

JAMBA, INC.  
Form DEF 14A  
April 02, 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    
Filed by a Party other than the Registrant    
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 Pursuant to Rule to §240.14a-11(c) or §240.14a-12

**Jamba, 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.   
 Fee computed on table below per Exchange Act Rules 14a-6(1)(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):

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Fee paid previously with preliminary materials.

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

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April 2, 2015

TO THE STOCKHOLDERS OF  
JAMBA, INC.:

You are cordially invited to attend the 2015 Annual Meeting of Stockholders of Jamba, Inc. (the Company) (the 2015 Annual Meeting) on May 12, 2015, at 8:00 a.m. local time, which will be held at the Company's principal offices, located at 6475 Christie Avenue, Suite 150, Emeryville, CA 94608.

Details of business to be conducted at the Annual Meeting are described in the Notice of Annual Meeting of Stockholders and Proxy Statement. At the 2015 Annual Meeting, the Company will present a report on its operations during the past year and respond to questions from stockholders. Accompanying this Proxy Statement is the Company's 2014 Annual Report to Stockholders.

The Company is pleased to take advantage of Securities and Exchange Commission rules that allow companies to furnish proxy materials to stockholders primarily over the Internet. On or about April 2, 2015, you were provided with a Notice of Internet Availability of Proxy Materials (Notice), and provided access to our proxy materials over the Internet. The Notice also provides instructions on how to vote online or by telephone, and includes instructions on how to receive a paper copy of the proxy materials by mail. We believe that these rules allow us to provide our stockholders with the information they need, while lowering the costs of delivery and reducing the environmental impact of the Annual Meeting. However, if you would prefer to receive paper copies of our proxy materials, please follow the instructions included in the Notice. If you received your annual meeting materials by mail, the notice of the annual meeting, proxy statement, and proxy card from our Board of Directors were enclosed. If you received your annual meeting materials via e-mail, the e-mail contained voting instructions and links to the online proxy statement and annual report.

We hope that you will attend the 2015 Annual Meeting. Whether or not you plan to attend, you can ensure that your shares are represented at the meeting by promptly voting and submitting your proxy by telephone, by Internet or, if you have received a paper copy of your proxy materials by mail, by completing, signing, dating, and returning your proxy card in the envelope provided.

Sincerely yours,

JAMES D. WHITE  
*Chairman, President and Chief Executive Officer*

**YOUR VOTE IS VERY IMPORTANT. Whether or not you plan to attend the 2015 Annual Meeting of Stockholders, we urge you to vote and submit your proxy by telephone, the Internet or by mail in order to ensure the presence of a quorum. If you attend the meeting and do not hold your shares through an account with a brokerage firm, bank or other nominee, you will have the right to revoke the proxy and vote your shares in person. If you hold**

YOUR VOTE IS VERY IMPORTANT. Whether or not you plan to attend the 2015 Annual Meeting of Stockholders,

**your shares through an account with a brokerage firm, bank or other nominee, please follow the instructions you receive from them to vote your shares and revoke your vote, if necessary.**

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**JAMBA, INC.**  
**6475 Christie Avenue, Suite 150**  
**Emeryville, California 94608**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held May 12, 2015**

Dear Stockholder:

You are invited to attend the 2015 Annual Meeting of Stockholders of Jamba, Inc., a Delaware corporation (the Company) (the 2015 Annual Meeting), which will be held at the Company's principal offices located at 6475 Christie Avenue, Suite 150, Emeryville, CA 94608 on May 12, 2015, at 8:00 a.m. local time, for the following purposes:

1. To elect nine nominees as directors to serve until the next annual meeting of stockholders and until their successors have been elected and qualified.
2. To ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 29, 2015.
3. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Stockholders of record at the close of business on March 19, 2015 are entitled to notice of, and to vote at, the 2015 Annual Meeting and any adjournment or postponement thereof. For ten days prior to the 2015 Annual Meeting, a complete list of stockholders entitled to vote at the 2015 Annual Meeting will be available for examination by any stockholder, for any purpose relating to the 2015 Annual Meeting, during ordinary business hours at our principal offices located at 6475 Christie Avenue, Suite 150, Emeryville, CA 94608.

By Order of the Board of Directors,

KAREN L. LUEY  
*Secretary*

Emeryville, California  
April 2, 2015

**IMPORTANT:** Please vote and submit your proxy by telephone, the Internet or, if you have received a paper copy of the proxy materials by mail, by completing and promptly mailing your proxy card in the postage-paid envelope provided to assure that your shares are represented at the meeting.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING**

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING

# OF STOCKHOLDERS TO BE HELD ON MAY 12, 2015

This Proxy Statement relating to the 2015 Annual Meeting of Stockholders and the Annual Report to Stockholders for the year ended December 30, 2014 are available at [www.proxyvote.com](http://www.proxyvote.com).

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# PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

The accompanying proxy is solicited by the Board of Directors of Jamba, Inc., a Delaware corporation ( Jamba, Company, we, us, and our ), for use at its 2015 Annual Meeting of Stockholders to be held on May 12, 2015, or an adjournment or postponement thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. This proxy statement and the enclosed proxy are being made available to stockholders on or about April 2, 2015.

## SOLICITATION AND VOTING

*Voting Securities.* Only stockholders of record as of the close of business on March 19, 2015 (the Record Date ) will be entitled to vote at the meeting and any postponement or adjournment thereof. As of the Record Date, there were 16,436,696 shares of common stock of the Company (the Common Stock ) outstanding, excluding treasury shares, all of which are entitled to vote with respect to all matters to be acted upon at the 2015 Annual Meeting.

Each stockholder of record as of the Record Date is entitled to one vote for each share of Common Stock held by him or her. Our Bylaws provide that the holders of a majority in voting power of the capital stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the Amended and Restated Certificate of Incorporation of the Company, as amended to date (the Restated Certificate ). Our current Restated Certificate does not have any other requirements for a quorum of the stockholders. Votes for and against, abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum.

*Broker Non-Votes.* A broker non-vote occurs when a broker submits a proxy card with respect to shares held in a fiduciary capacity (typically referred to as being held in street name ) but declines to vote on a particular matter because the broker has not received voting instructions from the beneficial owner. Under the rules that govern brokers who are voting with respect to shares held in street name, brokers have the discretion to vote such shares on routine matters, but not on non-routine matters. Routine matters include the ratification of selection of auditors. Non-routine matters include the election of directors.

*Solicitation of Proxies.* We will bear the cost of soliciting proxies. In addition to soliciting stockholders by mail through our employees, we will request banks, brokers and other custodians, nominees and fiduciaries to solicit customers for whom they hold our stock and will reimburse them for their reasonable, out-of-pocket costs. We may use the services of our employees, officers, directors and others to solicit proxies, personally or by telephone, without additional compensation.

*Voting of Proxies.* Stockholders whose shares are registered in their own names may vote (1) by returning a proxy card, (2) via the Internet at [www.proxyvote.com](http://www.proxyvote.com), or (3) by telephone at 1-800-690-6903. Specific instructions to be followed by any registered stockholder interested in voting via the Internet or by telephone are set forth in the notice by mail described below or, if you receive a paper copy of the proxy materials, on the proxy card provided.

*Notice and Access Model.* The SEC's proxy rules set forth how companies must provide proxy materials. These rules are often referred to as notice and access. Under the notice and access model, a company may select either of the following options for making proxy materials available to stockholders: (i) the full set delivery option; or (ii) the notice only option. A company may use a single method for all its stockholders, or use full set delivery for some while

adopting the notice only option for others. We must comply with these rules in connection with our 2015 Annual Meeting.

