountants for the year ending September 30, 2009; and (v) such other business as may properly come before the annual meeting.

We use several abbreviations in this proxy statement. All references in this proxy statement to "we," "us," "our," "Notify," or "the Company" shall mean Notify Technology Corporation. The enclosed proxy is solicited on behalf of the Board of Directors of Notify and is revocable by you at any time prior to the voting of such proxy. All properly executed proxies delivered pursuant to this solicitation will be voted at the meeting and in accordance with your instructions, if any. Our Annual Report on Form 10-KSB for the fiscal year ended September 30, 2008, including audited financial statements, is included in this mailing. Such Annual Report and financial statements are not a part of this proxy statement.

This proxy statement was first mailed to shareholders on or about April 15, 2009.

QUESTIONS AND ANSWERS ABOUT THE MEETING

What is the purpose of the 2009 Annual Meeting of Shareholders?

The purpose of the annual meeting is to allow you to vote on the matters outlined in the accompanying Notice of Annual Meeting of Shareholders, including the election of the Board of Directors, the approval of our 2008 Plan, the amendment of our Bylaws to modify the number of members of our Board of Directors to a range between three and five, with the exact number of directors to be fixed by a resolution of the Board, and the ratification of the appointment of L.L. Bradford & Company, LLC, as our independent public accountants for the fiscal year ending September 30, 2009.

Who is entitled to vote?

Only shareholders of record at the close of business on the record date, February 27, 2009 (the "Record Date"), are entitled to vote at the annual meeting, or any postponements or adjournments of the annual meeting.

What are the Board's recommendations on the proposals?

The Board recommends a vote **FOR** each of the proposals.

How do I vote?

Sign and date each proxy card you receive and return it in the postage pre-paid envelope enclosed with your proxy materials. If you are a registered shareholder and attend the meeting, then you may deliver your completed proxy card(s) in person.

If your shares are held by your broker or bank, in “street name”, then you will receive a form from your broker or bank seeking instructions as to how your shares should be voted. If you do not instruct your broker or bank how to vote, then your broker or bank will vote your shares if it has discretionary power to vote on a particular matter.

Can I change my vote after I return my proxy card?

Yes. You have the right to revoke your proxy at any time before the annual meeting by notifying our Secretary in writing at Notify Technology Corporation, 1054 S. De Anza Boulevard, Suite 105, San Jose, California 95129, voting in person, or returning a proxy card with a later date. If you have instructed a broker to vote your shares, you must follow your broker’s directions in order to change those instructions.

Who will count the vote?

Our Secretary will count the votes and act as the inspector of election. Our transfer agent, American Stock Transfer & Trust Company, LLC, is the transfer agent for our common stock. American Stock Transfer & Trust Company, LLC will also tally the proxies and provide this information to us at the time of the annual meeting.

What shares are included on the proxy card(s)?

The shares on your proxy card(s) represent ALL of your shares.

What does it mean if I get more than one proxy card?

If your shares are registered differently and are in more than one account, then you will receive more than one proxy card. Sign and return all proxy cards to ensure that all your shares are voted. We encourage you to have all accounts registered under the same name and address whenever possible. You can accomplish this by contacting our transfer agent, American Stock Transfer & Trust Company, LLC, located at 59 Maiden Lane, Plaza Level, New York, NY, 10038, phone (800) 937-5449, or, if your shares are held by your broker or bank in “street name”, then by contacting the broker or bank who holds your shares.

How many shares can vote?

Only shares of common stock may vote. As of the Record Date, there were 14,075,662 shares of common stock issued and outstanding.

Each share of common stock is entitled to one vote at the annual meeting, except with respect to the election of directors. In elections of directors, California law provides that a shareholder, or his or her proxy, may cumulate votes; that is, each shareholder has that number of votes equal to the number of shares owned, multiplied by the number of directors to be elected, and the shareholder may cumulate such votes for a single candidate, or distribute such votes among as many candidates as he or she deems appropriate. However, a shareholder may cumulate votes only for a candidate or candidates whose names have been properly placed in nomination prior to the voting, and only if the shareholder has given notice at the meeting, prior to the voting, of his or her intention to cumulate votes for the candidates in nomination. Our designated proxy holders have discretionary authority to cumulate votes represented by the proxies received in the election of directors. These proxy holders intend to vote all proxies received by them in such manner that will assure the election of as many of the nominees described under “Proposal No. 1 - Election of Board of Directors” as possible.

What is a “quorum”?

A “quorum” is a majority of the outstanding shares entitled to vote. A quorum may be present in person or represented by proxy to transact business at the annual meeting. For the purposes of determining a quorum, shares held by brokers or nominees for whom we receive a signed proxy will be treated as present even if the broker or nominee does not have discretionary power to vote on a particular matter, or if instructions were never received from the beneficial owner. These shares are called “broker non-votes.” Abstentions will be counted as present for quorum purposes.

What is required to approve each proposal?

For the election of the Board of Directors, once a quorum has been established, the nominees for director who have received the most votes will become directors. Holders owning a majority of the shares present or represented and entitled to vote at the annual meeting must approve the 2008 Plan, the amendment of our Bylaws and the ratification of the appointment of L.L. Bradford & Company, LLC as our independent public accountants for the fiscal year ending September 30, 2009.

If a broker indicates on his or her proxy that he or she does not have discretionary authority to vote on a particular matter, then the affected shares will be treated as not present and not entitled to vote with respect to that matter, even though the same shares may be considered present for quorum purposes and may be entitled to vote on other matters.

What happens if I abstain?

Proxies marked “abstain” will be counted as shares present for the purpose of determining the presence of a quorum, but for purposes of determining the outcome of a proposal, shares represented by such proxies will not be treated as affirmative votes.

How will we solicit proxies?

We will distribute the proxy materials and solicit votes. We will also bear the cost of soliciting proxies. These costs will include the expense of preparing and mailing proxy solicitation materials for the meeting, and reimbursements paid to brokerage firms and others for their reasonable out-of-pocket expenses for forwarding proxy solicitation materials to shareholders. Proxies may also be solicited by our directors, officers, and employees, without additional compensation, in person, by telephone, or by facsimile.

PROPOSAL NO. 1

ELECTION OF BOARD OF DIRECTORS

General

Our Bylaws permit the Board of Directors or shareholders to determine a fixed number of authorized directors, within a range of a minimum of five directors and a maximum of nine directors. Our Board has previously fixed the authorized number of directors at five; however, at the current time we have only three duly elected, acting and qualified directors. We are proposing a modification of our Bylaws to decrease the range of the number of authorized directors to no less than three and no more than five, retaining the power of the Board of Directors or shareholders to fix the number within that range – see Proposal No. 3.

The term of office for the directors elected at this meeting will expire at the 2010 Annual Meeting of Shareholders or until his successor is elected and qualified. As of the date of this proxy statement, our directors are Paul F. DePond, David A. Brewer and Mark Frappier.

Our Board of Directors has approved the nomination of Messrs. DePond, Brewer and Frappier for election as directors at the 2009 Annual Meeting of Shareholders. Following is information concerning these nominees, including information as to each nominee’s age and business experience as of the Record Date. Unless otherwise instructed, our designated proxy holders will vote the proxies received by them for the three nominees named below. If any of our nominees are unable or decline to serve as a director at the time of the annual meeting, the proxies will be voted for any nominee designated by the present Board to fill the vacancy. Each nominee has agreed to serve as a director, if elected.

