

Global Eagle Entertainment Inc.
Form DEF 14A
April 30, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

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

Filed by the Registrant x
Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary proxy statement
 o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
 x Definitive proxy statement
 o Definitive additional materials
 o Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

Global Eagle Entertainment Inc.

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Date filed:

TABLE OF CONTENTS

Global Eagle Entertainment Inc.

**4553 Glencoe Avenue
Los Angeles, California 90292**

April 30, 2015

Dear Fellow Stockholders:

You are cordially invited to attend the 2015 Annual Meeting of Stockholders of Global Eagle Entertainment Inc. on Tuesday, June 23, 2015, at 10:00 a.m. (local time) at our offices at 4553 Glencoe Avenue, Los Angeles, California 90292.

Details about the business to be conducted at the Annual Meeting and other information can be found in the attached Notice of Annual Meeting of Stockholders and Proxy Statement. As a stockholder, you will be asked to vote on a number of proposals.

Whether or not you plan to attend the Annual Meeting of Stockholders in person, your vote is important. After reading the attached Notice of Annual Meeting of Stockholders and Proxy Statement, please submit your proxy or voting instructions promptly.

On behalf of the management team and your Board of Directors, thank you for your continued support and interest in Global Eagle Entertainment Inc.

Sincerely,

Dave Davis
Chief Executive Officer and Director

TABLE OF CONTENTS

Global Eagle Entertainment Inc.

4553 Glencoe Avenue
Los Angeles, California 90292

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS To Be Held on June 23, 2015

The 2015 Annual Meeting of Stockholders of Global Eagle Entertainment Inc. (the Annual Meeting) will be held on June 23, 2015 at 10:00 a.m. (local time) at our offices at 4553 Glencoe Avenue, Los Angeles, California 90292, for the following purposes:

1. To elect Jeffrey E. Epstein, Jeffrey A. Leddy and Stephen Hasker as Class I members of our Board of Directors, each to serve for a three-year term;
2. To approve an amendment and restatement of the Global Eagle Entertainment Inc. 2013 Equity Incentive Plan, as amended (the Incentive Plan) which increases the number of shares of common stock available for grant by 1,500,000;
3. To approve, on an advisory basis, the compensation of our named executive officers, as disclosed in this Proxy Statement;
4. To consider and vote upon any adjournment of the Annual Meeting, if necessary, to solicit additional proxies in favor of proposal 2;
5. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015; and
6. To transact any other business that properly comes before the Annual Meeting and any adjournment or postponement thereof.

These items of business are more fully described in the Proxy Statement accompanying this Notice.

Only stockholders of record as of the close of business on April 30, 2015 are entitled to receive notice of and to vote at the Annual Meeting and any and all adjournments or postponements thereof. Stockholders who hold shares in street name may vote through their brokers, banks or other nominees.

Regardless of the number of shares you own and whether you plan to attend the Annual Meeting, please vote. All stockholders of record can vote (i) over the Internet by accessing the Internet website specified on the enclosed proxy card and following the instructions provided to you, (ii) by calling the toll-free telephone number specified on the enclosed proxy card and following the instructions when prompted, (iii) by written proxy by signing and dating the enclosed proxy card and returning it, or (iv) by attending the Annual Meeting in person.

We encourage you to receive all proxy materials in the future electronically to help us save printing costs and postage fees, as well as natural resources in producing and distributing these materials. If you wish to receive these materials electronically in the future, please follow the instructions on the proxy card.

By Order of the Board of Directors,

Jay Itzkowitz

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Senior Vice President, General Counsel and Secretary

April 30, 2015

TABLE OF CONTENTS

**IMPORTANT NOTICE REGARDING THE AVAILABILITY
OF PROXY MATERIALS FOR THE ANNUAL MEETING
OF STOCKHOLDERS TO BE HELD ON JUNE 23, 2015**

**This Notice of Annual Meeting and Proxy Statement
and our 2014 Annual Report are available on our
website at *www.geemedia.com under
Investors Financial Info***

TABLE OF CONTENTS

TABLE OF CONTENTS

	Page
<u>QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING</u>	1
<u>PROPOSAL 1 ELECTION OF DIRECTORS</u>	7
<u>DIRECTORS AND EXECUTIVE OFFICERS</u>	8
<u>Directors</u>	8
<u>Executive Officers</u>	11
<u>BOARD OF DIRECTORS AND CORPORATE GOVERNANCE</u>	13
<u>Director Independence</u>	13
<u>Board Leadership Structure</u>	13
<u>Role of the Board in Risk Oversight</u>	13
<u>Meetings of the Board of Directors</u>	13
<u>Information Regarding Committees of the Board of Directors</u>	14
<u>Audit Committee</u>	14
<u>Compensation Committee</u>	15
<u>Compensation Committee Interlocks and Insider Participation</u>	16
<u>Nominating and Corporate Governance Committee</u>	16
<u>Director Nominations</u>	16
<u>Stockholder Communications with the Board of Directors</u>	17
<u>Code of Ethics</u>	17
<u>Director Compensation</u>	17
<u>EXECUTIVE COMPENSATION</u>	19
<u>Compensation Committee Report</u>	19
<u>Compensation Discussion and Analysis</u>	19
<u>2014 Compensation Decisions</u>	23
<u>Base Salary</u>	23
<u>Annual Cash Incentive Compensation</u>	24
<u>2015 Annual Cash Incentive Compensation</u>	24
<u>Long-Term Equity-Based Incentive Compensation</u>	25
<u>Retirement Savings and Other Benefits</u>	25
<u>Severance Benefits</u>	26
<u>Perquisites</u>	26
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	34
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	36
<u>PROPOSAL 2 APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE</u>	
<u>GLOBAL EAGLE ENTERTAINMENT INC. 2013 EQUITY INCENTIVE PLAN</u>	37
<u>The Global Eagle Entertainment Inc. 2013 Equity Incentive Plan</u>	37
<u>Vote Required for Approval</u>	43
<u>Recommendation of our Board of Directors</u>	44
<u>PROPOSAL 3 ADVISORY VOTE TO APPROVE THE COMPANY S EXECUTIVE</u>	
<u>COMPENSATION</u>	45
<u>Recommendation of our Board of Directors</u>	45