Under the full set delivery option a company delivers all proxy materials to its stockholders by mail or, if a stockholder has previously agreed, electronically. In addition to delivering proxy materials to stockholders, the Company must post all proxy materials on a publicly-accessible web site (other than the SEC's web site) and provide information to stockholders about how to access that web site and the hosted materials. Under the notice only option, instead of delivering its proxy materials to stockholders, the Company instead delivers a Notice of Internet Availability of Proxy Materials which outlines (i) information regarding the date and time of the meeting of stockholders as well as the items to be considered at the meeting; (ii) information regarding

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the web site where the proxy materials are posted; and (iii) various means by which a stockholder can request paper or email copies of the proxy materials.

In connection with our 2015 Annual Meeting, we have elected to use the notice only option. Accordingly, unless requested otherwise, you should have received a notice by mail instructing you how to access proxy materials at <http://www.proxyvote.com> and providing you with a control number you can use to vote your shares. You may request that the Company deliver paper copies of the proxy materials as well.

All valid proxies received before the meeting will be exercised. All shares represented by a proxy will be voted, and where a proxy specifies a stockholder's choice with respect to any matter to be acted upon, the shares will be voted in accordance with that specification. If no choice is indicated on the proxy, the shares will be voted in favor of the proposal. A stockholder whose shares are registered in their own name has the power to revoke his or her proxy at any time before it is exercised by delivering to the Secretary of the Company a written instrument revoking the proxy or a duly executed proxy with a later date, or by attending the meeting and voting in person. If you hold shares in street name, through a bank, broker or other nominee, please contact the bank, broker or other nominee to revoke your proxy.

## **Annual Meeting Attendance**

You are entitled to attend the 2015 Annual Meeting only if you were a Company stockholder as of the Record Date or you hold a valid proxy for the 2015 Annual Meeting. Since seating is limited, admission to the meeting will be on a first-come first-served basis. You should be prepared to present photo identification for admittance. If you are not a stockholder of record but hold shares as a beneficial owner through a broker, bank, trustee or nominee (i.e., in street name), you should provide proof of beneficial ownership as of the Record Date, such as your most recent account statement prior to the Record Date, a copy of the voting instruction card provided by your broker, bank, trustee or nominee, or other similar evidence of ownership. In addition, the Notice will serve as proof of stock ownership as of the Record Date.

## PROPOSAL NO. 1

### ELECTION OF DIRECTORS

In accordance with the Company's bylaws (the Bylaws), the Board of Directors of the Company (hereinafter referred to as the Board or the Board of Directors) has currently set the size of the Board at ten members and there are currently ten members serving. The terms of the current directors expire upon the election and qualification of the directors to be elected at the 2015 Annual Meeting. The Board has nominated nine persons for election at the 2015 Annual Meeting to serve until the 2016 Annual Meeting of Stockholders and until their successors are duly elected and qualified. All nominees for election to the Board are presently directors of Jamba. Marvin Igelman has not been nominated for re-election but will continue to serve through the end of his current term. Following the 2015 Annual Meeting, the size of the Board will be set at nine members. Stockholders may not vote for a greater number of persons than the number of nominees named. Set forth below is information regarding the nominees to the Board for election as a director.

Each nominee has agreed to be named in this proxy statement and to serve if elected. If any of the nominees declines to serve or becomes unavailable for any reason, or if a vacancy occurs before the election (although we know of no reason to anticipate such an occurrence), the proxies may be voted for such substitute nominee(s) as we may designate.

If a quorum is present and voting, each of the nine nominees receiving a higher number of votes cast for such nominee than against such nominee will be elected. Proxies cannot be voted for more than nine nominees. Abstentions, broker non-votes and withheld votes will not count towards election of any director nominee. Under our Bylaws, if an incumbent director standing for re-election is not re-elected, the director shall tender his or her resignation to the Board. The Nominating and Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject such director's resignation. The Board will act on the Nominating and Corporate Governance Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board in making its ultimate decision, may each consider any factors or other information that they consider appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the Board's decision with respect to his or her resignation.

If a director's resignation is accepted by the Board, then the Board may fill the resulting vacancy or may decrease the size of the Board as permitted by our Bylaws.

The nine Company nominees to the Board to serve until the 2016 Annual Meeting and until their successors have been duly elected and qualified are as follows:

Name	Age	Director Since
James D. White	54	2008
Lesley H. Howe	70	2007
Richard L. Federico	60	2006
Andrew R. Heyer	57	2009
Michael A. Depatie	58	2010

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Lorna C. Donatone	57	2013
David A. Pace	55	2012
James C. Pappas	33	2015
Glenn W. Welling	44	2015

The principal occupations and qualifications of each of the nine Company nominees for director are as follows. There are no family relationships among any of our directors or executive officers.

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**JAMES D. WHITE** has served as a member of our Board of Directors and our President and Chief Executive Officer since December 2008. He was appointed Chairman of the Board at the 2010 Annual Meeting. Previously, Mr. White was Senior Vice President of Consumer Brands for Safeway, Inc. with responsibility for brand strategy, innovation, manufacturing and commercial sales from 2005 to 2008. Prior to Safeway, Mr. White was Senior Vice President of Business Development, North America at the Gillette Company, where his responsibilities included centralized marketing, sales, retail execution, marketing planning and Canadian operations from 2002 to 2005. Mr. White also held executive and management roles with Nestlé Purina from 1987 to 2005, including Vice President, Customer Interface Group from 1999 to 2002, and Vice President, Customer Development East from 1997 to 1999. Mr. White is a member of the Board of Directors of Daymon Worldwide and Hillshire Brands. Mr. White's position as our President and Chief Executive Officer and his extensive consumer products and senior management experience make him particularly qualified for service on our Board.

**LESLEY H. HOWE** has been a member of our Board of Directors since December 2007. Mr. Howe has over 40 years of financial and management experience, spending more than 30 years with the international accounting firm of KPMG LLP, where he was a senior partner and from 1994-1997 served as Area Managing Partner for the Los Angeles office. He served as Chief Executive Officer of Consumer Networks LLC, a San Diego-based internet marketing and promotions company from 2001 until its sale in 2007. Mr. Howe is a former member of the Board of Directors P.F. Chang's China Bistro Inc., and current member of the Board of Directors of NuVasive, Inc. and Volcano Corporation. Mr. Howe served as our Lead Director through March 2015. Mr. Howe's extensive experience in public accounting and his financial expertise make him particularly qualified for service on our Board and our Audit Committee of the Board.

**RICHARD L. FEDERICO** has been a member of our Board of Directors since November 2006. Mr. Federico had previously served as a director of Jamba Juice Company from October 2004 to November 2006. Mr. Federico is currently Executive Chairman of Wok Holdco, an operator of domestic Asian-inspired restaurant brands, a position he has held since 2012. From 1996 until 2012, Mr. Federico served as a director and from 1997 to March 2015, as Chief Executive Officer of P.F. Chang's China Bistro Inc. In 2000, Mr. Federico was named Chairman of the Board of P.F. Chang's China Bistro Inc. From 1989 to 1996, Mr. Federico served as President of the Italian Concepts division of Brinker International, Inc., where he was responsible for concept development and operations. Since 2011, Mr. Federico has served on the Board of Directors of Domino's Pizza. Mr. Federico's business acumen and experience in leading a successful publicly-held restaurant concept make him particularly qualified for service on our Board, our Nominating and Corporate Governance Committee of the Board and our Compensation and Executive Development Committee of the Board.