Nominees for the Board of Directors

The nominees for election to our Board of Directors, their ages and present positions with the Company, are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Paul F. DePond.....	55	Chief Executive Officer, President and Chairman
David A. Brewer (1)(2)	56	Director
Mark Frappier (1)(2)	54	Director

(1) Member of the Audit Committee.

(2) Member of the Compensation Committee.

Paul F. DePond is our founder and has served as our President, Chief Executive Officer and Chairman of the Board of Directors since our inception in August 1994. From September 1992 through May 1994, Mr. DePond served as Vice President of Corporate Marketing at Telebit Corporation, a supplier of high speed modems and dialup remote access products. From January 1991 through September 1992, Mr. DePond served as Vice President of Marketing at Alantec Corporation, a manufacturer of networking products. Mr. DePond received a Bachelor of Science Degree in Electrical and Computer Engineering from the University of Michigan, Ann Arbor in 1980 and Masters Degree in Computer Science from the University of Michigan, Ann Arbor in 1980.

David A. Brewer has served as one of our directors since February 2000. Since January 1999, Mr. Brewer has served as general manager for Aragon Ventures LLC, a private equity investment firm. Mr. Brewer has been Chairman of the End Poverty Foundation, a charity organization, since January 2001. Since September 2002, Mr. Brewer has also served as President and Chief Executive Officer of PriaVision, Inc., a private company developing advanced technologies for ophthalmic surgeons.

Mark Frappier has served as one of our directors since October 2007. Since 1994, Mr. Frappier has provided technical consulting to law firms and high tech corporations involved in complex patent litigation. From 1993 to 1994, he was the Director of Technical Services at Rational Software and from 1989 to 1993 he was the Director of Customer Service at Cooperative Solutions, Inc. Mr. Frappier began his career as an engineer designing computers at Rational Machines, Inc., Wang, and Data General. He graduated with a Bachelor of Science degree in Engineering from Northeastern University in 1978.

All directors are elected and serve until the next annual meeting of shareholders or until the election and qualification of their successors.

Vote Required and Recommendation of the Board

The three nominees receiving the highest number of affirmative votes of the shares entitled to be voted shall be elected as directors.

The Board of Directors recommends that shareholders vote **FOR** each of the nominees listed above.

Non-Director Executive Officers

Our executive officers (other than executive officers who are also members of our Board of Directors), their ages and present positions with our Company are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Gerald W. Rice.....	61	Chief Financial Officer and Secretary
Rhonda Chicone	44	Vice President of Product Development

Gerald W. Rice has served as our Chief Financial Officer and Secretary since August 1994. From November 1993 to June 1996, he owned Comprehensive Business Services, a financial services company franchise. From April 1992 to April 1993, Mr. Rice served as Controller at Surface Sciences Instruments, a manufacturer of capital equipment for surface chemical analysis. From June 1990 to April 1992, Mr. Rice was Vice President of Finance and Secretary of Applied Dielectrics, a manufacturer of microwave circuit boards. Mr. Rice received an A.A. from Ohlone College in 1969 and a B.A. in Accounting from California State College of Stanislaus in 1971.

Rhonda Chicone has served as our Vice President of Product Development since July 2001. From October 2000 to July 2001, Ms. Chicone served as our Director of Engineering and from October 1999 to October 2000, she served as our Engineering Manager. From January 1999 to October 1999, Ms. Chicone served as one of our senior software engineers. From September 1996 to January 1999, she was President of Tech-Xpress Enterprises, Inc. Ms. Chicone received a Science degree in Computer Science from Youngstown University in 1985 and a Masters of Science in Technology from Kent University in 2002.

There are no family relationships among our directors or executive officers. There are no material proceedings to which any of our directors or executive officers or any of their associates is a party adverse to us or any of our subsidiaries, or has a material interest adverse to us or any of our subsidiaries. To our knowledge, none of our directors or executive officers has been involved in any material legal proceedings during the past five years.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires our executive officers and directors and persons who own more than ten percent of our common stock to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. Based solely on our review of copies of such forms received by us, or written representations from certain reporting persons that no forms were required by such persons, we believe that, except as noted below, during the fiscal year ended September 30, 2008, all filing requirements applicable to our officers, directors and ten percent shareholders were fulfilled:

Mr. Brewer was delinquent in the filing of his initial Form 3 and a Form 4 related to the sale of stock. These Forms are currently being prepared for filing.

Mr. Frappier was delinquent in the filing of a Form 3 related to his appointment to the Board of Directors. This Form was subsequently filed.

Board Meetings and Committees

As of the date of this proxy statement, our Board of Directors is composed of three members and maintains two standing committees: (1) the Audit Committee; and (2) the Compensation Committee. The membership and the function of these two committees are described below. Copies of the charters of the Audit Committee and the Compensation Committee are posted in the "Company – Investor Relations" section of our website at www.notifycorp.com, and may also be obtained by written request to the attention of the Secretary of the Company at 1054 S. DeAnza Boulevard, Suite 105, San Jose, CA 95129.

Our Board of Directors held seven meetings during the year ended September 30, 2008, and all directors attended at least 75% of these meetings. In the year ended September 30, 2008, the Audit Committee held four meetings and the Compensation Committee held two meetings. All Directors attended at least 75% of the meetings of the Board committees upon which they served. We encourage, but do not require, our Board members to attend our annual meeting of shareholders; however, we did not hold an annual meeting of shareholders in 2008 or 2007.

Audit Committee

Messrs. Brewer and Frappier currently serve as the members of the Audit Committee. Mr. Frappier is "independent" within the meaning of the applicable Securities and Exchange Commission rules. Mr. Brewer is not "independent" within the meaning of such rules, by virtue of his affiliation with 21X Investments LLC, our largest

shareholder. The Board of Directors has determined that Mr. Brewer is an “audit committee financial expert” also as defined in applicable Securities and Exchange Commission rules.

The Audit Committee is responsible for, among other things, selecting and hiring our independent public accountants; approving the audit services and pre-approving any non-audit services to be performed by our independent public accountants; reviewing the scope of the annual audit and the progress and results of the work done by our independent public accountants; reviewing our financial statements, internal accounting and auditing procedures and corporate programs to ensure compliance with applicable laws; and reviewing the services performed by our independent public accountants to determine if the services rendered are compatible with maintaining the independent public accountants’ independence.

Compensation Committee

Messrs. Brewer and Frappier currently comprise the Compensation Committee. As set forth above, Mr. Frappier is an “independent” member of the Compensation Committee within the meaning of the applicable Securities and Exchange Commission rules; however, Mr. Brewer is not “independent” within the meaning of such rules by virtue of his affiliation with 21X Investments LLC.

The Compensation Committee is responsible for, among other things reviewing and approving executive compensation policies and practices; reviewing and approving salaries, bonuses and other benefits paid to our officers, including our Chief Executive Officer and Chief Financial Officer; and administering our 1997 Stock Option Plan and our other benefit plans.

We currently do not have a nominating committee or any committee with similar responsibilities. Instead, the Board, as a whole, identifies and screens candidates for membership on the Board. Our Board of Directors includes a shareholder who beneficially owns approximately 56% of our outstanding common stock. Accordingly, we believe that he should participate in the selection of nominees to the Board of Directors and do not have a separate nominating committee at this time. All three nominees for election to the Board of Directors at the Annual Meeting are incumbent directors.