TABLE OF CONTENTS

	Page
<u>PROPOSAL 4 ADJOURNMENT OF ANNUAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF PROPOSAL 2</u>	<u>46</u>
<u>Vote Required for Approval</u>	<u>46</u>
<u>Recommendation of our Board of Directors</u>	<u>46</u>
<u>PROPOSAL 5 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	<u>47</u>
<u>Recommendation of our Board of Directors</u>	<u>47</u>
<u>AUDIT-RELATED MATTERS</u>	<u>48</u>
<u>Independent Registered Public Accounting Firm Fees</u>	<u>49</u>
<u>Pre-Approval Policy and Procedures</u>	<u>49</u>
<u>Report of the Audit Committee</u>	<u>50</u>
<u>RELATED PERSON POLICY AND TRANSACTIONS</u>	<u>51</u>
<u>Related Person Transactions Policy and Procedures</u>	<u>51</u>
<u>Related Person Transactions</u>	<u>51</u>
<u>OTHER MATTERS</u>	<u>53</u>
<u>Householding of Proxy Materials</u>	<u>53</u>
<u>Electronic Access to Proxy Statement and Annual Report</u>	<u>53</u>

TABLE OF CONTENTS

Global Eagle Entertainment Inc.

4553 Glencoe Avenue
Los Angeles, California 90292

PROXY STATEMENT FOR THE 2015 ANNUAL MEETING OF STOCKHOLDERS To Be Held on June 23, 2015

This Proxy Statement is being furnished to stockholders of record of Global Eagle Entertainment Inc. (Global Eagle, the Company, we, us or our) as of the close of business on April 30, 2015 in connection with the solicitation by our Board of Directors of proxies for the 2015 Annual Meeting of Stockholders (the Annual Meeting) to be held at our offices located at 4553 Glencoe Avenue, Los Angeles, California 90292, on Tuesday, June 23, 2015, at 10:00 a.m. (local time), or at any and all adjournments or postponements thereof, for the purposes stated in the Notice of Annual Meeting of Stockholders. The approximate date of mailing of this Proxy Statement and the enclosed form of proxy is May 5, 2015.

QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING

Why am I receiving these materials?

We have sent you these proxy materials because our Board of Directors is soliciting your proxy to vote at the Annual Meeting, including at any adjournments or postponements of the meeting. You are invited to attend the Annual Meeting to vote on the proposals described in this Proxy Statement. However, you do not need to attend the meeting to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card, or follow the instructions below to submit your proxy over the telephone or through the Internet.

How do I attend the Annual Meeting?

The Annual Meeting will be held at our offices located at 4553 Glencoe Avenue, Los Angeles, California 90292 on Tuesday, June 23, 2015, at 10:00 a.m. (local time). For directions, contact our offices at (310) 437-6000. Information on how to vote in person at the Annual Meeting is discussed below.

Who can vote at the Annual Meeting?

Only stockholders of record at the close of business on April 30, 2015, the record date for the Annual Meeting, will be entitled to vote at the Annual Meeting. On this record date, there were 77,104,388 shares of common stock outstanding and entitled to vote. For ten days prior to the Annual Meeting, during normal business hours, a complete list of all stockholders on the record date will be available for examination by any stockholder at the Company's offices at 4553 Glencoe Avenue, Los Angeles, California 90292. The list of stockholders will also be available at the Annual Meeting.

Stockholder of Record: Shares Registered in Your Name

If at the close of business on April 30, 2015 your shares were registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC, then you are a stockholder of record. As a stockholder of record, you may vote in person at the meeting or vote by proxy. Whether or not you plan to attend the meeting, we urge you to fill out and return the enclosed proxy card or vote by proxy over the telephone or through the Internet as instructed below to ensure your vote is counted.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If at the close of business on April 30, 2015 your shares were held in an account at a brokerage firm, bank, dealer or other similar organization, rather than in your own name, then you are the beneficial owner of shares held in street name and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how

TABLE OF CONTENTS

to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the meeting unless you request and obtain a valid proxy from your broker or other agent.

What am I voting on?

There are five matters scheduled for a vote:

1. To elect Jeffrey E. Epstein, Jeffrey A. Leddy and Stephen Hasker as Class I members of our Board of Directors, each to serve for a three-year term;
To approve an amendment and restatement of the Global Eagle Entertainment Inc. 2013 Equity Incentive Plan, as amended (the Incentive Plan) which increases the number of shares of common stock available for grant by 1,500,000 (the Incentive Plan Amendment);
2. To approve, on an advisory basis, the compensation of our named executive officers, as disclosed in this Proxy Statement;
3. To consider and vote upon any adjournment of the Annual Meeting, if necessary, to solicit additional proxies in favor of proposal 2; and
4. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015.
- 5.

What are our Board of Directors recommendations?

Unless you give other instructions on your proxy card, or by telephone or on the Internet, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of our Board of Directors. Our Board of Directors recommendation is set forth together with the description of each item in this Proxy Statement. In summary, our Board of Directors recommends a vote:

FOR election of the nominated slate of directors (see Proposal 1);

FOR approval of the Incentive Plan Amendment (see Proposal 2);

FOR approval, on an advisory basis, of the compensation of our named executive officers (see Proposal 3); and
FOR the adjournment of the Annual Meeting, if necessary, to solicit additional proxies in favor of Proposal 2 (see Proposal 4); and

FOR ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015 (see Proposal 5).

What if another matter is properly brought before the meeting?

The Board of Directors knows of no other matters that will be presented for consideration at the Annual Meeting. If you have submitted a proxy and any other matter is properly presented at the meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his best judgment.

How do I vote?

For Proposal 1, you may either vote For all the nominees to the Board of Directors or you may Withhold your vote for any one or more nominees you specify. For Proposals 2, 3, 4 and 5, you may vote For or Against or abstain from voting.

TABLE OF CONTENTS

The procedures for voting are fairly simple:

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record, you may vote in person at the Annual Meeting, vote by proxy using the enclosed proxy card, vote by proxy over the telephone or vote by proxy through the Internet. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the meeting and vote in person even if you have already voted by proxy.

To vote in person, come to the Annual Meeting and we will give you a ballot when you arrive. To vote using the proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.

To vote by proxy over the telephone, dial toll-free 1-800-776-9437 using a touch-tone phone and follow the recorded instructions. You will be asked to provide the Company number and control number from the enclosed proxy card. Your vote must be received by 11:59 p.m. Eastern Daylight Time on June 22, 2015 to be counted.