**ANDREW R. HEYER** has been a member of our Board of Directors since June 2009. Mr. Heyer is the Chief Executive Officer and Founder of Mistral Equity Partners, a private equity fund. Prior to founding Mistral, Mr. Heyer served as a Founding Managing Partner of Trimaran Capital Partners, L.L.C., a private equity firm. Mr. Heyer was formerly a vice chairman of CIBC World Markets Corp., and a co-head of the CIBC Argosy Merchant Banking Funds. Prior to joining CIBC World Market Corp. in 1995, Mr. Heyer was a Managing Director at Drexel Burnham Lambert Incorporated and, previous to that, he worked at Shearson/American Express. Mr. Heyer also serves on the Board of Directors of Hain Celestial Group, Worldwide, Inc., XpresSpa, Country Pure, LoveSac, and Vino Volo. Mr. Heyer also currently serves as a Member of the Executive Committee and Board of Trustees of the University of Pennsylvania and the University of Pennsylvania Health System. Mr. Heyer was appointed as our Lead Director in March 2015. The Lead Director chairs executive sessions of Jamba's independent directors and has the authority to call such sessions. The Lead Director also participates in the preparation of agendas and schedules for meetings of the Board, coordinates with the Chairman regarding the flow of information to the directors, serves as a liaison between the independent directors and management, and chairs meetings of the Board in the Chairman's absence. Mr. Heyer's business, financial and investment experience in the consumer focused product and services industries makes him particularly qualified for service on our Board and our Compensation and Executive Development Committee of the

Board.

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**MICHAEL A. DEPATIE** has been a member of our Board of Directors since November 2010. Mr. Depatie has served as the Managing Partner of KHP Capital Partners, the real estate investment fund of Kimpton Hotels, since January 2015. Mr. Depatie served as Chief Executive Officer of Kimpton Hotels and Restaurants, LLC from 2006 to January 2015, and was also a member of Kimpton's Board of Directors. Prior to being elected as Kimpton's Chief Executive Officer, Mr. Depatie served as their President from 2005 having joined the Kimpton family of companies as Chief Executive Officer for real estate for Kimpton Group Holding, LLC in 2003. Prior to Kimpton, Mr. Depatie held senior finance and development roles in a number of rapidly growing lodging companies including Residence Inn and Summerfield Suites. Previously, Mr. Depatie was the Chief Financial Officer of Sunterra, a NYSE listed resort hotel vacation ownership company and NYSE listed La Quinta, a national chain of limited service hotels. Mr. Depatie's extensive senior management experience and his financial expertise make him particularly qualified for service on our Board and our Audit Committee of the Board.

**DAVID A. PACE** has been a member of our Board since August 2012. Mr. Pace is the President, Carrabba's Italian Grill of Bloomin' Brands where he is responsible for both the human resources and real estate and development functions, along with the Fleming's and Roy's business units. Prior to joining Bloomin' Brands in 2010, Mr. Pace was a management consultant, entrepreneur and not-for-profit leader. He has extensive domestic and international experience overseeing Human Resources for Starbucks Coffee Company, HomeGrocer.com and PepsiCo/YUM Brands along with additional experiences in technology and sports management. Mr. Pace is an adjunct faculty member in Southern Methodist University's Cox Graduate School of Business and is currently Chairman of the Board of Up2US, a rapidly expanding national non-profit focused on improving the health and development of America's young people through sports-based youth development. Mr. Pace has a Bachelor of Science in Industrial and Labor Relations from Cornell University. Mr. Pace's extensive knowledge of the restaurant and food and beverage industries and his senior leadership experience in human resources make him particularly qualified for service on our Board, our Compensation and Executive Development Committee of the Board and our Nominating and Corporate Governance Committee of the Board.

**LORNA C. DONATONE** has been a member of our Board of Directors since December 2013. Since February 2010, Ms. Donatone has served as the Chief Operating Officer and Education Market President at Sodexo Education where she oversees operations and strategic growth for Sodexo at college and university campuses, public school districts and private schools in the U.S. Prior to that, Ms. Donatone served in various other leadership roles at Sodexo including President of School Services from September 2007 to February 2010. Ms. Donatone joined Spirit Cruises, LLC, a subsidiary of Sodexo in 1999 and served as its President from 2002 to 2006. She has been a board member of the National Restaurant Association since 2005 and a trustee of the National Restaurant Association Educational Foundation since 2011. Ms. Donatone is the immediate Past Chair of the Board of Directors of the Women's Foodservice Forum and was elected as a member of the Board of Trustees for the Culinary Institute of America in 2008. Ms. Donatone's extensive knowledge of the restaurant and food service industry, senior management experience and financial expertise makes her particularly qualified for service on our Board and our Audit Committee of the Board.

**JAMES C. PAPPAS** joined our Board of Directors in January 2015. He serves as the Managing Member of JCP Investment Management, LLC, a position he has held since June 2009. Mr. Pappas is the sole member of JCP Investment Holdings, LLC. Previously, from June 2005 to July 2007, Mr. Pappas was with the Investment Banking/Leveraged Finance Division of Goldman Sachs Group, Inc. where he advised private equity groups and corporations on appropriate leveraged buyout, recapitalization and refinancing alternatives. Prior to that, from June 2004 to June 2005, Mr. Pappas worked with Banc of America Securities, where he focused on Consumer and Retail Investment Banking, providing advice on a wide range of transactions including mergers and acquisitions, financings, restructurings and buy-side engagements. From January 2013 to May 2014, Mr. Pappas served as the Chairman of Morgan's Foods Inc., and served as its Director from February 2012 to May 2014. He served as an Independent Director of The Pantry, Inc. from March 2014 to March 2015. He also served as a Director at Samex Mining Corp.

from January 2013 to August 2013. Mr. Pappas' s financial and food service industry expertise, along with his senior management experience make him particularly qualified to serve on our Board, our Audit Committee of the Board and our Nominating and Corporate Governance Committee of the Board.

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**GLENN W. WELLING** has been a member of our Board of Directors since January 2015. He served as the Chief Investment Officer and Principal of Engaged Capital, LLC since its founding in 2012. Prior to the founding of Engaged Capital, Mr. Welling was a Principal and Managing Director of Research at Relational Investors LLC, which he joined in July 2008 and was responsible for the research on the consumer, healthcare, and utilities sectors. Mr. Welling served from February 2002 to May 2008 as a Managing Director of Credit Suisse Group AG, where he also served as the Head of the Investment Banking Department's Advisory Business. Mr. Welling served as Partner and Managing Director of HOLT Value Associates L.P. from October 1999 to January 2002. Mr. Welling serves as Chairman of the Board of Directors for the University of Pennsylvania's tennis program and as a Member of the Wharton Executive Education Board. He teaches executive education courses at the Wharton School of Business at the University of Pennsylvania. Mr. Welling's financial, industry, and senior management experience make him particularly qualified to serve on our Board and our Compensation and Executive Development Committee of the Board.

Background information on the officers of the Company other than Mr. White can be found in our Annual Report on Form 10-K filed with the SEC on March 30, 2015 under the heading Executive Officers.

## **Recommendations of the Board of Directors**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR OUR NOMINEES NAMED ABOVE.**



# CORPORATE GOVERNANCE

## Director Independence

The Board of Directors has determined that, except for James D. White, each of the Company director nominees standing for election has no relationship which, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and is an independent director as defined by the applicable NASDAQ rules and the rules and regulations of the Securities and Exchange Commission (the SEC). In determining the independence of our directors, the Board of Directors has adopted the independence standards that mirror the criteria specified by applicable law and regulations of the SEC and the NASDAQ. In making the determination of independence of our non-management directors, the Board of Directors evaluated the independence of Mr. Heyer in connection with past equity transactions with the Company between and the payment of monitoring fees by the Company to Mistral Capital Management, LLC and its affiliates.