We do not have a formal written charter regarding the nomination process, and no specific minimum qualifications for director nominees have been established. In general, however, persons considered for nomination to the Board must have demonstrated outstanding achievement, personal integrity and judgment and such other specific business and professional skills and experience as will enhance the Board’s ability to serve the long-term interests of the Company and our shareholders, and must be willing and able to devote the necessary time to Board and committee activities and to enhance their knowledge of our industry. The Board considers potential candidates recommended by current directors, company officers, employees and others, although no procedure has been established for shareholders to recommend candidates to be considered as director nominees.

Director Compensation

Directors who are also our employees received no compensation for their service on our Board of Directors in the fiscal year ended September 30, 2008. In addition, we did not pay any cash compensation to our non-employee directors for their service on the Board during the fiscal year ended September 30, 2008. All non-employee directors are eligible for grants of stock and stock options under our 2008 Equity Incentive Plan. To determine the appropriate level of compensation for our non-employee directors, we take into consideration the significant amount of time and dedication required by the directors to fulfill their duties on our Board of Directors and committees as well as the need to continue to attract highly qualified candidates to serve on our Board of Directors.

The table below sets forth, for each non-employee director, the total amount of compensation related to his service during the fiscal year ended September 30, 2008:

Director Compensation							
Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
David A. Brewer	-	-	-	-	-	-	-
Mark Frappier	-	-	-	-	-	-	-

(1) Excludes grants and exchanges of options to purchase shares of our common stock granted/consummated subsequent to September 30, 2008 pursuant to our 2008 Equity Incentive Plan (see Proposal No. 2).

PROPOSAL NO. 2

APPROVAL OF 2008 EQUITY INCENTIVE PLAN

General

The Board of Directors is asking for approval of the Notify Technology Corporation 2008 Equity Incentive Plan (the "2008 Plan") which was approved by the Board on December 17, 2008, subject to shareholder approval. The number of shares of our common stock subject to the 2008 Plan is 2,317,000. We intend to award grants to directors, officers and employees in order to provide incentives to such individuals to focus on our critical long-range objectives and to encourage the attraction and retention of such individuals. As of February 27, 2009, there were approximately 63 employees (including one director) and two non-employee directors eligible to participate in the 2008 Plan. On February 27, 2009, the closing price of a share of our common stock was \$0.22.

The principal features of the 2008 Plan are summarized below, but the summary is qualified in its entirety by reference to the 2008 Plan itself which is attached to this proxy statement as Appendix "A". We encourage you to read the 2008 Plan carefully.

Background of the 2008 Plan

The 2008 Plan is designed to serve as a comprehensive equity incentive program to attract and retain the services of individuals essential to our long-term growth and financial success. Our previous equity incentive plan, the 1997 Stock Plan, expired in January 2007 and since then we have not been able to offer plan-based equity incentives to our employees, management and contractors. With the adoption of the 2008 Plan, our officers and other employees, non-employee directors and independent contractors once again have the opportunity to acquire a meaningful equity interest in our Company.

Description of the 2008 Plan

The 2008 Plan authorizes the grant of awards in any of the following forms:

- Options to purchase shares of common stock, which may be nonstatutory stock options or incentive stock options under the U.S. Internal Revenue Code of 1986, as amended (the "Code");
- Performance shares, which are units valued by reference to a designated number of shares of common stock to be paid upon the attainment of performance goals set as described below; and

- Restricted stock, which is subject to restrictions on transferability and subject to forfeiture on terms determined as set forth below.

Both our Board of Directors and our Compensation Committee have the authority to act as the 2008 Plan administrator (the “Administrator”). The Administrator will have the authority to designate participants; determine the type or types of awards to be granted to each participant and the number, terms and conditions thereof; establish, adopt or revise any rules and regulations as it may deem advisable to administer the 2008 Plan; and make all other decisions and determinations that may be required under the 2008 Plan.

Subject to adjustment as provided in the 2008 Plan, the aggregate number of shares of common stock reserved and available for issuance pursuant to awards granted under the 2008 Plan is 2,317,000.

Option Grant Program

The Administrator has complete discretion under the 2008 Plan to determine which eligible individuals are to receive option grants, the time or times when those grants are to be made, the number of shares subject to each such grant, the status of any granted option as either an incentive stock option or a non-statutory option under the federal tax laws, the vesting schedule (if any) to be in effect for the option grant and the maximum term for which any granted option is to remain outstanding.

Each granted option will have an exercise price per share determined by the Administrator, which will not be less than the fair market value of our common stock on the date of grant. No granted option will have a term in excess of ten years. The shares subject to each option will generally vest in one or more installments over a specified period of service measured from the grant date.

Restricted Stock Program

Shares may be issued under the 2008 Plan at a price per share determined by the Administrator, payable in cash or for past services rendered to us. Shares may also be issued as a bonus for past services without any cash outlay required of the recipient. The Administrator has complete discretion under the 2008 Plan to determine which eligible individuals are to receive such stock issuances or awards, the time or times when those issuances or awards are to be made, and the number of shares subject to each such issuance or award. The Administrator also has discretion over the vesting schedule for shares issued under the 2008 Plan.

Performance Shares Program

The Administrator may designate any award as a qualified performance-based award in order to make the award fully deductible without regard to the \$1,000,000 deduction limit imposed by Code Section 162(m) (see below). If an award is so designated, the Administrator must establish objectively determinable performance goals for the award. Performance goals for such awards will be based on one or more financial, strategic and operational business criteria, including but not limited to the following:

- gross and/or net revenue;
- cost of goods sold and gross margin;
- costs and expenses;
- earnings, including before interest, taxes, depreciation and amortization (whether in the aggregate or on a per share basis);
- share price;
- market share; and
- other objective goals consistent with the participant's specific duties and responsibilities, designed to further our financial, operational and other business interests.

In order to meet the requirements of Section 162(m), the Administrator must establish such goals within the first 90 days after the beginning of the period for which such performance goal relates (or such other time as may be required or permitted under applicable tax regulations) and may not increase any award or, except in the case of death, disability or a change in control of Notify, waive the achievement of any specified goal. The Administrator may also determine that any evaluation of performance will include, exclude or otherwise equitably adjust for unusual and non-recurring financial events such as asset write-downs or impairment charges; the effect of changes in tax laws or accounting principles affecting reported results; accruals for reorganization and restructuring programs; extraordinary nonrecurring items meriting special accounting treatment, as determined under generally accepted accounting principles; acquisitions or divestitures; and foreign exchange gains and losses. However, in order to meet the requirements of Section 162(m), in the event the Administrator determines to include or exclude such unusual and nonrecurring events when measuring actual results, it must do so within the first 90 days after the beginning of the period for which such performance goal relates (or such other time as may be required or permitted under applicable tax regulations). Any payment of an award granted with performance goals will be conditioned on the written certification of the Administrator in each case that the performance goals and any other material conditions were satisfied.