To vote by proxy through the Internet, go to www.voteproxy.com to complete an electronic proxy card. You will be asked to provide the Company number and control number from the enclosed proxy card. Your vote must be received by 11:59 p.m. Eastern Daylight Time on June 22, 2015 to be counted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a proxy card and voting instructions with these proxy materials from that organization rather than from us.

Simply complete and mail the proxy card to ensure that your vote is counted. Alternatively, you may vote by telephone or through the Internet as instructed by your broker or bank. To vote in person at the Annual Meeting, you must obtain a valid proxy from your broker, bank, or other agent. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a proxy form.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you owned at the close of business on April 30, 2015.

What happens if I do not vote?

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record and do not vote by completing your proxy card, by telephone, through the Internet or in person at the Annual Meeting, your shares will not be voted, nor will your shares count toward the establishment of a quorum for the meeting.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If you are a beneficial owner and do not instruct your broker, bank or other agent how to vote your shares, the question of whether your broker or nominee will still be able to vote your shares depends on whether the proposal is considered to be a routine matter. See below under "What are broker non-votes?" for more information. At the Annual

Meeting, only Proposal 5 is considered to be a routine matter. Accordingly, without your instructions, your broker or nominee may not vote your shares on Proposals 1, 2, 3 or 4, but may vote your shares on Proposal 5.

3

TABLE OF CONTENTS

What if I return a signed proxy card or otherwise vote but do not make specific choices?

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted, as applicable, For the election of the three nominees to our Board of Directors and For Proposals 2, 3, 4 and 5.

If any other matter is properly presented at the meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using his best judgment.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We also have hired Morrow & Co., LLC (Morrow) to assist us in the distribution of proxy materials and the solicitation of votes. Morrow may solicit proxies personally, electronically or by telephone. We will pay Morrow a base fee of \$7,500 plus customary costs and expenses for these services. We have agreed to indemnify Morrow against certain liabilities arising out of or in connection with these services. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

What does it mean if I receive more than one set of proxy materials?

If you receive more than one set of proxy materials, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on the proxy card in the proxy materials to ensure that all of your shares are voted.

Can I change my vote after submitting my proxy?

Yes. You can revoke your proxy at any time before the final vote at the meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

You may submit another properly completed proxy card with a later date.

You may grant a subsequent proxy by telephone or through the Internet.

You may send a timely written notice that you are revoking your proxy to our Secretary at 4553 Glencoe Avenue, Los Angeles, California 90292.

You may attend the Annual Meeting and vote in person. Simply attending the meeting will not, by itself, revoke your proxy.

Your most recent proxy card or telephone or Internet proxy is the one that is counted.

If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank for changing your vote.

When are stockholder proposals and director nominations due for next year s annual meeting?

To be considered for inclusion in next year s proxy materials, your proposal must be submitted in writing by January 6, 2016 to our Secretary at 4553 Glencoe Avenue, Los Angeles, California, 90292. If you wish to submit a proposal to be acted on at next year s annual meeting but not included in next year s proxy materials, or if you wish to nominate a director, you must provide written notice as required by our amended and restated bylaws no earlier than February 19, 2016 and no later than the close of business on March 20, 2016 to our Secretary at 4553 Glencoe Avenue, Los Angeles, California, 90292. You are also advised to review our amended and restated bylaws, filed with the SEC as an exhibit to the Current Report on Form 8-K on February 6, 2013, which contain additional requirements about advance notice of stockholder proposals and director nominations.

4

TABLE OF CONTENTS

How are votes counted?

Votes will be counted by the inspector of election appointed for the meeting, who will separately count, for the election of directors (Proposal 1), votes For, Withhold and broker non-votes; and for the vote to approve the Incentive Plan Amendment (Proposal 2), the advisory vote to approve the compensation of our named executive officers (Proposal 3), the proposal to adjourn the Annual Meeting, if necessary, to solicit additional proxies in favor of Proposals 2 (Proposal 4), and the ratification of the appointment of our independent registered public accounting firm (Proposal 5), votes For, Against, abstentions and, if applicable, broker non-votes. Broker non-votes, if applicable, will have no effect on the outcome of Proposal 1. Abstentions and broker non-votes, if applicable, will not be counted towards the vote total for Proposals 2, 3, 4 and 5, and thus will have no effect on the outcome of those proposals.

What are broker non-votes ?

Under the rules of various national and regional securities exchanges, your broker, bank, or nominee cannot vote your shares with respect to non-discretionary matters unless you provide instructions on how to vote in accordance with the information and procedures provided to you by your broker, bank, or nominee. The proposals presented to the stockholders, other than Proposal 5, the ratification of the appointment of our independent registered public accounting firm, will be considered non-discretionary and therefore your broker, bank, or nominee cannot vote your shares without your instruction. If you do not provide instructions with your proxy, your bank, broker, or other nominee may deliver a proxy card expressly indicating that it is NOT voting your shares; this indication that a bank, broker, or nominee is not voting your shares is referred to as a broker non-vote. Because banks, brokers and nominees are permitted to vote uninstructed shares on Proposal 5, broker non-votes will be counted for the purpose of determining the existence of a quorum at the Annual Meeting, but will not count for purposes of determining the number of votes cast on Proposals 1, 2, 3 and 4. You should instruct your broker to vote your shares in accordance with directions you provide.

How many votes are needed to approve each proposal?

For Proposal 1, the election of directors, the three nominees for director receiving a plurality of the votes cast (from the holders of shares present in person or represented by proxy and entitled to vote on the election of directors) will be elected. Only votes For will affect the outcome.

To be approved, Proposal 2, the approval of the Incentive Plan Amendment, must receive For votes from the holders of a majority of the votes cast. Abstentions and broker non-votes will have no effect on the outcome of this proposal.

To be approved on an advisory basis, Proposal 3, the advisory approval of the compensation of our named executive officers, must receive For votes from the holders of a majority of votes cast, although such vote will not be binding on the Company. Abstentions and broker non-votes will have no effect on the outcome of this proposal.

To be approved, Proposal 4, the approval of the adjournment of the Annual Meeting, if necessary to solicit additional proxies in favor of Proposal 2, must receive For votes from the holders of a majority of the votes cast. Abstentions and broker non-votes will have no effect on the outcome of this proposal.

