



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD August 18, 2016

July 11, 2016

Dear Shareholder:

On behalf of the Board of Directors and management, we cordially invite you to attend the Annual Meeting of Shareholders for Cimetrix Incorporated, which will be held on Thursday, August 18, 2016, at 8:30 a.m. at the Company's headquarters, located at 6979 South High Tech Drive, Salt Lake City, Utah.

At the meeting, the Board of Directors is asking you to: (i) elect directors; (ii) approve amendments to the Company's 2006 Long-Term Incentive Plan (the "Plan") and adopt the Plan, as amended; and (iii) transact such other business as may properly come before the meeting or any adjournment thereof. More information on these proposals are set forth in this Notice of Annual Meeting of Shareholders, (this "Notice"), which you are urged to read thoroughly.

If you cannot vote in person at the Annual Meeting, shareholders whose shares are registered in their own names may vote via the Internet, by telephone or, for those shareholders who request a voting card in the mail, by mailing a completed voting card. Instructions for voting are contained at the end of this Notice. Those shareholders who request and receive a paper voting card and voting instructions by mail, and who elect to vote by mail, should sign and return the mailed voting card in the prepaid and addressed envelope that will be enclosed with the voting card, and your shares will be voted at the Annual Meeting in the manner you direct. In the event that you return a signed voting card on which no directions are specified, your shares will be voted in accordance with the recommendation of the Board of Directors.

If your shares are registered in the name of a bank or brokerage firm (your record holder), you will receive instructions from your record holder (your bank or brokerage firm) that must be followed in order for your record holder to vote your shares per your instructions. Many banks and brokerage firms have a process for their beneficial holders to provide instructions via the Internet or over the telephone. If Internet or telephone voting is unavailable from your bank or brokerage firm, please complete and return the voting instruction card provided by your record holder in accordance with the instructions included therewith. Do not send the voting instruction card to the Company. Shares can only be voted by the registered holder or a duly authorized proxy and your shares will be voted by the bank or brokerage firm in accordance with a duly completed and returned voting instruction card. If you hold shares through a bank or brokerage firm and wish to be able to vote in person at the Annual Meeting, you must obtain a legal proxy from your brokerage firm, bank or other holder of record and present it to the inspector of elections with your ballot.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'Robert H. Reback', is written over a light blue horizontal line.

Robert H. Reback
President and Chief Executive Officer

6979 South High Tech Drive, Salt Lake City, Utah 84047 - 1.801.256.6500
www.cimetrix.com

ELECTION OF DIRECTORS

Proposal 1

Election to the Board of Directors

The Nominating Committee of the Board of Directors ("Nominating Committee") has nominated the following individuals to serve three year terms on the Cimetrix Board of Directors:

Robert H. Reback, President and Chief Executive Officer, has been a Director since 2004. The Board nominated Mr. Reback based on his long-standing service and extensive experience in factory automation and management. In addition, the Board values Mr. Reback's ability to convey his detailed knowledge of the Company's operations and strategy, as well as his insights about the equipment market and high-tech industries.

Scott C. Chandler has been a Director since 2003. The Board nominated Mr. Chandler for his business experience in a variety of industries, his management experience, his recognition as a financial expert and Mr. Chandler's contributions to the Cimetrix Board, Compensation and Audit Committees.

Michael B. Thompson has been a Director since 2004. The Board nominated Mr. Thompson for his business experience in successfully running software development companies and other organizations, and his experience and expertise with simulation, scheduling and material handling automation, and software controls.

Patrick J. Trippel has been a Director since 2015. The Board nominated Mr. Trippel for his expertise in strategic leadership in managing business acquisitions and integrations on a global level, as well as his expertise in effective market analysis, development and implementing breakthrough, result-oriented strategies.

David P. Faulkner, Executive Vice President, Sales and Marketing, has been a Director since 2015. The Board nominated Mr. Faulkner for his extensive years of sales and marketing expertise in factory automation as well as Mr. Faulkner's in-depth knowledge and insight into the Company's client strategies for long-term growth.