Limitations on Transfer; Beneficiaries

No award under the 2008 Plan will be assignable or transferable by a participant other than by will or the laws of descent and distribution or (except in the case of an incentive stock option) pursuant to a qualified domestic relations order; provided, however, that the Administrator may permit other transfers where the Administrator concludes that such transferability does not result in accelerated taxation, does not cause any option intended to be an incentive stock option to fail to qualify as such, and is otherwise appropriate and desirable, taking into account any factors deemed relevant, including without limitation, any state or federal tax or securities laws or regulations applicable to transferable awards. A participant may, in the manner determined by the Administrator, designate a beneficiary to exercise the rights of the participant and to receive any distribution with respect to any award upon the participant's death.

Acceleration Upon Certain Events

Upon the occurrence of a "change in control" of Notify (as defined in the 2008 Plan), the Administrator, in its sole discretion, may provide that (i) that any awards will be settled in cash rather than stock, (ii) that awards or any portion thereof will become immediately vested and exercisable and will expire after a designated period of time to the extent not then exercised, (iii) that awards will be assumed by another party to a transaction or otherwise be equitably converted or substituted in connection with such transaction, (iv) that outstanding awards may be settled by payment in cash or cash equivalents equal to the excess of the fair market value of the underlying stock, as of a specified date associated with the transaction, over the exercise price of the award, (v) that performance targets and performance periods for qualified performance-based awards will be modified, consistent with Code Section 162(m) where applicable, or (vi) any combination of the foregoing.

The Administrator, in its sole discretion, may also provide that if a participant's service terminates by reason of death or disability (i) all of such participant's outstanding options and other awards in the nature of rights that may be exercised will become fully vested and exercisable and will expire after a designated period of time to the extent not then exercised, (ii) outstanding awards may be settled by payment in cash or cash equivalents equal to the excess of the fair market value of the underlying stock, as of a specified date associated with the death or disability, over the exercise price of the award, (iii) performance targets and performance periods for qualified performance-based awards will be modified, consistent with Code Section 162(m) where applicable, or (iv) any combination of the foregoing. The Committee may discriminate among participants or among awards in exercising such discretion.

Adjustments

In the event of a stock split, a dividend payable in shares of common stock, a spin-off, an extraordinary cash dividend, a combination or consolidation of the common stock into a lesser number of shares, or another equity restructuring that causes the per-share value of the common stock to change, the share authorization limits under the

2008 Plan will automatically be adjusted proportionately, and the shares then subject to each award will automatically be adjusted proportionately without any change in the aggregate purchase price for such award.

Termination and Amendment

The 2008 Plan was approved by our Board of Directors in December 2008 and is being submitted to our shareholders at the 2009 Annual Meeting. The 2008 Plan has a term of ten years, unless earlier terminated by the Board or the Compensation Committee. The Board or the Compensation Committee may, at any time and from time to time, terminate or amend the 2008 Plan, but if an amendment to the 2008 Plan would materially increase the number of shares of stock issuable under the 2008 Plan, expand the types of awards provided under the 2008 Plan, materially expand the class of participants eligible to participate in the 2008 Plan, materially extend the term of the 2008 Plan or otherwise constitute a material amendment requiring shareholder approval under applicable listing requirements, laws, policies or regulations, then such amendment will be subject to shareholder approval. No termination or amendment of the 2008 Plan may adversely affect any award previously granted under the 2008 Plan without the written consent of the participant.

The Administrator may amend or terminate outstanding awards. However, such amendments may require the consent of the participant and, unless approved by the shareholders or otherwise permitted by the anti-dilution provisions of the 2008 Plan, the exercise price of an outstanding option may not be reduced, directly or indirectly, and the original term of an option may not be extended.

Certain Federal Tax Information

The following discussion is a limited summary, as of the date of this proxy statement, of the U.S. federal income tax provisions relating to the grant, exercise and vesting of awards under the 2008 Plan. The following discussion is not complete and is not intended to be relied upon as tax advice. The tax consequences of awards may vary according to the country of participation; this discussion assumes that such country is the United States. Also, the tax consequences of the grant, exercise or vesting of awards vary depending upon the particular circumstances, and it should be noted that the income tax laws, regulations and interpretations thereof change frequently. Participants should rely upon their own tax advisors for advice concerning the specific tax consequences applicable to them, including the applicability and effect of state, local, and foreign tax laws.

Nonstatutory Stock Options. Generally, there are no federal income tax consequences to the optionee or to us upon the grant of a nonstatutory stock option under the 2008 Plan. If the optionee exercises a nonstatutory option, he or she will recognize ordinary income in an amount equal to the excess of the fair market value of the common stock received upon exercise of the option at the time of exercise over the exercise price, and we will be allowed a corresponding deduction. Any gain that the optionee realizes when he or she later sells or disposes of the option shares will be short-term or long-term capital gain, depending on how long the shares were held.

Incentive Stock Options. Generally, there are no federal income tax consequences to the optionee or to us upon the grant or exercise of an incentive stock option. If the optionee holds the option shares for the required holding period of at least two years after the date the option was granted and one year after exercise, the difference between the exercise price and the amount realized upon sale or disposition of the option shares will be long-term capital gain or loss, and we will not be entitled to a federal income tax deduction. If the optionee disposes of the option shares in a sale, exchange, or other disqualifying disposition before the required holding period ends, he or she will recognize taxable ordinary income in an amount equal to the excess of the fair market value of the option shares at the time of exercise over the exercise price, and we will be allowed a federal income tax deduction equal to such amount. While the exercise of an incentive stock option does not result in current taxable income, the excess of the fair market value of the option shares at the time of exercise over the exercise price will be an item of adjustment for purposes of determining the optionee's alternative minimum taxable income.

Restricted Stock. Unless a participant makes an election to accelerate recognition of the income to the date of grant as described below, the participant will not recognize income, and we will not be allowed a tax deduction, at the time a restricted stock award is granted, provided that the award is subject to restrictions on transfer and is

subject to a substantial risk of forfeiture. When the restrictions lapse, the participant will recognize ordinary income equal to the fair market value of the common stock as of that date (less any amount he or she paid for the stock), and we will be allowed a corresponding federal income tax deduction at that time, subject to any applicable limitations under Code Section 162(m). If the participant files an election under Code Section 83(b) within 30 days after the date of grant of the restricted stock, he or she will recognize ordinary income as of the date of grant equal to the fair market value of the stock as of that date (less any amount paid for the stock), and we will be allowed a corresponding federal income tax deduction at that time, subject to any applicable limitations under Code Section 162(m). Any future appreciation in the stock will be taxable to the participant at capital gains rates. However, if the stock is later forfeited, the participant will not be able to recover the tax previously paid pursuant to the Code Section 83(b) election.

Performance Shares. Generally, a participant will not recognize income, and we will not be allowed a tax deduction, at the time of an award of performance shares. When the participant receives payment of a performance award, the fair market value of the shares of stock (or cash payment) will be ordinary income to the participant, and we will be allowed a corresponding federal income tax deduction at that time, subject to any applicable limitations under Code Section 162(m).