To be approved, Proposal 5, the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015, must receive For votes from the holders of a majority of the votes cast. Abstentions will have no effect on the outcome of this proposal.

What is the quorum requirement?

Holders of a majority in voting power of the Company's issued and outstanding capital stock entitled to vote at the Annual Meeting, present in person or represented by proxy, constitute a quorum. In the absence of a quorum, the chairman of the Annual Meeting will have the power to adjourn the Annual Meeting. As of the record date for the Annual Meeting, 38,552,195 shares of our common stock would be required to achieve a quorum.

5

TABLE OF CONTENTS

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote in person at the meeting. Abstentions and broker non-votes will be counted towards the quorum requirement.

How can I find out the results of the voting at the Annual Meeting?

Preliminary voting results may be announced at the Annual Meeting. In addition, final voting results will be published in a Current Report on Form 8-K that we expect to file with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

What proxy materials are available on the Internet?

The Notice of Annual Meeting and Proxy Statement and 2014 Annual Report are available at www.geemedia.com.

TABLE OF CONTENTS

PROPOSAL 1

ELECTION OF DIRECTORS

Our Board of Directors currently consists of nine directors, and is divided into three classes. The number of directors is split among the three classes equally. The term of each directorship is three years so that one class of directors is elected each year. All directors are elected for three-year terms and until their successors are elected and qualified, or, if sooner, until the director's death, resignation or removal. On April 1, 2015, our Board of Directors, pursuant to our second amended and restated certificate of incorporation, increased the size of the Board of Directors from eight to nine directors and, upon the recommendation of our Nominating and Corporate Governance Committee, elected Stephen Hasker as a Class I director to fill the vacancy resulting from such increase.

At the Annual Meeting, our stockholders will vote to elect three current Class I directors, Jeffrey E. Epstein, Jeffrey A. Leddy and Stephen Hasker. The Class I directors will have a term expiring at the 2018 Annual Meeting of Stockholders. Information concerning each nominee for director is set forth below under Directors and Executive Officers.

Directors are elected by a plurality of the votes of the holders of shares present in person or represented by proxy and entitled to vote on the election of directors. The three nominees for director receiving a plurality of the votes cast (from the holders of shares present in person or represented by proxy and entitled to vote on the election of directors) will be elected. Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the three nominees named below. Broker non-votes, if applicable, will have no effect on the outcome of this proposal. If any nominee becomes unavailable for election as a result of an unexpected occurrence, your shares will be voted for the election of a substitute nominee proposed by us. Each person nominated for election has agreed to serve if elected. Our management has no reason to believe that any nominee will be unable to serve.

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF EACH OF JEFFREY E. EPSTEIN, JEFFREY A. LEDDY AND STEPHEN HASKER AS CLASS I MEMBERS OF OUR BOARD OF DIRECTORS.

TABLE OF CONTENTS

DIRECTORS AND EXECUTIVE OFFICERS

Directors

CLASS I DIRECTOR NOMINEES Terms Expiring at the Annual Meeting

Jeffrey E. Epstein, 58

Jeffrey E. Epstein joined our Board of Directors upon the consummation, in January 2013, of our acquisition of all of the outstanding capital stock of Row 44, Inc. (Row 44) and 86% of the shares of Global Entertainment AG (f/k/a Advanced Inflight Alliance AG) (AIA), in a transaction that we refer to as the Business Combination, and is our Chairman of the Audit Committee, and a member of the Nominating and Corporate Governance Committee (the NCG Committee). Mr. Epstein is an Operating Partner at Bessemer Venture Partners, a venture capital firm, which he joined in November 2011. Mr. Epstein was Executive Vice President and Chief Financial Officer of Oracle Corporation (NYSE: ORCL) from September 2008 to April 2011. Mr. Epstein has served as a director of The Priceline Group (NASDAQ: PCLN) since April 2003, and is a member of the Audit Committee and the Compensation Committee of that company. Since April 2012, Mr. Epstein has served on the Board of Directors and as a member of the Audit Committee and the Nominating and Governance Committee of Shutterstock, Inc. (NYSE: SSTK), Mr. Epstein serves on the Board of Directors of Kaiser Permanente, a leading non-profit U.S. health care provider and health plan. Mr. Epstein holds a Master of Business Administration from the Stanford University Graduate School of Business, where he was an Arjay Miller Scholar, and a Bachelor of Arts from Yale College, where he graduated summa cum laude, Phi Beta Kappa.

We believe Mr. Epstein is qualified to serve on our Board of Directors due to his expertise in finance and financial reporting as a former chief financial officer of multiple publicly held companies, including Oracle Corporation, one of the world's largest enterprise software companies.

Jeffrey A. Leddy, 60

Jeffrey A. Leddy joined our Board of Directors upon the consummation of the Business Combination and currently serves as Chairman of the NCG Committee and Compensation Committee. Mr. Leddy served as the Chief Executive Officer of Verizon Telematics, Inc. (f/k/a Hughes Telematics, Inc. prior to its acquisition by Verizon, Inc. in July 2012) from December 2006 until January 2015 and has served as a member of its Board of Directors since March 2006. From April 2003 through December 2006, Mr. Leddy served as Chief Executive Officer and President of SkyTerra Communications, Inc. (SkyTerra) and on the Board of Directors of SkyTerra from 2006 to 2008. Prior to that, Mr. Leddy served as the President and Chief Operating Officer of SkyTerra from October 2002 and its Senior Vice President of Operations from June 2002. From September 1980 to December 2001, Mr. Leddy worked for EMS Technologies serving most recently as Vice President. From 2005 to 2011, Mr. Leddy served on the Board of Directors of Hughes Communications, Inc. and Hughes Systique Corporation and on the board of managers of Hughes Network Systems, LLC. Mr. Leddy received his bachelor's degree in Physics from the Georgia Institute of Technology and a master's degree in Electrical Engineering from Stanford University.

We believe Mr. Leddy is qualified to serve on our Board of Directors due to his extensive experience with satellite communications and telematics businesses and extensive executive experience, including his public company experience as a Chief Executive Officer and director.