Complete details of each director's bio can be found at <http://www.cimetrix.com/Governance> and <http://www.cimetrix.com/Leadership>.

Voting

Directors are elected by a plurality vote. The nominee for director receiving the highest number of votes at the Annual Meeting will be elected.

The Board of Directors recommends that the shareholders vote "FOR" the election of the Director nominees to the Board: Robert H. Reback, Scott C. Chandler, Michael B. Thompson, Patrick J. Trippel and David P. Faulkner.

RATIFICATION AND AMENDMENT TO THE COMPANY'S 2006 LONG-TERM INCENTIVE PLAN

Proposal 2

Ratify and Amend the Company's 2006 Long-Term Incentive Plan

In May 2006, the Company's shareholders approved the combined amendment and restatement of the Cimatrix Incorporated 1998 Incentive Stock Option Plan and the Cimatrix Incorporated Director Stock Option Plan as the Cimatrix 2006 Long-Term Incentive Plan (the "Plan"). The shareholder approval authorized the grants of awards covering up to 6,250,000 shares. There are no separate Stock Option Plans for executives and directors. The Cimatrix 2006 Long-term Incentive Plan replaced all previous separate plans with a single plan for all employees, officers and directors.

In May, 2011, the Company's shareholders approved the amendment to the Plan to authorize 3,000,000 additional shares of common stock to be made available for awards issued under the plan and to increase the maximum term for stock option awards under the Plan from 7 to 10 years.

In December, 2014, the Company effectuated a 10,000 to 1 reverse stock split and in December, 2015, the Company effectuated a 1,000 to 1 forward stock split. The effect of these two stock splits converted the pre-split share count from 9,250,000 to 925,000 shares of common stock available for awards issued under the plan.

Grants under the Plan can be, but are not required to be, "incentive stock option" grants. Incentive stock options must be granted within ten years from the date a plan is adopted or, if earlier, approved. Upon expiration of the ten-year period, shareholders must re-adopt the plan prior to additional grants of incentive stock options being made.

Shareholders are requested to (i) approve the amendments to the 2006 Long-Term Incentive Plan to amend and restate the total shares of common stock available for grant from 9,250,000 to 925,000, and (ii) adopt the Plan, as amended. Shareholders are not being asked to approve additional shares.

Voting

Approval of amending the Plan and adoption of the Plan, as amended, requires that the number of votes cast at the Meeting, in person or by proxy, in favor of such approval and adoption exceeds the number of votes cast in opposition to the approval and adoption.

The Board of Directors recommends that the shareholders vote "FOR" amending the Plan and adopting the Plan, as amended.





**VOTING INSTRUCTIONS FOR THE SHAREHOLDER MEETING TO BE HELD ON
THURSDAY, AUGUST 18, 2016**

As part of our efforts to conserve environmental resources and prevent unnecessary corporate expenses, Cimetricx Incorporated has elected to provide Internet and phone access to its voting items rather than mailing paper copies. This reduces postage, printing costs and unnecessary paper waste.

Voting Items:

1. ELECTION OF DIRECTORS:
 - a. Robert H. Reback
 - b. Scott C. Chandler
 - c. Michael B. Thompson
 - d. Patrick J. Trippel
 - e. David P. Faulkner
 2. RATIFICATION AND AMENDMENT TO THE COMPANY'S 2006 LONG-TERM INCENTIVE PLAN
 3. TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF
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HOW TO VOTE: Record holder instructions only. If your shares are held at a bank or in brokerage, contact them directly for voting instructions.

	BY INTERNET	www.colonialstock.com/cimetricx2016
	BY PHONE	877-285-8605
	BY MAIL	You may request a voting card by contacting us at 877-285-8605
	IN PERSON	Vote in person at the meeting

MEETING INFORMATION

Meeting Type:	Shareholder Meeting
Meeting Date:	Thursday, August 18, 2016
Meeting Time:	8:30 AM MDT
Meeting Location:	Cimetricx Incorporated 6979 High Tech Drive Salt Lake City, UT 84047-3757