Code Section 162(m). Code Section 162(m) limits to \$1 million per person the amount we may deduct for compensation paid to certain officers and certain of our most highly compensated employees. Compensation received through the exercise of stock options or settlement of performance shares is not subject to this \$1 million limit if the option/shares and plan meet certain requirements, including that options be granted with an exercise price, or shares be issued with a value, of not less than fair market value. Our policy is to grant stock options and performance shares meeting the requirements of Section 162(m) and applicable regulations

Code Section 409A. The 2008 Plan permits the grant of various types of incentive awards, which may or may not be exempt from Code Section 409A. If an award is subject to Section 409A, and if the requirements of Section 409A are not met, the recognition of taxable income related to such incentive awards would be accelerated and would result in the imposition of additional taxes and penalties. Restricted stock awards and stock options that comply with the terms of the 2008 Plan are designed to be exempt from the application of Code Section 409A. Performance shares granted under the 2008 Plan would be subject to Section 409A unless they are designed to satisfy the short-term deferral exemption from such law. If not exempt, such awards must be specially designed to meet the requirements of Section 409A in order to avoid early taxation and penalties.

Benefits to Named Executive Officers and Others

The following table sets forth the number of shares of common stock issuable upon exercise of stock options that, as of February 27, 2009, have previously been granted under the 2008 Plan (subject to shareholder approval) to the specified individuals and groups:

Name	Dollar Value (\$)	Shares Issuable Upon Exercise of Stock Options
Paul DePond (1)		800,008
Gerald W. Rice (2)		250,003
Rhonda Chicone (3)		250,003
Executive Group (1) (2) (3)		1,300,014
Non-Executive Director Group		100,000
Non-Executive Officer Employee Group		350,000

- (1) Includes options to purchase an aggregate of 113,700 shares of common stock which were exchanged for options previously granted under our 1997 Stock Plan to purchase an aggregate of 600,000 shares of common stock. The options so exchanged were cancelled.
- (2) Includes options to purchase an aggregate of 27,885 shares of common stock which were exchanged for options previously granted under our 1997 Stock Plan to purchase an aggregate of 150,000 shares of common stock. The options so exchanged were cancelled.
- (3) Includes options to purchase an aggregate of 27,885 shares of common stock which were exchanged for options previously granted under our 1997 Stock Plan to purchase an aggregate of 150,000 shares of common stock. The options so exchanged were cancelled.

Equity Compensation Plan Information

Our 1997 Stock Plan was established in January 1997. The 1997 Stock Plan had a term of ten years and expired in January 2007. Under the 1997 Stock Plan, a total of 3,650,000 shares of our common stock had been reserved for issuance. At the expiration of the 1997 Stock Plan, options to purchase 175,338 shares of our common stock had been exercised. Options to purchase up to 2,773,000 shares of our common stock were still outstanding on December 15, 2008. The remaining 546,662 shares authorized under the 1997 Stock Plan expired with the expiration of the 1997 Stock Plan. On October 15, 2007, 106,667, options were executed and 3,333 expired, on December 2, 2007, 40,000 options expired due to non-exercise and 5,000 options expired on their 10 year anniversary on June 11, 2008.

The following table provides information as of September 30, 2008, regarding common stock that may be issued pursuant to our then-existing equity compensation plans:

	(a) Number Of Securities To Be Issued Upon Exercise Of Outstanding Options, Warrants and Rights	(b) Weighted Average Exercise Price Of Outstanding Options, Warrants and Rights	(c) Number Of Securities Remaining Available For Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity Compensation Plans Approved by Shareholders (1)	2,773,000(1)	\$1.248	-
Equity Compensation Plans Not Approved By Shareholders	-	-	-
Totals	2,773,000	\$1.248	-

(1) Consists of shares issuable under our 1997 Stock Plan; excludes shares issuable under the 2008 Plan.

Vote Required and Recommendation of the Board

The affirmative vote of a majority of our outstanding voting shares present or represented and entitled to vote at the annual meeting is required for approval of the 2008 Plan. Should shareholder approval not be obtained, the adoption of the 2008 Plan will not be effective.

The Board of Directors recommends that shareholders vote **FOR** approval of the 2008 Plan. We will vote your shares as you specify on the enclosed proxy card. If you do not specify how you want your shares voted, we will vote them FOR approval of the 2008 Plan.

PROPOSAL NO. 3

AMENDMENT OF BYLAWS

General

As currently stated, our Bylaws provide that the Board of Directors or shareholders may determine a fixed number of authorized directors, within a range of a minimum of five directors and a maximum of nine directors. Our Board has previously fixed the authorized number of directors at five; however, at the current time we have only three duly elected, acting and qualified directors. We believe that our current directors provide the level and amount of core competencies and expertise that we require for the foreseeable future, and have no current intentions or understandings to increase the number of our Board of Directors or to nominate any additional person or persons to serve as a member of our Board of Directors. As a quorum of the Board must be present at each Board meeting in order for the actions taken at that meeting to be valid, and as our Bylaws state that a quorum of the Board consists of a majority of the authorized number of directors, having a Board that consists of five authorized members while only three of those seats are filled would require all three directors to be present at every Board meeting. We cannot guarantee that every current Board member will be available for all upcoming Board meetings. For these reasons, we believe that it would be more beneficial to our shareholders and to our Company if the Bylaws provided for three to five directors, rather than five to nine directors, with the Board and shareholders being authorized to determine a fixed number of directors within that range.

The modification in the number of authorized directors will be effected by an amendment to the Bylaws in the form of Appendix "B" to this proxy statement.

Vote Required and Recommendation of the Board

The affirmative vote of a majority of our outstanding voting shares present or represented and entitled to vote at the annual meeting is required for approval of this Proposal. Should shareholder approval not be obtained, we will be unable to amend the Bylaws to decrease the range of the number of authorized directors.

The Board of Directors recommends that shareholders vote **FOR** approval of the amendment to the Bylaws decreasing the number of authorized directors to a range from three to five, with the specific number of directors to be determined by resolution of the Board of Directors or shareholders. We will vote your shares as you specify on the enclosed proxy card. If you do not specify how you want your shares voted, we will vote them FOR approval of this amendment to the Bylaws.

PROPOSAL NO. 4

RATIFICATION OF INDEPENDENT PUBLIC ACCOUNTANTS

General

L.L. Bradford & Company, LLC ("L.L. Bradford"), has served as our independent public accounting firm since October 2005, and has been appointed by the Audit Committee to continue as our registered public accountants for the fiscal year ending September 30, 2009.

Shareholder ratification of L.L. Bradford as our independent public accountants is not required by our Bylaws

or otherwise. The Board of Directors is seeking such ratification as a matter of good corporate practice. If the shareholders fail to ratify the selection of L.L. Bradford as our independent public accountants, the Audit Committee will consider whether to retain that firm for the year ending September 30, 2009. Even if the selection is ratified, we may appoint a different independent public accounting firm during the year if the Audit Committee determines that such a change would be in the best interests of the Company and our shareholders. We do not expect a representative of L.L. Bradford to be present at the annual meeting or otherwise be available to make a statement or respond to questions.

Fees and Services

The following table shows the aggregate fees billed to us, or that we expect to be billed to us, for professional services by L.L. Bradford for the fiscal years ended September 30, 2008 and 2007:

	<u>2008</u>	<u>2007</u>
Audit Fees	\$45,675	\$56,688
Audit-Related Fees	-	-
Tax Fees	8,000	7,500
All Other Fees	-	-
Total	<u>\$53,675</u>	<u>\$64,188</u>

Audit Fees. This category includes the aggregate fees billed for professional services rendered for the audits of our financial statements for the fiscal years ended September 30, 2008 and 2007, for the reviews of the financial statements included in our quarterly reports on Form 10-QSB during fiscal 2008 and 2007, and for other services that are normally provided by the independent public accountants in connection with statutory and regulatory filings or engagements for the relevant fiscal years.