Stephen Hasker, 45

Stephen Hasker joined our Board of Directors on April 1, 2015. Mr. Hasker has been Global President of Nielsen N.V. (NYSE: NLSN), an S&P 500 company that provides global performance management services relating to media viewing and consumer behavior, since 2009. Previously, he served as President, Global Products at Nielsen. Mr. Hasker joined Nielsen in 2009 from McKinsey & Company, where he was a partner in McKinsey's Global Media, Entertainment and Information practice. In this role, Mr. Hasker was responsible for serving clients on issues of strategy, growth and innovation in television, syndicated information, filmed entertainment, sports, and digital advertising. Mr. Hasker joined McKinsey in 1998 and spent three years on the Partner Election Committee at the firm. Prior to McKinsey, Mr. Hasker spent five years in several financial

TABLE OF CONTENTS

roles in the U.S., Russia, and Australia. Mr. Hasker holds an undergraduate economics degree from the University of Melbourne and has an MBA and a Master's in International Affairs, both with honors, from Columbia University.

We believe Mr. Hasker is qualified to serve on our Board of Directors due to his experience as a public company executive at Nielsen N.V., which provides him with insight into consumer tastes for entertainment, content and services, and his overall experience with media and entertainment businesses.

CLASS II DIRECTORS REMAINING IN OFFICE

Terms Expiring at the 2016 Annual Meeting of Stockholders

Jeff Sagansky, 63

Jeff Sagansky was our President from our inception until the consummation of the Business Combination and joined our Board of Directors upon the consummation of the Business Combination. Mr. Sagansky was President of Silver Eagle Acquisition Corp., a special purpose acquisition company that consummated its business combination with Videocon d2h Limited on March 31, 2015 (Silver Eagle), from April 11, 2013 through Silver Eagle's dissolution in April 2015. Mr. Sagansky has served as Chairman of Hemisphere Media Capital, a private motion picture and television finance company, since 2008. Since January 2013, Mr. Sagansky has been a member of the Board of Directors of Starz (NASDAQ: STRZA, STRZB) and a member of the Audit Committee and Compensation Committee of that company. From February 2009 to April 2011, he served as non-executive Chairman of RHI Entertainment, Inc., which develops, produces and distributes original made-for-television movies and miniseries. From January 2007 through December 2011, he served as Chairman of Elm Tree Partners, a private casino development company and from September 2007 to February 2009, he served as Co-Chairman of Peace Arch Entertainment Group, Inc., or Peace Arch, a Canadian production and sales company. He also served as interim chief executive officer of Peace Arch from November 2007 to July 2008. He is currently a director of Scripps Networks Interactive, Inc., a publicly traded lifestyle media company, and serves on its Audit Committee and Corporate Governance Committee. Mr. Sagansky earned a Bachelor of Arts degree from Harvard College and a Masters in Business degree from Harvard Business School.

We believe Mr. Sagansky is qualified to serve on our Board of Directors due to his extensive executive leadership experience with the management and operations of companies in the entertainment sector, including public companies in the television industry, as well as his depth of experience in the media and entertainment industries generally.

Edward L. Shapiro, 50

Edward L. Shapiro is our Chairman and joined our Board of Directors upon the consummation of the Business Combination. Mr. Shapiro is a Managing Partner of PAR Capital Management, Inc., a Boston-based investment management firm specializing in investments in travel, media and Internet-related companies. Prior to joining PAR Capital in 1997, Mr. Shapiro was a Vice President at Wellington Management Company, LLP, and before that an Analyst at Morgan Stanley & Co. He previously served on the board of US Airways from 2005 to 2008. Mr. Shapiro earned his BS in economics from the University of Pennsylvania's Wharton School and an MBA from UCLA's Anderson School of Management.

We believe Mr. Shapiro is qualified to serve on our Board of Directors due to his experience in corporate governance matters, considerable expertise in finance and financial matters, deep understanding of Row 44 and the airline industry, and his extensive experience with travel, media and related businesses.

Harry E. Sloan, 65

Harry E. Sloan was our Chairman and Chief Executive Officer from our inception in 2011 until the consummation of the Business Combination and is now a member of our Board of Directors. Mr. Sloan was Chairman and Chief Executive Officer of Silver Eagle from April 11, 2013 through Silver Eagle's dissolution in April 2015. From October 2005 to August 2009, Mr. Sloan served as Chairman and Chief Executive Officer of Metro-Goldwyn-Mayer, Inc., or MGM, a motion picture, television, home entertainment, and theatrical production and distribution company, and thereafter continued as non-executive chairman until January 2011. He was appointed by a consortium comprised of private equity investors, Comcast Corporation and Sony

TABLE OF CONTENTS

Corporation of America one year after they agreed to acquire MGM through a leveraged buyout in September 2004. MGM filed for protection under Chapter 11 of the United States Bankruptcy Code in November 2010 pursuant to a pre-packaged plan of reorganization, which was confirmed by a federal bankruptcy court in December 2010. Mr. Sloan served as an outside consultant to MGM pursuant to a consulting agreement which expired in October 2011. From 1990 to 2001, Mr. Sloan was Chairman and Chief Executive Officer of SBS Broadcasting, S.A., or SBS, a European broadcasting group, operating commercial television, premium pay channels, radio stations and related print businesses in Western and Central and Eastern Europe, which he founded in 1990 and continued as Executive Chairman until 2005. Mr. Sloan currently serves on the UCLA Anderson School of Management Board of Visitors and the Executive Board of UCLA Theatre, Film and Television. Mr. Sloan received his Juris Doctor from Loyola Law School in 1976 and his Bachelor of Arts degree from the University of California, Los Angeles in 1971.

We believe Mr. Sloan is qualified to serve on our Board of Directors due to his extensive background and experience as an executive in the media and entertainment industries and his substantial experience in identifying and acquiring a wide variety of businesses.