## Board Leadership Structure

Our Board leadership structure currently consists of a Chairman, a Chief Executive Officer and a Lead Director. In the current structure, the roles of Chief Executive Officer and Chairman of our Board are combined, and the Lead Director is elected annually by all independent directors. James D. White has served as our Chief Executive Officer since 2008 and as Chairman since the 2010 Annual Meeting of Stockholders. Andrew R. Heyer was appointed as our Lead Director in March 2015, replacing Lesley H. Howe who served as our Lead Director since the 2010 Annual Meeting of Stockholders.

The Board believes that Mr. White is best situated to serve as Chairman because he is the director most familiar with the Company's business and industry, possesses detailed and in-depth knowledge of the issues, opportunities and challenges facing the Company and is thus best positioned to develop agendas that ensure that the Board's time and attention are focused on the most critical matters. The Company's independent directors bring experience, oversight and expertise from outside the Company, while the CEO brings Company-specific experience and expertise. The Board believes that the combined role of Chairman and Chief Executive Officer facilitates information flow between management and the Board, which are essential to effective corporate governance.

Additionally, one of the responsibilities of the Board is to work with management to develop strategic direction and hold management accountable for the execution of strategy once it is developed. The Board believes the combined role of Chairman and Chief Executive Officer, together with an independent Lead Director having the duties described below, is in the best interest of our stockholders because it provides the appropriate balance between strategy development and independent oversight of management.

Mr. Heyer was appointed in March 2015 by the independent members of our Board as our Lead Director. Mr. Heyer's continued service as Lead Director is contingent upon his re-election to the Board at the 2015 Annual Meeting. Mr. Heyer's duties as Lead Director include:

- setting the agenda and serving as chairman for the executive sessions of the independent directors;
- servicing as liaison between the Chairman and the independent directors, including communicating to the Chairman, as appropriate, the results of executive sessions of the independent directors;
- ensuring that independent directors have adequate opportunities to meet without management present, including authority to call meetings of the independent directors;
- approving the agenda and information sent in connection with Board meetings and ensuring that the other independent

directors also have an opportunity to provide input on the agenda;

approving meeting schedules to assure that there is sufficient time for discussion of all agenda items; and  
chairing Board meetings if the Chairman is unable to attend.

Our Board elects our President, Chief Financial Officer, Secretary and all executive officers. All executive officers serve at the discretion of our Board. Each of our officers devotes his or her full time to our affairs.

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Our directors devote time to our affairs as is necessary to discharge their duties. In addition, our Board has the authority to retain its own advisers to assist it in the discharge of its duties. There are no family relationships among any of our directors, officers or key employees.

## **Board's Role in Risk Oversight**

Our Board has an active role, as a whole and also at the committee level, in overseeing management of the risks we face. This role is one of informed oversight rather than direct management of risk. Our Board regularly reviews and consults with management on strategic direction, challenges and risks we face. Our Board also reviews and discusses with management quarterly financial results and forecasts. The Audit Committee of our Board oversees management of financial risks, and its charter tasks the committee to provide oversight of and review, at least annually, our risk management policies. The Compensation and Executive Development Committee of our Board is responsible for overseeing the management of risks relating to and arising from our executive compensation plans and arrangements. These committees provide regular reports to the full Board.

Management is tasked with the direct management and oversight of legal, financial, and commercial compliance matters, which includes identification and mitigation of associated areas of risk. The Chief Financial Officer and her staff provides regular reports of legal risks to our Board and committees. The Chief Financial Officer and the Controller provide regular reports to the Audit Committee concerning financial, tax and audit related risks. In addition, the Audit Committee receives periodic reports from management on our compliance programs and efforts, investment policy and practices and the results of various internal audit projects. Management and the Compensation and Executive Development Committee's compensation consultant provide analysis of risks related to our compensation programs and practices to the Compensation and Executive Development Committee.

## **Certain Relationships and Related Transactions**

The Company has entered into indemnity agreements with certain officers and directors which provide, among other things, that Jamba will indemnify such officer or director, under the circumstances and to the extent provided for therein, for expenses, damages, judgments, fines and settlements he or she may be required to pay in actions or proceedings which he or she is or may be made a party by reason of his or her position as a director, officer or other agent of Jamba, and otherwise to the fullest extent permitted under Delaware law and our Bylaws.

Other than the foregoing, there were no relationships or related party transactions in the fiscal year ended December 30, 2014 requiring disclosure in this Proxy Statement.

## **Procedures for Approval of Related Person Transactions**

Any request for us to enter into a transaction with an executive officer, director or employee, or any of such persons immediate family members or affiliates, must first be presented to our Audit Committee for review, consideration and approval. In approving or rejecting the proposed agreement, our Audit Committee will review each such transaction for potential conflicts of interest or improprieties in a manner consistent with our internal Policy Statement on Related Party Transactions.

## **Executive Sessions**

Non-management directors regularly meet in executive session without management present each time our Board of Directors holds its regularly scheduled meetings.

## Committees and Board Meeting Attendance

The Board of Directors has a standing Audit Committee, a Compensation and Executive Development Committee and a Nominating and Corporate Governance Committee. Each of these committees operates under a written charter adopted by the Board of Directors. Copies of these charters can be obtained on our website by going to <http://ir.jambajuice.com> and following the Corporate Governance link. The Board of Directors holds at least four regular meetings each year, with additional meetings as required. The Board of Directors held eight (8) meetings during Fiscal 2014, either in person or by teleconference. Each of the standing committees of the Board of Directors held the number of meetings indicated in the table below. During Fiscal

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2014, each of our incumbent directors attended at least 75% of the total number of meetings of the Board of Directors and all of the committees of the Board of Directors held during the period in which such director served. Our Corporate Governance Principles and Practices provide that our directors are expected to attend the Annual Meeting of Stockholders. Except Messrs. Heyer and Igelman, all of the directors then serving attended the Company's last Annual Meeting of Stockholders held on May 9, 2014.

The following table sets forth the three standing committees of the Board of Directors, the current members and former members of each committee who served during Fiscal 2014 and the number of meetings held by each such committee during Fiscal 2014:

Name of Director	Audit	Compensation and Executive Development	Nominating and Corporate Governance
Michael A. Depatie	Member		
Richard L. Federico		Member	Chair
Lesley H. Howe	Chair		
Andrew R. Heyer		Member	
Marvin Igelman <sup>(1)</sup>	Former Member		Member
David A. Pace		Chair	Member
Lorna C. Donatone	Member		
James C. Pappas <sup>(2)</sup>	Member		Member
Glenn W. Welling <sup>(3)</sup>		Member	
Number of Meetings:	4	6	4

- Mr. Igelman will continue to serve on our Nominating and Corporate Governance Committee until the 2015 Annual Meeting of Stockholders. Mr. Igelman served on the Audit Committee for a portion of the fiscal year ended December 30, 2014, attending the February 25, 2014 meeting as a member.
- (2) Mr. Pappas was appointed to our Audit Committee and Nominating and Corporate Governance Committee on January 12, 2015.
- (3) Mr. Welling was appointed to our Compensation and Executive Development Committee on January 12, 2015.

### Audit Committee

The current members of the Audit Committee are Lesley H. Howe (Chair), Michael A. Depatie, Lorna Donatone, and James C. Pappas. Each of the members of the Audit Committee is independent for purposes of the applicable NASDAQ rules and the rules and regulations of the SEC as they apply to Audit Committee members.

With the assistance of the Company's legal counsel, the Nominating and Corporate Governance Committee reviewed the applicable legal standards and criteria to determine audit committee financial expert status, as well as the answers to annual questionnaires completed by the Board members. On the basis of this review, the Nominating and Corporate Governance Committee delivered a report to the full Board. The Board made a determination that all current members of the Audit Committee are audit committee financial experts based upon the Nominating and Corporate Governance Committee's report and each Board member's review of the information made available to the committee.