Audit-Related Fees. This category includes the aggregate fees billed in each of the last two fiscal years for assurance and related services by the independent public accountants that are reasonably related to the performance of the audits or reviews of the financial statements and are not reported above under "Audit Fees," and generally consist of fees for other engagements under professional auditing standards, accounting and reporting consultations, internal control-related matters, and audits of employee benefit plans.

Tax Fees. This category includes the aggregate fees billed in each of the last two fiscal years for professional services rendered by the independent public accountants for tax compliance, tax planning and tax advice.

All Other Fees. This category includes the aggregate fees billed in each of the last two fiscal years for products and services provided by the independent auditors that are not reported above under "Audit Fees," "Audit-Related Fees," or "Tax Fees."

Our Audit Committee reviewed and pre-approved all audit and non-audit fees for services provided by L.L. Bradford and has determined that the provision of such services to us during fiscal 2008 is compatible with and did not impair L.L. Bradford's independence. L.L. Bradford was engaged to perform the 2007 fiscal year-end audit and fiscal 2008 audit services. It is the practice of the Audit Committee to consider and approve in advance all auditing and non-auditing services provided to us by our independent public accountants in accordance with the applicable requirements of the Securities and Exchange Commission.

Vote Required and Recommendation of the Board

The ratification of the appointment of L.L. Bradford requires the affirmative vote of the holders of a majority of shares present or represented and entitled to vote thereon at the annual meeting.

The Board of Directors recommends that shareholders vote **FOR** the ratification of appointment of the independent public accountants.

Report of the Audit Committee

The following report of the Audit Committee shall not be deemed to be “soliciting material” or to be “filed” with the Securities and Exchange Commission, nor shall this information be incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent that we specifically incorporate this information by reference in such filing.

The Audit Committee oversees the financial reporting process for Notify Technology Corporation on behalf of the Board of Directors. In fulfilling its oversight responsibilities, the Audit Committee reviews the Company’s internal accounting procedures, consults with, and reviews the services provided by the Company’s independent public accountants, and makes recommendations to the Board regarding the appointment of independent public accountants. Management is responsible for the financial statements and the reporting process, including the system of internal controls. The independent public accountants are responsible for expressing an opinion on the conformity of those audited financial statements to generally accepted accounting principles.

In accordance with Statements on Accounting Standards (SAS) No. 61, discussions were held with management and the independent public accountants regarding the acceptability and the quality of the accounting principles used in the reports. These discussions included the clarity of the disclosures made therein, the underlying estimates and assumptions used in the financial reporting, and the reasonableness of the significant judgments and management decisions made in developing the financial statements. In addition, the Audit Committee discussed with the independent public accountants their independence from the Company and its management. The independent public accountants provided the written disclosures and the letter required by Independence Standards Board Standard No. 1.

The Audit Committee has also met and discussed with the Company’s management, and with its independent public accountants, issues related to the overall scope and objectives of the audits conducted, the internal controls used by the Company, and the selection of the Company’s independent public accountants. In addition, the Audit Committee discussed with the independent public accountants, with and without management present, the specific results of audit investigations and examinations and the auditors’ judgments regarding any and all of the above issues.

Pursuant to the reviews and discussions described above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Annual Report on Form 10-KSB for the fiscal year ended September 30, 2008, for filing with the Securities and Exchange Commission.

Respectfully submitted,

Audit Committee of the Board of Directors of
Notify Technology Corporation

David A. Brewer
Mark Frappier

SECURITY OWNERSHIP

The following table sets forth certain information regarding beneficial ownership of our common stock as of the Record Date, by (i) each person or entity who is known by us to own beneficially more than 5% of the outstanding shares of our common stock, (ii) each of our directors, (iii) each of the Named Executive Officers (as defined below), and (iv) all directors and executive officers as a group.

The table is based on information provided to us or filed with the SEC by our directors, executive officers and principal shareholders. Beneficial ownership is determined in accordance with the rules of the SEC, and includes voting and investment power with respect to shares. Shares of common stock as indicated in the table, issuable upon exercise of options that are currently exercisable or are exercisable within 60 days after the Record Date, are deemed outstanding for purposes of computing the percentage ownership of the person holding such options or warrants, but are not deemed outstanding for computing the percentage of any other shareholder. Unless otherwise indicated, the address for each shareholder listed in the following table is c/o Notify Technology Corporation, 1054 S. De Anza Blvd., Suite 105, San Jose, California 95129.

Name and Address of Beneficial Owner	Shares Beneficially Owned	Percent of Class Beneficially Owned (1)
21X Investments LLC (2) c/o 1080 Telegraph St B11 Reno NV 89502	6,650,000	47.2
Bruce Galloway (3) c/o Galloway Capital Management, LLC 720 Fifth Avenue, 10 th Floor New York, NY 10019	1,317,928	9.4
Galloway Capital Management, LLC (4) 720 Fifth Avenue, 10 th Floor New York, NY 10019	1,036,321	7.4
Gary Herman (5) c/o Galloway Capital Management, LLC 720 Fifth Avenue, 10 th Floor New York, NY 10019	1,036,321	7.4
Strategic Turnaround Equity Partners LP (6) c/o Stuarts Corporate Services, Ltd. P.O. Box 2510 GT, 4 th Floor One Cayman Financial Centre 36A Dr. Roy's Drive, Georgetown, Grand Cayman Cayman Islands	1,036,321	7.4
David A. Brewer (7)	7,897,156	55.8
Mark Frappier (8)	5,556	*
Paul F. DePond (9)	1,136,504	7.5
Gerald W. Rice (10)	362,981	2.5
Rhonda Chicone (11)	348,778	2.4
All executive officers and directors as a group (five persons) (7)(8)(9)(10)(11)	9,750,975	61.6

* Less than one percent.

- (1) Applicable percentage of ownership is based on 14,075,662 shares of our common stock outstanding as of February 27, 2009, together with applicable options for such shareholder.
- (2) David Brewer, one of our directors, is the sole member and manager of 21X Investments LLC. Information with respect to the number of shares beneficially owned is based solely on the Schedule 13D filed with the SEC by 21X Investments

LLC and Mr. Brewer on June 8, 2007.