**CLASS III DIRECTORS REMAINING IN OFFICE
Terms Expiring at the 2017 Annual Meeting of Stockholders**

Louis Bélanger-Martin, 44

Louis Bélanger-Martin joined our Board of Directors upon the consummation of the Business Combination. Mr. Bélanger-Martin has over 20 years of management, financial and business development experience. He served as AIA's Chief Executive Officer from August 2011 to October 2013 and as a member of the Management Board of AIA from October 2010 to October 2013. Mr. Bélanger-Martin previously served as Chief Operating Officer of AIA from October 2010 to August 2011. From 1995 to October 2010, Mr. Bélanger-Martin served as Chief Executive Officer of DTI Software (DTI), a provider of in-flight entertainment software and services, which he co-founded and which was sold to AIA in 2008. Mr. Bélanger-Martin served in various roles at DTI, and currently remains on the Board of Directors of DTI. In 1998, Mr. Bélanger-Martin co-founded Groupe W Inc., a private equity firm of which he is currently a director. Mr. Bélanger-Martin is also a director of Sonifi Solutions, Inc. (formerly LodgeNet), a privately held interactive content and connectivity solutions provider, and Hybrid Paytech World Inc., a mobile credit, debit and ecoupons company that is publicly listed on The Canadian Securities Exchange. Mr. Bélanger-Martin is a certified public accountant and certified management accountant and Chartered Administrator (Adm.A).

We believe Mr. Bélanger-Martin is qualified to serve on our Board of Directors due to his extensive experience as the Chief Executive Officer of AIA, the co-founder and chief executive officer of DTI and in the in-flight entertainment industry in general.

David M. Davis, 48

Dave Davis joined our Board of Directors on July 9, 2014 and has served as our Chief Executive Officer since July 9, 2014. Prior to serving as our Chief Executive Officer, Mr. Davis was our Chief Financial Officer and Treasurer (from January 31, 2013) and was the Company's Chief Operating Officer from January 16, 2014. Prior to serving as Chief Financial Officer and Treasurer of the Company, Mr. Davis was the Chief Financial Officer and a director of Row 44, which became our wholly-owned subsidiary on January 31, 2013. Mr. Davis was a director of Row 44 since December 2011 and Chief Financial Officer of Row 44 since November 2012. In 2010, Mr. Davis co-founded Bearpath Capital, LLC, a private equity investment and advisory firm. From December 2008 to September 2010, he

was a senior managing director at Perseus, LLC, a private equity investment firm. From August 2005 to December 2008, and previously from 1994 to 1999, Mr. Davis spent a total of nearly nine years at Northwest Airlines, eventually being appointed Executive Vice President and Chief Financial Officer. After playing a leading role in Northwest's successful merger with Delta Air Lines in 2008, Mr. Davis left the merged company. From 2002 to 2004, Mr. Davis served as a senior financial executive, including Chief Financial Officer, of US Airways. Earlier in his career, Mr.

Davis worked for Rosemount Aerospace (later acquired by BF Goodrich), a manufacturer of instrumentation for aircraft and spacecraft, as a marketing engineer, and for Rockwell International as a flight-planning engineer. Mr. Davis has also served as a member of the Board of Directors of Lumexis Corporation, a leading provider of in-flight entertainment systems to airlines. Previously, Mr. Davis served on the board of ARINC, Inc. a provider of

TABLE OF CONTENTS

communications services to the aerospace industry, and MCH Holdings, a regional airline holding company. Mr. Davis holds a Bachelor of Aerospace Engineering and Mechanics and a Master of Business Administration, both from the University of Minnesota.

We believe Mr. Davis is qualified to serve on our Board of Directors due to his extensive understanding of the Company, and his considerable operating, investment and management experience in several companies, including companies in the airline and in-flight entertainment industries.

Robert W. Reding, 65

Robert W. Reding joined our Board of Directors following the consummation of the Business Combination. Mr. Reding has been a consultant in the commercial airline industry since January 2012. From September 2007 until December 2012, Mr. Reding was Executive Vice President-Operations for American Airlines and Executive Vice President of AMR Corporation. Prior to that, Mr. Reding served as Senior Vice President-Technical Operations for American from May 2003 to September 2007. In November 2011, AMR Corporation filed for protection under Chapter 11 of the United States Bankruptcy Code pursuant to a pre-packaged plan of reorganization. Mr. Reding joined AMR Corporation in March 2000 and served as Chief Operations Officer of AMR Eagle through May 2003. Prior to joining AMR Corporation, Mr. Reding served as President and Chief Executive Officer of Reno Air from 1992 to 1998 and President and Chief Executive Officer of Canadian Regional Airlines from 1998 to March 2000. Mr. Reding is a distinguished graduate of the United States Air Force pilot training program and served as an officer and pilot flight examiner with the United States Air Force from 1972 to 1979. He has an FAA Air Transport Pilot Rating for Douglas DC-9-MD-80 and Boeing 737 series aircraft and has accumulated over 10,000 hours as a commercial pilot. Mr. Reding is an honors graduate from the California State Polytechnic University with a Bachelor of Science degree in Aeronautical Engineering and received his master's degree in Business Administration from Southern Illinois University. He is a member of the President's Council of the California State Polytechnic University and has served as a board member of aviation, civic and charitable organizations.

We believe Mr. Reding is qualified to serve on our Board of Directors due to his operating and management experience, including more than 20 years of experience in the airline industry.

Executive Officers

Our current executive officers are as follows:

Name	Age	Title
Dave Davis	48	Chief Executive Officer
Michael Zemetra	44	Chief Financial Officer and Treasurer
Walé Adepaju	43	Executive Vice President and Chief Commercial Officer
Aditya Chatterjee	53	Chief Technology Officer
Jay Itzkowitz	54	Senior Vice President, General Counsel and Secretary

Mr. Davis's biographical information is set forth above on page 10. The following is biographical information for our other executive officers.

Michael Zemetra

Michael Zemetra has served as our Chief Financial Officer and Treasurer since November 3, 2014 and previously had served as our Acting Chief Financial Officer and Treasurer and Chief Accounting Officer since August 15, 2014 and Controller and Chief Accounting Officer since June 17, 2013. Mr. Zemetra has over 15 years of financial and business experience in the media, wireless, biotech and financial services industries. Prior to joining the Company, he spent over five years in the roles of Senior Vice President and Chief Accounting Officer, Senior Vice President and Controller and Vice President and Controller for Demand Media, Inc. (NYSE: DMD), an online media company, where he was instrumental in taking the company public. Mr. Zemetra also served as Vice President and Corporate Controller for Helio LLC, a mobile-wireless joint venture between Earthlink, Inc. and SK Telecom, and Clearant, Inc., a biotechnology company. Mr. Zemetra began his career in the Entertainment, Media and Communications group of PricewaterhouseCoopers LLP, where he worked for over four years advising large content and media

TABLE OF CONTENTS

companies such as The Walt Disney Company, Sony Pictures, Paramount Pictures, Spelling Entertainment and LucasFilm. Mr. Zemetra holds a Masters in Accounting from the University of Southern California and a Bachelors of Arts in Business-Economics from the University of California at Riverside, and is a certified public accountant in the State of California.

