### UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

## SCHEDULE 14A

### (RULE 14a-101)

# INFORMATION REQUIRED IN PROXY STATEMENT

### SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant  $\boxtimes$  Filed by a Party other than the Registrant  $\square$ 

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- □ Soliciting Material Under § 240.14a-12

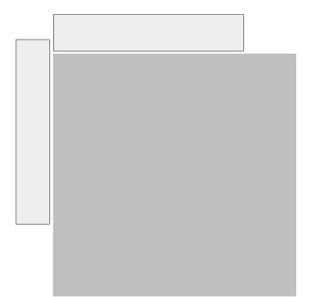
### Telkonet, Inc.

(Name of Registrant as Specified in its Charter) (Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ⊠ No fee required.
- $\Box$  Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- □ Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount previously paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

				VOTE BY INTERNET - www.prosyvote.com Use the internet to transmit your voting instruct information up until 1159 P.M. Eastern fime II meeting date. Have your proxy card in hand w follow the instructions to obtain your records a form.	he day before the cut-off date or then you access the website and	_
	TELFORT, INC. C/O Broadmidge Corporate Issues Solutions PO Box 1342 Edgewood, MT 12717			LECTRONIC DELIVERY OF FUTURE PROXY MATERIALS you would like to reduce the costs incurred by our company in mailing proxy sterials, you can consent to receiving all future proxy statements, proxy cards in annual reports electronicity via email or the internet. To sign up for electronic		
	Investor Ad Investor Ad Investor Ad	ddress Line 3 ddress Line 4 ddress Line 5 RESTREET		delikery, please follow the instructions above to prompted, indicate that your agree to rece electronically in futureyears. VOTE BY PHONE -1-400-690-6903 Use any touch-one teleptone to transmit your P.M. Eastern Time the day before the cut-off data proxy card in hand when you call and then follow VOTE BY MAIL	vote using the internet and, when ive or access proxy materials voting instructions up until 11:59 or meeting date. Have your	
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## Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Notice & Proxy Statement and Annual Report on Form 10-K of Telkonet, Inc. are available at <u>www.proxyvole.com</u>

	TELKONET, INC.
	Annual Meeting of Stockholders
	May 23, 2019
	This proxy is solicited by the Board of Directors
	THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF TELKONET, INC. FOR USE ONLY AT THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 23, 2019 AND ANY ADJOURNMENT OR POSTPONEMENT THEREOF.
	The undersigned, being a stockholder of Telkonet, Inc. ("Telkonet"), hereby authorizes Jason L. Tienor and Richard E. Mushrush, and each of them, with the full power of substitution, to represent the undersigned at the Annual Meeting of Stockholders of Telkonet to be held at Telkonet, Inc., 20800 Swenson Dr. Suite 175, Waukesha, WI 53186 on May 23, 2019, at 1:00 p.m., local time, and at any adjournment or postponement thereof, with respect to all votes that the undersigned would be entitled to cast, if then personally present, as appears on the reverse side of this proxy.
	In their discretion, the proxies are authorized to vote with respect to matters incident to the conduct of the meeting and upon such other matters as may properly come before the meeting. This proxy may be revoked at any time before it is exercised.
0000417796_2 81.0.1.18	Shares of common stock, Series A Preferred Stock and Series B Preferred Stock of Telkonet will be voted as specified. If no specification is made, shares will be voted FOR each of the nominees for director listed on the reverse side, FOR Proposal 2, FOR Proposal 3, and FOR Proposal 4, FOR the "ONE YEAR" option for Proposal 5, and IN ACCORDANCE WITH THE DISCRETION OF THE PROXIES as to any other matter which may properly come before the Meeting.
-	Continued and to be signed on reverse side.