- (3) Includes (i) 188,941 shares of common stock held by Mr. Galloway's Individual Retirement Account for which he has sole voting and investment authority; (ii) 22,666 shares of common stock held by Mr. Galloway's son, for which Mr. Galloway has sole voting and investment authority; (iii) 70,000 shares of common stock held by RexonGalloway Capital Growth, LLC, for which Mr. Galloway has sole voting and investment authority; and (iv) 1,036,321 shares of common stock held by Strategic Turnaround Equity Partners, LP ("STEP"); . Mr. Galloway is a managing member of Galloway Capital Management, LLC ("GCM"), the general partner of STEP, and has shared voting and investment authority for STEP. As a result, he may be deemed to indirectly beneficially own the shares held by STEP. Mr. Galloway disclaims beneficial ownership of the shares held by STEP, except to the extent of his indirect interests by virtue of being a managing member of GCM and by virtue of his being a limited partner in STEP. Information with respect to the number of shares beneficially owned in Notes 3 - 6 is based solely on the Schedule 13G/A filed with the SEC by Mr. Galloway, GCM, STEP and Mr. Herman on February 13, 2009.
- (4) Reflects 1,036,321 shares of common stock held by STEP, for which GCM shares voting and investment authority.
- (5) Reflects 1,036,321 shares of common stock held by STEP. Mr. Herman is a managing member of GCM, the general partner of STEP, and has shared voting and investment authority for STEP. As a result, he may be deemed to indirectly beneficially own the shares held by STEP. Mr. Herman disclaims beneficial ownership of the shares held by STEP, except to the extent of his indirect interests by virtue of being a managing member of GCM and by virtue of his being a limited partner in STEP.
- (6) STEP shares voting and investment authority over these shares with GCM.
- (7) Includes 85,556 shares of common stock issuable to Mr. Brewer upon exercise of options exercisable within 60 days of February 27, 2009.
- (8) Comprised of 5,556 shares of common stock issuable to Mr. Frappier upon exercise of options exercisable within 60 days of February 27, 2009.
- (9) Includes 988,889 shares of common stock issuable to Mr. DePond upon exercise of options exercisable within 60 days of February 27, 2009.
- (10) Includes 337,778 shares of common stock issuable to Mr. Rice upon exercise of options exercisable within 60 days of February 27, 2009.
- (11) Includes 337,778 shares of common stock issuable to Ms. Chicone upon exercise of options exercisable within 60 days of February 27, 2009.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following Summary Compensation Table sets forth all compensation earned in all capacities during the fiscal years ended September 30, 2007 and 2008, by our (i) Chief Executive Officer, and (ii) executive officers, other than the Chief Executive Officer, whose salaries for the 2008 fiscal year as determined by Regulation S-K, Item 402, exceeded \$100,000 (the individuals falling within categories (i) and (ii) are collectively referred to as the “Named Executive Officers”).

Name and Principal Position	Year	Annual Compensation		All Other Compensation (\$)(1)	Total (\$)
		Salary (\$)	Bonus (\$)		
Paul F. DePond	2008	276,576	27,094	23,625	327,295
	2007	242,308	0	30,159	272,467
Gerald W. Rice	2008	193,538	13,547	14,205	221,290
	2007	183,077	0	31,627	214,704
Rhonda Chicone.....	2008	136,808	13,547	6,741	157,096
	2007	120,769	0	7,924	128,693

(1) Represents payments of health insurance premiums and dental benefits on behalf of the Named Executive Officers.

Employment Agreements and Change-in-Control Arrangements

The compensation paid to our Named Executive Officers for the periods set forth above was derived from the terms of our employment agreements with these individuals. The following summarizes those agreements:

Paul F. DePond. In October 2007, we entered into an Amended and Restated Employment Agreement with Mr. DePond, providing for an annual base salary of \$255,000. . The Agreement was further amended in December 2008 to increase the annual base salary to \$275,000. Under the Agreement, Mr. DePond is also eligible to receive annual bonuses based upon targets approved by our Board of Directors.

The Agreement further provides that in the event that Mr. DePond’s employment with the Company is terminated without “Cause” (as defined in the Agreement) within 24 months following a “Change of Control” (also as defined in the Agreement) or at any time apart from a Change of Control, Mr. DePond is entitled to receive the following:

- severance compensation equal to a continuation of his salary for a period of 18 months;
- the maximum amount of his bonus for the fiscal year in which such involuntary termination occurs that could have been received had he satisfied all conditions necessary to earn such maximum amount of the bonus during the remainder of such fiscal year;
- 100% Company-paid dental and life insurance coverage and reimbursement for all premium payments paid under COBRA for continuing health insurance coverage as provided to Mr. DePond and his dependents immediately prior to such termination until the earlier of (i) 18 months following such termination, or (ii) the date Mr. DePond becomes covered under another employer’s dental, life or health insurance plan. In lieu of such reimbursements, Mr. DePond may, at his sole election, receive a

one-time cash payment equal to the total amount of such premium payments Mr. DePond would be required to make for 18 months following such termination; and

- outplacement services for a period of up to six months following such termination with a maximum obligation to the Company of \$9,000 for such services.

Mr. DePond is not entitled to severance compensation in the event of a termination for Cause or upon his voluntary resignation. In the event of a termination due to disability, Mr. DePond is entitled to receive only those severance or disability benefits as are established under the Company's then existing severance and benefits plans and policies. In the event of a termination due to Mr. DePond's death, his estate is entitled to receive a one-time cash payment equal to his annual base salary less the amount he is entitled to receive under the Company-paid life insurance policy.

Gerald W. Rice. In October 2007, we entered into an Amended and Restated Employment Agreement with Mr. Rice, providing for an annual base salary of \$185,000. In December 2008, the Agreement was further amended to increase the annual base salary to \$195,000. Under the Agreement, Mr. Rice is also eligible to receive annual bonuses based upon targets approved by our Board of Directors.

The Agreement further provides that in the event that Mr. Rice's employment with the Company is terminated without "Cause" (as defined in the Agreement) within 24 months following a "Change of Control" (also as defined in the Agreement) or at any time apart from a Change of Control, Mr. Rice will be entitled to receive the following:

- severance compensation equal to a continuation of his salary for a period of 12 months;
- the maximum amount of his bonus for the fiscal year in which such involuntary termination occurs that could have been received had he satisfied all conditions necessary to earn such maximum amount of the bonus during the remainder of such fiscal year;
- 100% Company-paid dental and life insurance coverage and reimbursement for all premium payments paid under COBRA for continuing health insurance coverage as provided to Mr. Rice and his dependents immediately prior to such termination until the earlier of (i) 12 months following such termination, or (ii) the date Mr. Rice becomes covered under another employer's dental, life or health insurance plan. In lieu of such reimbursements, Mr. Rice may, at his sole election, receive a one-time cash payment equal to the total amount of such premium payments Mr. Rice would be required to make for 12 months following such termination; and
- outplacement services for a period of up to 6 months following such termination with a maximum obligation to the Company of \$9,000 for such services.

Mr. Rice is not entitled to severance compensation in the event of a termination for Cause or upon his voluntary resignation. In the event of a termination due to disability, Mr. Rice is entitled to receive only those severance or disability benefits as are established under the Company's then existing severance and benefits plans and policies. In the event of a termination due to Mr. Rice's death, his estate is entitled to receive a one-time cash payment equal to his annual base salary less the amount he is entitled to receive under the Company-paid life insurance policy.

Rhonda Chicone. In October 2007 we entered into an Amended and Restated Employment Agreement with Ms. Chicone, providing for an annual base salary of \$135,000. The Agreement was further amended in December 2008, increasing the annual base salary to \$145,000. Under the Agreement, Ms. Chicone is also eligible to receive annual bonuses based on targets approved by our Board of Directors.