Walé Adepoju

Walé Adepoju has served as our Executive Vice President & Chief Commercial Officer since July 31, 2014. From September 2013 to April 2014, Mr. Adepoju was Chief Operating Officer of AIA. While at AIA, Mr. Adepoju led the performance growth across the AIA group of companies covering all aspects of in-flight entertainment content, services and applications for airline passengers. From July 2012 to May 2014, Mr. Adepoju also served in management roles for certain of our indirect subsidiaries, including service as Chairman of Inflight Productions Ltd. and President of DTI Software. From April 2012 to August 2013, Mr. Adepoju served as Chief Strategy Officer at AIA. From May 2000 to April 2012, Mr. Adepoju served as Managing Director at IMDC Aviation Consulting, an organization that advises companies on optimizing investment in passenger systems. Prior to IMDC, Mr. Adepoju served as Director of Strategy at Spafax, an international content marketing agency with a focus on inflight magazines. Earlier in his career, Mr. Adepoju worked as an air transport analyst providing key investment advice on Aerospace companies and products. This included new aircraft analysis, re-engine and retrofit analysis. Mr. Adepoju was part of the investment team that successfully executed the turnaround and sale of Thermal Engineering an aero engine parts supplier. Mr. Adepoju holds an honors degree in Manufacturing Engineering and a Masters in Air Transport Management from Cranfield University.

Aditya Chatterjee

Aditya Chatterjee has served as the Company's Chief Technology Officer and Senior Vice President of Connectivity Systems since May 14, 2014. Mr. Chatterjee heads our engineering team, focusing on the organization's technology roadmap, research and development initiatives, and engineering operations. Prior to joining the Company, from March 2007 to March 2014, Mr. Chatterjee worked as Chief Technology Officer and Vice President of Engineering for Spacenet, a provider of very small aperture terminal (VSAT) satellite-based managed network services. While at Spacenet, Mr. Chatterjee was responsible for the delivery of satellite communications, directing the development and management of Spacenet's product and services portfolio, and guiding executive management decisions on sales, marketing and growth strategy. Mr. Chatterjee holds a Bachelor of Technology from the Indian Institute of Technology, Kharagpur and a Master of Science in Electrical Engineering from Virginia Polytechnic Institute and State University.

Jay Itzkowitz

Jay Itzkowitz has served as our Senior Vice President, General Counsel and Secretary since October 1, 2013. For the ten years prior to joining the Company, from 2004, he was a Partner and Senior Managing Director of the investment banking and securities firm Cantor Fitzgerald LP and Senior Managing Director of its public company affiliate BGC Partners Inc. (NASDAQ: BGCP). While with Cantor Fitzgerald and BGC, he was based in London. Mr. Itzkowitz played a significant role in the acquisition of many companies for Cantor Fitzgerald and BGC, including companies based in Hong Kong, Singapore, Istanbul, Paris, Sao Paulo and New York. He also provided investment banking services to clients in the media and financial services businesses. Prior to joining Cantor Fitzgerald, Mr. Itzkowitz held a number of senior positions in the media business. He was the Senior Vice President for Mergers and Acquisitions of Vivendi Universal, the French media group, based in New York and Paris, from 2001 to 2003. Prior to

joining Vivendi, Mr. Itzkowitz spent 10 years, from 1992 to 2001, at The News Corporation Limited, working directly with senior management. He served as the Senior Vice President of Fox Entertainment Group in Los Angeles from 1992 to 2001, chief legal officer of News International in London from 1997 to 2001, and Executive Vice President and General Counsel of Sky Global Networks in New York from 2000 to 2001. Mr. Itzkowitz received his bachelor's degree, magna cum laude, from Harvard University in 1982 and his J.D. from Rutgers Law School in 1985. He is a member of the Bars of California and New York (inactive), and his securities industry qualifications (inactive) include NASD Series 7, 24 and 63. He is also an FSA registered person.

12

TABLE OF CONTENTS

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Director Independence

Pursuant to NASDAQ listing standards, a majority of the members of our Board of Directors must qualify as independent, as affirmatively determined by our Board of Directors. Consistent with this requirement, based on the review and recommendation of the Nominating and Corporate Governance Committee, or the NCG Committee, our Board of Directors reviewed all relevant identified transactions or relationships between each of our directors, or any of his family members, and us, our senior management and our independent registered public accounting firm, and has affirmatively determined that each of Messrs. Epstein, Hasker, Leddy, Reding, Sagansky, Shapiro and Sloan meets the standards of independence under the applicable NASDAQ listing standards. In making this determination, our Board of Directors found that each of these directors is free of any relationship that would impair his individual exercise of independent judgment with regard to us. Our Board of Directors has also determined that each member of its Audit Committee, Compensation Committee and NCG Committee is independent under NASDAQ Rule 5605(a)(2).

Board Leadership Structure

Our Board believes it is important to maintain flexibility as to the Board's leadership structure, but firmly supports maintaining a non-management director in a leadership role at all times, whether as non-executive Chairman or Lead Director. Under our current structure, Mr. Shapiro serves as non-executive Chairman and we do not have a Lead Director. As Chairman of our Board of Directors, Mr. Shapiro has the authority, among other things, to call and preside over Board meetings, to set meeting agendas and to determine materials to be distributed to the Board.

Accordingly, the Chairman has substantial ability to shape the work of the Board.

We believe that separation of the positions of Chairman and Chief Executive Officer reinforces the independence of the Board in its oversight of our business and affairs and is more conducive to objective evaluation and oversight of management's performance, increasing management accountability and improving the ability of the Board to monitor whether management's actions are in the best interests of us and our stockholders.