The Audit Committee operates under a written charter approved by the Board of Directors, a copy of which can be obtained on our website by going to <http://ir.jambajuice.com> and following the Corporate Governance link. As more fully defined in the committee's charter, the functions of the Audit Committee include retaining our independent registered public accounting firm, reviewing their independence, reviewing and approving the planned scope of our annual audit, reviewing and approving any fee arrangements with our independent registered public accounting firm,

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overseeing their audit work, reviewing and pre-approving any non-audit services that may be performed by them, reviewing the adequacy of accounting and financial controls, reviewing our critical accounting policies and reviewing and approving any related party transactions.

Additional information regarding the Audit Committee is set forth in the Report of the Audit Committee immediately preceding Proposal No. 2 herein.

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## Compensation and Executive Development Committee

The current members of the Compensation and Executive Development Committee are David A. Pace (Chair), Richard L. Federico, Andrew R. Heyer, and Glenn W. Welling. Each of the members of the Compensation and Executive Development Committee is independent for purposes of the applicable NASDAQ rules. The Compensation and Executive Development Committee operates under a written charter approved by the Board of Directors, a copy of which can be obtained on our website by going to <http://ir.jambajuice.com> and following the Corporate Governance link.

As more fully described in the committee's charter, the primary function of the Compensation and Executive Development Committee is to assist the Board of Directors in managing compensation and development for directors and executives. The Compensation and Executive Development Committee's primary duties and responsibilities are to (i) set compensation philosophy and determine executive compensation; (ii) ensure that all components of executive compensation are consistent with the Company's compensation philosophy as in effect from time to time; (iii) evaluate and make recommendations to the Board of Directors on an annual basis concerning compensation of the members of the Board of Directors; (iv) oversee risks related to our executive compensation plans and arrangements; and (v) work with management to devise and execute on an executive development plan and succession planning and practices for the Company. The Compensation and Executive Development Committee's charter does not provide for any delegation of these duties. In addition, the Compensation and Executive Development Committee has the authority under its charter to hire outside consultants and conduct such compensation reviews, investigations and/or surveys as the Compensation and Executive Development Committee may reasonably deem will provide such information as could reasonably and properly be required by the Compensation and Executive Development Committee in the exercise of its duties and responsibilities.

In setting compensation for our members of the Board of Directors, our executive officers provide suggestions on the administration of compensation for our directors to the Compensation and Executive Development Committee. For a description of the role our executive officers play in determining or recommending the amount or form of executive compensation, please see the section below entitled EXECUTIVE COMPENSATION Compensation Discussion and Analysis.

### Executive Compensation Processes

The Compensation and Executive Development Committee has implemented an annual performance review program for our executives under which annual performance goals are determined early in each calendar year for each of our executive officers. These goals may include both corporate goals and individual department specific goals that facilitate the achievement of corporate performance. Bonuses are tied to the achievement of these performance goals.

The payment of an incentive bonus to Mr. White, our President, Chief Executive Officer and our Chairman is determined by our Board of Directors on recommendation from the Compensation and Executive Development Committee, and the payment of an incentive bonus to our other executive officers is determined by the Compensation and Executive Development Committee on recommendation from the President, Chief Executive Officer, in each case following a review of the achievement of specified performance goals.

For all executives, annual base salary increases and bonuses, to the extent awarded, are implemented during the first calendar quarter of the year. In addition, commencing for fiscal 2015, during the first quarter of each year, the Compensation and Executive Development Committee and Board of Directors grant long-term equity awards and set performance goals under the Company's Management Incentive Plan. Newly hired and promoted executives may be granted supplemental awards at a committee meeting following their hiring or promotion dates. The Compensation and Executive Development Committee has the authority to retain compensation consultants and other outside

advisors to assist in the evaluation of executive officer compensation. During 2014, the Compensation and Executive Development Committee retained an independent compensation consultant, Frederic W. Cook and Co., Inc., to assist the Compensation and Executive Development Committee with the Company's executive and non-employee director compensation programs.



## **Risk Considerations in Executive Compensation**

Our Compensation and Executive Development Committee has discussed the concept of risk as it relates to our compensation programs, including our executive compensation program, and our Compensation and Executive Development Committee does not believe that our compensation programs encourage excessive or inappropriate risk taking. As described more fully in the section below entitled EXECUTIVE COMPENSATION Compensation Discussion and Analysis, we structure our pay to consist of both fixed and variable compensation. The fixed (or salary) portion of compensation is designed to provide a steady income regardless of our stock price performance so that executives do not feel pressured to focus exclusively on stock price performance to the detriment of other important business metrics. The variable (cash bonus and equity) portions of compensation are designed to reward both intermediate and long-term corporate performance and generally are tied to the achievement of company-wide and individual department-specific goals. Goals are both financial and non-financial, and while largely formula-based, there is also an appropriate level of discretion in determining incentive payouts. We believe that applying company-wide metrics encourages decision-making by our executives that is in the best long-term interest of our Company and stockholders. Further, we believe that these variable elements of compensation constitute a sufficient percentage of overall compensation to motivate our executives to produce superior short, intermediate and long-term corporate results, while the fixed element is also substantial enough that our executives are not encouraged to take unnecessary or excessive risks in doing so. Finally, there are additional risk mitigating policies in place such as insider trading prohibitions and independent Compensation and Executive Development Committee oversight.

## **Compensation Committee Interlocks and Insider Participation**

No member of the Compensation and Executive Development Committee is or has been an officer or employee of the Company during Fiscal 2014. During Fiscal 2014, no member of the Compensation and Executive Development Committee had any relationship with the Company requiring disclosure under Item 404 of Regulation S-K. During Fiscal 2014, none of the Company's executive officers served on the Compensation and Executive Development Committee or Board of Directors of another entity any of whose executive officers served on the Company's Compensation and Executive Development Committee or Board of Directors.

## **Nominating and Corporate Governance Committee**

The current members of the Nominating and Corporate Governance Committee are Richard L. Federico (Chair), Marvin Igelman, David A. Pace, and James C. Pappas. Each of the members of the Nominating and Corporate Governance Committee is independent for purposes of the applicable NASDAQ rules. The Nominating and Corporate Governance Committee operates under a written charter approved by the Board of Directors, a copy of which can be obtained on our website by going to <http://ir.jambajuice.com> and following the Corporate Governance link.

As more fully defined in the committee's charter, the Nominating and Corporate Governance Committee considers qualified candidates for appointment and nomination for election to the Board of Directors and makes recommendations concerning such candidates, develops corporate governance principles for recommendation to the Board of Directors and oversees the regular evaluation of our directors and management.

## **Director Nominations Criteria and Diversity**

The Board of Directors has adopted a Director Qualifications and Nominations Policy, the purpose of which is to describe the process by which candidates for possible inclusion in the Company's slate of director nominees are selected. The Director Qualifications and Nominations Policy is administered by the Nominating and Corporate Governance Committee.



The Nominating and Corporate Governance Committee annually evaluates the current members of the Board of Directors whose terms are expiring and who are willing to continue in service against the criteria set forth below in determining whether to recommend these directors for election. The Nominating and Corporate Governance Committee regularly assesses the optimum size of the Board of Directors and its committees and the needs of the Board of Directors for various skills, background and business experience in determining if the Board of Directors requires additional candidates for nomination.

In fulfilling its responsibilities, the Nominating and Corporate Governance Committee considers, among other things, the following factors in reviewing possible candidates for nomination as director:

- the appropriate size of the Company's Board of Directors and its Committees;
- the perceived needs of the Board of Directors for particular skills, background and business experience;
- the skills, background, reputation, and business experience of nominees compared to the skills, background, reputation, and business experience already possessed by other members of the Board of Directors;
- nominees' independence from management;
- applicable regulatory and listing requirements, including independence requirements and legal considerations, such as antitrust compliance;
- the benefits of a constructive working relationship among directors; and
- the desire to balance the considerable benefit of continuity with the periodic injection of the fresh perspective provided by new members.