The Agreement further provides that in the event that Ms. Chicone's employment with the Company is terminated without Cause (as defined in the Agreement) within 24 months following a "Change of Control" (also as defined in the Agreement) or at any time apart from a Change of Control, Ms. Chicone will be entitled to receive the following:

- severance compensation equal to a continuation of her salary for a period of 12 months;
- the maximum amount of her bonus for the fiscal year in which such involuntary termination occurs that could have been received had she satisfied all conditions necessary to earn such maximum amount of the bonus during the remainder of such fiscal year;
- 100% Company-paid dental and life insurance coverage and reimbursement for all premium payments paid under COBRA for continuing health insurance coverage as provided to Ms. Chicone and her dependents immediately prior to such termination until the earlier of (i) 12 months following such termination, or (ii) the date Ms. Chicone becomes covered under another employer's dental, life or health insurance plan. In lieu of such reimbursements, Ms. Chicone may, at her sole election, receive a one-time cash payment equal to the total amount of such premium payments Ms. Chicone would be required to make for 12 months following such termination; and
- outplacement services for a period of up to 6 months following such termination with a maximum obligation to the Company of \$9,000 for such services.

Ms. Chicone is not entitled to severance compensation in the event of a termination for Cause or upon her voluntary resignation. In the event of a termination due to death or disability, Ms. Chicone is entitled to receive only those severance or disability benefits as are established under the Company's then existing severance and benefits plans and policies.

The foregoing Agreements define a "Change of Control" as (i) the acquisition of more than 30% of our total voting power by any person or group; (ii) a change in a majority of our Board of Directors occurring within a two-year period; or (iii) the approval by our shareholders of (A) a merger or consolidation that would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) at least 50% of the total voting power represented by the voting securities of the Company or such surviving entity outstanding immediately after such merger or consolidation, (B) a sale of all or substantially all of our assets, or (C) a liquidation; provided, however, that a public offering of our common stock does not constitute a Change of Control. The Agreements define "Cause" as (i) an act of personal dishonesty in connection with such person's responsibilities as an employee and which is intended to result in the substantial personal enrichment of such person; (ii) a conviction of a felony that the Board of Directors reasonably believes had or will have a material detrimental effect on our reputation or business; and (iii) willful act by the person which constitutes gross misconduct and is injurious to us. The Agreements define "disability" as the person's inability to perform duties under the Agreement due to mental or physical illness and such inability, at least 26 weeks after its commencement, is determined to be total and permanent by a physician.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth certain information for the Named Executive Officers with respect to securities underlying unexercised options at September 30, 2008:

Name	Option Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price(\$)	Option Expiration Date
Paul F. DePond	50,000(1)	--	\$8.813	2/23/2010
	50,000(1)	--	\$2.750	11/29/2010
	100,000(1)	--	\$1.600	6/28/2011
	500,000(1)	--	\$1.600	6/28/2011
	150,000(1)	--	\$0.320	10/10/2011
	400,000(1)	--	\$0.250	8/5/2013

	250,000(1)	--	\$0.260	11/8/2014
Gerald W. Rice	50,000(1)	--	\$8.813	2/23/2010
	10,000(1)	--	\$2.750	11/29/2010
	50,000(1)	--	\$1.600	6/28/2011
	100,000(1)	--	\$1.600	6/28/2011
	50,000(1)	--	\$0.320	10/10/2011
	125,000(1)	--	\$0.250	8/5/2013
	75,000(1)	--	\$0.260	11/8/2014
Rhonda Chicone	5,000(1)	-	\$3.781	2/24/2009
	5,000(1)	---	\$6.375	11/9/2009
	20,000(1)	--	\$8.813	2/23/2010
	10,000(1)	--	\$3.875	7/17/2010
	150,000(1)	--	\$1.600	6/28/2011
	50,000(1)	--	\$0.320	10/10/2011
	150,000(1)	--	\$0.250	8/5/2013
	75,000(1)	--	\$0.260	11/8/2014
		--		

(1) All of the above options vested in equal monthly installments over a 25 to 48-month period. As of the date hereof, all of these options have fully vested.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

In October 2007, we entered into Amended and Restated Employment Agreements with each of Messrs. DePond and Rice and Ms. Chicone. These Agreements were further amended in December 2008 to increase the respective annual base salaries paid to these individuals. See the discussion of these Agreements located above in the section titled “Executive Compensation - Employment Agreements and Change-in-Control Arrangements”.

Other than those Agreements, during the last two fiscal years, we have not been a party to any related party transactions.

MISCELLANEOUS

Shareholder Proposals

Any shareholder proposal intended to be presented at the Annual Meeting of Shareholders for the fiscal year ending September 30, 2009 must be received by the Company not later than December 15, 2009 for inclusion in our proxy statement and form of proxy for that meeting. Such proposals should be directed to the attention of Secretary, Notify Technology Incorporated, 1054 S. De Anza Boulevard, Suite 105, San Jose, California 95129. If a shareholder notifies the Company in writing prior to December 15, 2009 that he or she intends to present a proposal at our Annual Meeting of Shareholders for the fiscal year ending September 30, 2009, the proxy holders designated by the Board of Directors may exercise their discretionary voting authority with regard to the shareholder’s proposal and the proxy holder’s intentions with respect to the proposal. If the shareholder does not notify the Company by such date, the proxy holders may exercise their discretionary voting authority with respect to the proposal without inclusion of such discussion in the proxy statement.

Shareholder Communication with our Board

Any communications from shareholders to our Board of Directors must be addressed in writing and mailed to the attention of the Board of Directors, c/o Secretary, 1054 S. De Anza Boulevard, Suite 105, San Jose, California 95129. The Secretary will compile the communications, summarize lengthy or repetitive communications and forward these communications to the directors, in accordance with the judgment of our Chairman of the Board. Any matter relating to our financial statements, accounting practices or internal controls should be addressed to the Audit Committee.

Other Matters

We do not intend to bring before the meeting for action any matters other than those specifically referred to in this proxy statement, and we are not aware of any other matters which are proposed to be presented by others. If any other matters or motions should properly come before the meeting, the persons named in the proxy intend to vote on any such matter in accordance with their best judgment, including any matters or motions dealing with the conduct of the meeting.

Annual Report on Form 10-KSB

A copy of the Company's Annual Report on Form 10-KSB for the fiscal year ended September 30, 2008, is being mailed to each shareholder of record together with this proxy statement.

Proxies

All shareholders are urged to fill in their choices with respect to the matters to be voted on, sign, date and promptly return the enclosed form of Proxy.

Householding of Proxy Materials

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more shareholders sharing the same address by delivering a single proxy statement addressed to those shareholders. This process, which is commonly referred to as "householding," potentially means extra convenience for shareholders and cost savings for companies.

This year, a number of brokers with account holders who are our shareholders will be "householding" our proxy materials. A single proxy statement may be delivered to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders. Once you have received notice from your broker that it will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you notify your broker or us that you no longer wish to participate in "householding." If, at any time, you no longer wish to participate in "householding" and would prefer to receive a separate proxy statement and annual report in the future you may (i) notify your broker or (ii) direct your written request to: Notify Technology Corporation, Attn: Secretary, 1054 S. De Anza Boulevard, Suite 105, San Jose, California 95129, telephone: (408) 777-7920. Shareholders who currently receive multiple copies of the proxy statement at their address and would like to request "householding" of their communications should contact their broker. In addition, we will promptly deliver, upon written or oral request to the address or telephone number above, a separate copy of the annual report and proxy statement to all shareholders at a shared address to which a single copy of the documents was delivered.

By Order of the Board of Directors

/s/ Gerald W. Rice
Gerald W. Rice,
Chief Financial Officer and Secretary

April 15, 2009