Role of the Board in Risk Oversight

One of the Board's key functions is informed oversight of our risk management process. The Board does not have a standing risk management committee, but rather administers this oversight function directly through the Board as a whole, as well as through various Board standing committees that address risks inherent in their respective areas of oversight. In particular, while our Board is responsible for monitoring and assessing strategic risk exposure, our Audit

Committee has the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures, including guidelines and policies to govern the process by which risk assessment and management is undertaken. Our Audit Committee also monitors compliance with legal and regulatory requirements. Our Compensation Committee assesses and monitors whether any of our compensation policies and programs has the potential to encourage excessive risk-taking. It is the responsibility of the committee chairs to report findings regarding material risk exposures to the Board. The Chairman has the responsibility of coordinating between the Board and management with regard to the determination and implementation of responses to any problematic risk management issues.

Meetings of the Board of Directors

The Board of Directors met 11 times during 2014. Each Board member attended 75% or more of the aggregate number of meetings of the Board and of the committees on which he served that were held during the year. While we do not have a formal policy regarding Board members' attendance at our annual meetings of stockholders, we encourage all Board members to attend each annual meeting. At our prior annual meeting of stockholders, all of our Board members were in attendance. The Board also has regularly scheduled executive sessions at which only independent directors are present.

TABLE OF CONTENTS**Information Regarding Committees of the Board of Directors**

Our Board has committees that include an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The charter for each of our Board committees is posted on our website at www.geemedia.com. The following table provides membership and meeting information for each of these Board committees.

Name	Audit	Compensation	Nominating/ NCG ⁽¹⁾
Louis Bélanger-Martin			
David M. Davis			
Jeffrey E. Epstein ⁽²⁾	X*		X*
Stephen Hasker ⁽³⁾		X	
Jeffrey A. Leddy ⁽⁴⁾	X	X*	
Robert W. Reding		X	
Jeff Sagansky ⁽⁴⁾	X	X	
Edward L. Shapiro ⁽⁵⁾			X
Harry E. Sloan ⁽⁶⁾			X
Total meetings in 2014	12	6	0 ⁽⁷⁾

*

Committee Chairman

- (1) On December 16, 2014, our Nominating Committee changed its name to the Nominating and Corporate Governance Committee.
- (2) On December 16, 2014, Mr. Sagansky resigned from the NCG Committee and Mr. Epstein became the Chairman of the NCG Committee.
- (3) Mr. Hasker joined our Board on April 1, 2015 and was appointed to the Compensation Committee on April 30, 2015.
- (4) Mr. Leddy became Chairman of the Compensation Committee effective April 30, 2015.
- (5) Mr. Shapiro joined the NCG Committee on December 16, 2014.
- (6) Mr. Sloan served on the Compensation Committee during 2014 and resigned from the Compensation Committee on April 30, 2015.
- (7) The directors nominated for election at our 2014 annual meeting of stockholders were nominated by the Nominating Committee pursuant to a unanimous written consent.

Below is a description of each committee of our Board of Directors.

Audit Committee

Each member of the Audit Committee is financially literate and our Board of Directors has determined that Jeffrey E. Epstein qualifies as an audit committee financial expert as defined in applicable SEC rules because he meets the requirement for past employment experience in finance or accounting, requisite professional certification in accounting or comparable experience. The responsibilities of our Audit Committee include:

reviewing the Company's annual audited financial statements and quarterly financial statements with management and the independent registered public accounting firm;
 appointing the independent registered public accounting firm, determining the compensation of the independent registered public accounting firm and pre-approving the engagement of the independent registered public accounting

firm for audit and non-audit services to be performed by the independent registered public accounting firm and the related fees for such services;
overseeing the independent registered public accounting firm, including reviewing independence and quality control procedures and experience and qualifications of audit personnel that are providing us audit services;

14

TABLE OF CONTENTS

meeting with the independent registered public accounting firm to discuss planning and staffing of the audit;
reviewing with the independent registered public accounting firm and management the adequacy of the Company's internal control over financial reporting, and any significant findings and recommendations with respect to such controls;
establishing procedures for the receipt, retention and treatment of complaints regarding internal accounting controls or auditing matters and, if applicable, the confidential, anonymous submissions by employees of concerns regarding questionable accounting or auditing matters;
meeting periodically with management to review and assess the Company's major financial risk exposures and the manner in which such risks are being monitored and controlled;
meeting periodically (not less than annually) in separate executive session with each of the Chief Financial Officer and the independent registered public accounting firm; and
reviewing and approving all related party transactions.

Compensation Committee

The Compensation Committee is responsible for overseeing matters relating to compensation of our Chief Executive Officer and other executive officers and employees, including the administration of incentive-based and equity-based compensation plans. The functions of our Compensation Committee include:

determining and reviewing, on an annual basis, our compensation philosophy and policies;
determining the compensation of our Chief Executive Officer (the Chief Executive Officer may not be present);
determining the compensation of our other executive officers. The Committee may invite the Chief Executive Officer to be present during the Committee's voting or deliberations;
delegating (to the extent permitted under the Compensation Committee's charter) to our management determination of the compensation of our other employees;
determining, or recommending to the Board for determination, the compensation of members of the Board and other committees thereof;
reviewing and discussing the Compensation Discussion and Analysis disclosure with management, recommending to the Board its inclusion in our annual proxy statement and preparing a report for inclusion in such proxy statement that certifies that the Committee has discharged this duty;
administering the severance, incentive-based and equity-based plans established or maintained by us from time-to-time;
reviewing our compensation practices and the relationship among risk, risk management and compensation in light of our objectives, including its safety and soundness and the avoidance of practices that would encourage excessive risk;
and
to the extent it deems necessary or appropriate and in its sole discretion, engaging and terminating compensation consultants, independent legal counsel, or other advisors.

The charter of our Compensation Committee provides that in the event our Compensation Committee has directors who are not outside directors as such term is defined under Section 162(m) of the Internal Revenue Code of 1986 (the Code) or any successor provision, or non-employee directors as such term is defined under Rule 16b-3 (Rule 16b-3) of the Securities Exchange Act of 1934, as amended (the Exchange Act) or any successor provision, then the members of the committee who are outside directors under Section 162(m) of the Code and non-employees directors under Rule 16b-3 shall constitute a subcommittee with authority to act on behalf of the Compensation Committee with respect to matters falling within the ambit of Section 162(m) of the Code and/or Rule 16b-3.

TABLE OF CONTENTS

The specific decisions of our Compensation Committee with respect to executive compensation for the year ended December 31, 2014 are described in greater detail in the Compensation Discussion and Analysis section of this Proxy Statement.