The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for any prospective nominee.

While the Nominating and Corporate Governance Committee does not have a formal policy on diversity with regard to consideration of director nominees, the Nominating and Corporate Governance Committee considers diversity in its selection of nominees and seeks to have a Board of Directors that brings to the Company a variety of perspectives and skills derived from high quality business and professional experience. Our Board of Directors recognizes its responsibility to ensure that nominees for our Board of Directors possess appropriate qualifications and reflect a reasonable diversity of personal and professional experience, skills, backgrounds and perspectives, including those backgrounds and perspectives with respect to age, gender, culture, race and national origin. We believe that the backgrounds and qualifications of our directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow the Board of Directors to promote our strategic objectives and to fulfill its responsibilities to our stockholders.

Candidates for nomination as director come to the attention of the Nominating and Corporate Governance Committee from time to time through incumbent directors, management, stockholders or third parties. These candidates may be considered at meetings of the Nominating and Corporate Governance Committee at any point during the year. Such candidates are evaluated against the criteria set forth above. If the Nominating and Corporate Governance Committee believes at any time that it is desirable that the Board of Directors consider additional candidates for nomination, the Nominating and Corporate Governance Committee may poll directors and management for suggestions or conduct research to identify possible candidates and may engage, if the Nominating and Corporate Governance Committee believes it is appropriate, a third party search firm to assist in identifying qualified candidates.

The Nominating and Corporate Governance Committee will evaluate any recommendation for director nominee proposed by a stockholder. In order to be so evaluated, any recommendation for director nominee submitted by a stockholder must be sent in writing to the Corporate Secretary, Jamba, Inc., 6475 Christie Avenue, Suite 150, Emeryville, CA 94608, 120 days prior to the anniversary of the date the proxy statement was released to stockholders in connection with the prior year's annual meeting of stockholders, except that if no annual meeting was held in the previous year or the date of the annual meeting has been advanced by more than thirty (30) calendar days from the date contemplated at the time of the previous year's proxy statement, notice by the stockholders to be timely must be received not later than the close of business on the tenth (10<sup>th</sup>) calendar day following the day on which public announcement of the date of such meeting is first made, and must contain, among other requirements set forth in our Bylaws, the following information with respect to the candidate:

the candidate's name, age, business address and residence address;

the candidate's principal occupation or employment;

the class and number of shares of capital stock of the Corporation which are beneficially owned by the candidate; and any other information relating to the candidate that is required to be disclosed in solicitations for proxies for election of directors pursuant to the Rules and Regulations of the Securities and Exchange Commission under Section 14 of the Securities Exchange Act of 1934, as amended.

All directors and director nominees must submit a completed form of directors' and officers' questionnaire as part of the nominating process. The evaluation process may also include interviews and additional background and reference checks for non-incumbent nominees, at the discretion of the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee will evaluate incumbent directors, as well as candidates for director nominee submitted by directors, management and stockholders consistently using the criteria stated in its policy and will select the nominees that in the Nominating and Corporate Governance Committee's judgment best suit the needs of the Board of Directors at that time.

Our Bylaws permit stockholders to nominate directors for consideration at annual meetings, provided the advance notice requirements set forth in our Bylaws have been properly met.

## **Communications with Directors**

Stockholders may communicate with any and all members of our Board of Directors by transmitting correspondence by mail or facsimile addressed to one or more directors by name (or to the Chairman, for a communication addressed to the entire Board of Directors) at the following address and fax number:

Name of the Director(s)  
c/o Corporate Secretary  
Jamba, Inc.  
6475 Christie Avenue, Suite 150  
Emeryville, CA 94608  
Fax: (510) 653-0643

Communications from our stockholders to one or more directors will be collected and organized by our Corporate Secretary under procedures approved by our independent directors. The Corporate Secretary will forward all communications to the Chairman of the Board of Directors, or to the identified director(s) as soon as practicable, although communications that are abusive, in bad taste or that present safety or security concerns may be handled differently. If multiple communications are received on a similar topic, the Corporate Secretary may, in his or her discretion, forward only representative correspondence.



The Chairman of the Board of Directors will determine whether any communication addressed to the entire Board of Directors should be properly addressed by the entire Board of Directors or a committee thereof. If a communication is sent to the Board of Directors or a committee, the Chairman of the Board, or the Chairman of that committee, as the case may be, will determine whether a response to the communication is warranted. If a response to the communication is warranted, the content and method of the response will be coordinated with our Vice President of Legal Affairs.

## **Code of Business Conduct and Ethics**

The Company has adopted a Code of Business Conduct and Ethics that applies to all of its employees, including the Chief Executive Officer, Chief Financial Officer and Controller. The Code of Business Conduct and Ethics can be obtained on the Company's website by going to <http://ir.jambajuice.com> and following the Corporate Governance link. The Company intends to post on its website any amendments to or waivers of the Company's Code of Business Conduct and Ethics. The information contained on the Company's website is not part of this document.

## **Corporate Governance Guidelines**

Our Board has adopted Corporate Governance Principles and Practices to assist it in the exercise of its duties and responsibilities and to serve the best interests of our company and our stockholders. These principles which provide a framework for the conduct of our Board's business provide, among other things, that:

The principal responsibility of the directors is to oversee the exercise of corporate powers and to ensure that the Company's business and affairs are managed to meet its stated goals and objectives.

Certain criteria and qualifications be used for consideration of selection of Board nominees.

New directors participate in an orientation program.

All Board members have access to senior management. No member of the Board shall stand for reelection after his/her 75<sup>th</sup> birthday without a waiver from a majority of the members of the Board. At least annually, our Board and its committees will conduct a self-evaluation to determine whether they are functioning effectively. Board members shall not serve on more than four other Boards of Directors of other publicly-traded companies; provided, however that if the Board member also serves as chairman of the board of a publicly-traded company, then he or she shall not serve on more than three other Boards of Directors, or if the Board member also serves as an executive officer of a company, then he or she shall not serve on more than two other Boards of Directors.

These principles can be obtained on our website by going to <http://ir.jambajuice.com> and following the Corporate Governance link. A printed copy of the guidelines may also be obtained by any stockholder upon request in writing to Jamba, Inc., c/o ICR, Inc., 685 Third Avenue, 2<sup>nd</sup> Floor, New York, NY, 10017, by emailing [investors@jambajuice.com](mailto:investors@jambajuice.com), or by telephoning (646) 277-1212.

## **Stock Ownership Guidelines**

Each member of our Board of Directors is required to acquire and maintain, individually or through their affiliates, a minimum of \$100,000 of shares of the Company's common stock during the term of his or her service on the Board, with the value measured by the greater of the aggregate purchase price paid for such shares or the current market price. New members of the Board shall have two years from the date on which their service begins in which to attain the required ownership level. Any director who falls short of the guideline will be deemed in compliance as long as such director retains all stock compensation until the required level of ownership is met. In 2013, we adopted Management Stock Ownership Guidelines to further align the interests of members of senior management with the interests of our stockholders and to encourage management ownership of our common stock. Further information on these guidelines is set forth in the section below entitled EXECUTIVE COMPENSATION Compensation Discussion

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and Analysis.

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## REPORT OF THE AUDIT COMMITTEE

The Audit Committee of the Company's Board of Directors is composed of four members and acts under a written charter adopted and approved by the Board of Directors in 2006. The members of the Audit Committee are independent as defined by its charter, the NASDAQ Global Market listing standards and the Securities Exchange Act.

The Audit Committee oversees the Company's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the audited financial statements in the Annual Report on Form 10-K for the fiscal year ended December 30, 2014 with management, which review included a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee reviewed and discussed with KPMG LLP, the Company's independent registered public accounting firm, who is responsible for expressing an opinion on the conformity of those audited financial statements with accounting principles generally accepted in the United States of America, its judgment as to the quality, not just the acceptability, of the Company's accounting principles and such other matters as are required to be discussed with the Audit Committee under generally accepted auditing standards, including Public Company Accounting Oversight Board Auditing Standard No. 16, *Communications with Audit Committees* (AS 16). The independent registered public accounting firm also provided the Audit Committee with the written disclosures required by applicable professional and regulatory standards relating to KPMG's independence from the Company, including the Public Company Accounting Oversight Board pertaining to the independent accountant's communications with the Audit Committee concerning independence. The Audit Committee also reviewed and pre-approved all fees paid to the independent registered public accountants and considered whether KPMG's provision of non-audit services to the Company was compatible with the independence of the independent registered public accountants.

The Audit Committee discussed with the Company's independent registered public accounting firm the overall scope and plans for their audit. The Audit Committee met with the independent registered public accounting firm, with and without management present, to discuss the results of their examination, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Company's Board of Directors, and the Board approved, that the Company's audited financial statements be included in the Annual Report on Form 10-K for the fiscal year ended December 30, 2014 for filing with the SEC.

SUBMITTED BY THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS

Lesley H. Howe, Chairman  
Michael A. Depatie  
Lorna Donatone  
James C. Pappas



## PROPOSAL NO. 2

# RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors requests that stockholders ratify the selection of KPMG LLP as its independent registered public accounting firm to audit the consolidated financial statements of the Company for the fiscal year ending December 29, 2015 ( Fiscal 2015 ). KPMG LLP has acted in such capacity since its appointment in fiscal year 2008.

A representative of KPMG LLP is expected to be present at the 2015 Annual Meeting with the opportunity to make a statement if the representative desires to do so, and is expected to be available to respond to appropriate questions. At the 2015 Annual Meeting, the stockholders are being asked to ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for Fiscal 2015. If the selection of KPMG LLP as auditors for Fiscal 2015 is not approved by stockholders, the adverse vote will be considered by the Audit Committee in its decision to retain KPMG as auditors for 2015. Even if this selection is ratified, the Audit Committee, in its discretion, may direct the engagement of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best interests of the Company and its stockholders.

### Fees for Professional Services

The following table sets forth the aggregate fees billed to the Company for the fiscal year ended December 30, 2014 ( Fiscal 2014 ) and fiscal year ended December 31, 2013 ( Fiscal 2013 ) by its independent registered public accounting firm, KPMG LLP:

	Fiscal 2014 (52 weeks)	Fiscal 2013 (52 weeks)
Audit Fees <sup>(1)</sup>	\$ 1,163,895	\$ 747,700
Audit-Related Fees <sup>(2)</sup>	23,000	22,000
Tax Fees <sup>(3)</sup>	100,229	101,495
All Other Fees		
<b>Total Fees</b>	<b>\$ 1,287,124</b>	<b>\$ 871,195</b>

(1) Audit Fees consist of fees billed for professional services rendered for the audit of the Company's consolidated annual financial statements and review of the interim consolidated financial statements included in quarterly reports and services that are normally provided by our independent registered public accountants in connection with statutory and regulatory filings or engagements.

(2) Audit-Related Fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's consolidated financial statements and are not reported under Audit Fees.

(3) Tax Fees consist of tax compliance, tax planning, and tax advice.

The Audit Committee has considered whether the provisions of services described in the table above are compatible with maintaining auditor independence. Unless a type of service has received general pre-approval, it will require

separate pre-approval by the Audit Committee. The Audit Committee has delegated its pre-approval authority to its Chairman, provided the Chairman reports any pre-approval decisions to the full Audit Committee at its next regularly scheduled meeting. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval process. During Fiscal 2014 and Fiscal 2013, all fees paid to our independent auditors were pre-approved in accordance with this policy without exception.

## **Vote Required and Board of Directors Recommendation**

Approval of this proposal requires the affirmative vote of a majority of the voting power of the stock represented and entitled to vote on this proposal. If you hold your shares in your own name and abstain from voting on this matter, your abstention will have the same effect as a negative vote. If you hold your shares through a broker and you do not instruct the broker on how to vote on this proposal, your broker will have authority to vote your shares on a discretionary basis in favor of the proposal.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 29, 2015.**

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# EXECUTIVE COMPENSATION

## Compensation Discussion and Analysis

### Introduction

This Compensation Discussion and Analysis is intended to provide an explanation of our compensation program relating to Fiscal 2014, with particular focus on our Chief Executive Officer ( CEO ) and the other listed executives as presented in the 2014 Summary Compensation Table that follows this discussion (herein referred to as the Named Executive Officers ). For 2014, our Named Executive Officers were:

James D. White, Chief Executive Officer and President  
Karen L. Luey, Executive Vice President, Chief Financial Officer, Chief Administrative Officer and Secretary  
Steve A. Adkins, Senior Vice President, Managing Director, West  
Dale Goss, Senior Vice President, Managing Director, East  
Julie S. Washington, Senior Vice President and Chief Marketing & Innovation Officer

### Executive Summary

#### **2014 Performance**

During 2014, we continued to focus on establishing consistent organic growth in revenue and profitability by transforming Jamba into a globally recognized healthy, active lifestyle brand. We did this by strengthening our total brand value through product innovations, engaging national and local marketing programs, and national scale partnerships, all of which reinforced our customer loyalty. Fiscal 2014 was a transition year which is reflected in our financial results. We initiated the major rollout of our Made-to-Order and Ready-To-Drink Fresh Juice platform across 500 locations, in addition to the commitment to move the company to an asset-light business model, with a greater than 80% of our stores franchisee owned. At the end of 2014, we undertook a significant organizational redesign to align with our shift to the asset-light, franchise-focused model. These initiatives had a financial impact on the business and we incurred additional costs of \$7.2 million in non-recurring transitional expenses. We made significant progress, however, on several key strategic and operational priorities as we executed upon our BLEND Plan 3.0 (our BLEND Plan ). Our BLEND Plan provides continuity with our previous BLEND Plans, as well as a blueprint for building total brand value, with strategic priorities focused on product innovation and development, establishing Jamba as a lifestyle brand, expanding our growth initiatives, partners, channels and markets, and driving business efficiencies. Highlights of our Fiscal 2014 financial performance include<sup>(1)</sup>:

Net loss for Fiscal 2014 was \$3.6 million, compared to net income of \$2.1 million for Fiscal 2013; after adjusting for transitional charges, net income for Fiscal 2014 was \$3.7 million.

Loss from Operations for Fiscal 2014 was \$3.3 million; after adjusting for transitional charges, income from Operations was \$3.8 million.

Company-owned comparable store sales increased by 2.8% compared to the prior year, reflecting the fourth consecutive fiscal year of comparable store sales growth; and

(1) Non-GAAP adjusted net income is calculated as net income as determined in accordance with GAAP excluding the items associated with the Company's juice launch, costs related to the Company's move to outsource specified services to a third party service provider, costs associated with the purchase stores from an existing franchisee and transition costs accompanying the move to an asset-light business model. Non-GAAP general and administration expense is calculated as general and administration expense in accordance with GAAP, excluding the portion of

such above transitional costs in general and administration expenses. The Company believes that net income and general and administration expense adjusted to exclude the costs of such items is a helpful indicator of the Company's operating performance in that it shows the net gain/loss without the impact of what the Company believes to be upfront transitional costs. Management does not believe such costs are reflective of the Company's ongoing performance and accordingly excludes those items from non-GAAP adjusted net income/loss and general and administration expense. Reference is made to the non-GAAP reconciliation schedules set forth in Appendix A.

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General and Administrative expenses were \$37.3 million; after adjusting for transitional charges, General and Administrative expenses were \$33.7 million.

We made significant progress in many of our strategic initiatives. Our brand continues to strengthen on a nationwide basis, with our consumer messaging focused on the fresh produce used to Blend in the Good™. We had a successful launch of made-to-order freshly prepared juices to over 500 stores during the year, along with the launch of our cold-pressed ready to drink bottled juices to over 300 stores. Global development continues to be strong as we opened up 67 new global locations, in addition to a new agreement to enter Taiwan. At the end of 2013, we began a cost reduction and optimization program, which included the alignment of our organizational structure with our asset-light business model. As a result of this and other measures, our expectation for Fiscal 2015 is to incur general and administrative costs of \$30 million, a significant decrease over 2014. In November of 2014, we announced a share repurchase program to begin to return capital to shareholders. Through the end of the year, we repurchased 910,813 shares at an average price of \$13.17.

## 2014 Compensation Decisions

In Fiscal 2014, we implemented incentive compensation programs to reward employees, including our Named Executive Officers, for the attainment of business and financial measures that we believe enhance stockholder value, and achievements that support execution of our BLEND Plan. The following lists key compensation actions for 2014 with respect to our Named Executive Officers:

*Base Compensation.* No changes were made to base salaries during 2014.

*Cash Incentive Compensation.* Based upon our 2014 financial and operational performance described above, we awarded cash bonuses under our Jamba, Inc. Management Incentive Plan ( Management Incentive Plan ) ranging from 33% to 35% of target for the year, due to our failure to achieve all of the pre-established goals set for each six-month performance period. For the first half of 2014, payouts were 66% to 70% of target, reflecting achievement of all financial performance targets but not all strategic performance targets. We awarded no bonus for the second half of the year due to our falling short of our Income-from-Operations performance target, though we had achieved other financial and strategic performance targets in the second performance period.

*Equity Compensation.* As part of our focus on competitive pay practices, retention and long-term goals, our equity compensation program in 2014 continued as a mix of 50% performance-based restricted stock units ( performance-based RSUs ) and 50% time-vested restricted stock units ( time-vested RSUs ). We believe this combination aligns the interests of our executives with those of our stockholders, as the awards only have value if certain performance goals are met. The performance-based RSUs are based on relative total stockholder return (TSR) versus a peer group restaurant index, measured over a one-year, two-year, and three-year performance period. Based on our 2013 results, no performance-based RSUs were granted or vested.

## Summary of Other Major Program Elements

Other significant elements of the Company's compensation program that continue to reinforce stockholder alignment, our long-term retention strategy, and what the Compensation and Executive Development Committee considers best practices are the following:

Compensation decisions are made by an independent compensation committee that receives advice from an independent compensation consultant engaged directly by the committee;

The Company maintains share ownership guidelines for its directors and executive officers;

The Company maintains an insider trading policy, and a prohibition on hedging Company securities;

The Compensation and Executive Development Committee conducts an annual risk assessment;

Equity awards are subject to double trigger vesting acceleration upon a change in control, which requires a qualifying termination after such change in control.

In addition, the Company does not maintain or grant any of the following with respect to our executive officers:  
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- Tax reimbursements or gross-ups;
- Any special perquisites or benefits, except in limited circumstances where there is a business purpose, as approved by the Compensation and Executive Development Committee; or
- Supplemental retirement plans.

## **Compensation Process and Oversight**

### **Compensation and Executive Development Committee**

Our Compensation and Executive Development Committee is responsible for establishing, implementing and monitoring our compensation philosophy and programs. The Compensation and Executive Development Committee determines compensation for our executives, including annual base salary, non-equity incentive plan payments, equity awards and all other compensation and compensation procedures applicable to our Named Executive Officers. Our Compensation and Executive Development Committee is composed of members who are not, and never have been, employees of the Company.

### **Role of Senior Management and Consultant in Compensation Decisions**

While the Compensation and Executive Development Committee does not delegate any of its functions to others in setting compensation, several members of senior management participate in the Compensation and Executive Development Committee's executive compensation process. For example, the Compensation and Executive Development Committee takes into consideration recommendations of our CEO on compensation decisions for executive officers other than himself, based on performance reviews he conducts with each of the executive officers, including the Named Executive Officers. Our CEO does not participate in discussions regarding his own compensation.

Historically, the Compensation and Executive Development Committee has retained compensation consultants to assist it in its review of Named Executive Officer compensation. The Compensation and Executive Development Committee has used the findings and recommendations of compensation consultants to help ensure that management's compensation recommendations are in line with the Company's priorities, properly incentivize actions that improve Company performance, and are reasonable when compared to the market for executive talent. In addition, the Compensation and Executive Development Committee believes that the engagement of an independent consultant from time to time helps enhance the overall independence of the Compensation and Executive Development Committee's decision-making. As will be discussed below, in Fiscal 2014, the Compensation and Executive Development Committee engaged Frederic W. Cook & Co., Inc. ( Frederic W. Cook ) as a consultant. As part of its services, Frederic W. Cook:

Participates in the design of executive compensation programs to help the committee evaluate the linkage between pay and performance;

Reviews market data and advises the committee on determining the compensation levels of our Chief Executive Officer and other Named Executive Officers;

Reviews and advises the committee regarding the compensation of the other executive officers;

Reviews and advises the committee regarding non-employee director compensation; and

Assists with an annual risk assessment of the Company's compensation programs.

Frederic W. Cook does not perform any other work on behalf of management or the Company. The Compensation and Executive Development Committee assessed the independence of Frederic W. Cook and concluded that no conflict of interest exists that would prevent Frederic W. Cook from independently representing the Compensation and Executive Development Committee. The Compensation and Executive Development Committee intends to continue retaining the services of third party executive compensation specialists from time to time, as the Compensation and Executive



Development Committee deems necessary or helpful, in connection with the establishment and development of our compensation philosophy and programs.

## Competitive Compensation Data

To assist with the determination of the compensation decisions made with respect to our executive officers for Fiscal 2014, the Compensation and Executive Development Committee asked Frederic W. Cook to benchmark our executive compensation program and to provide a comparison of the total and individual elements of pay for our executive team, relative to that of individuals holding similar positions at companies in our executive compensation peer group (described below). Frederic W. Cook worked with our human resources department and management to access our data and review our compensation practices and philosophy, and provided the Compensation and Executive Development Committee with the requested benchmarking information on pay levels and pay practices.

To support our pay-for-performance philosophy and our objective to develop an executive compensation program that is sufficiently competitive to attract and retain key executives who can support and execute our BLEND Plan, the Compensation and Executive Development Committee evaluated executive compensation information for a specific group of comparable companies. This process allowed the Compensation and Executive Development Committee to set total compensation at levels for Fiscal 2014 that it believes are appropriate to retain and motivate our Named Executive Officers, and to develop a compensation program that supports our financial and strategic revitalization.

The Compensation and Executive Development Committee, with the assistance of Frederic W. Cook, identified our executive compensation peer group, selecting companies that are similar to us in industry, revenue, net income, number of employees and market capitalization. In determining our Fiscal 2014 peer group, the Compensation and Executive Development Committee selected companies in the quick service restaurant and fast casual dining spaces with revenues ranging from \$77 million to \$857 million and market capitalization ranging from \$73 million to \$1.227 billion, with the goal of assembling the group to position Jamba at the median in both size categories.

The companies that comprised the Fiscal 2014 executive compensation peer group were:

Ark Restaurants Corp	Diversified Restaurant Holdings	Krispy Kreme Doughnuts, Inc.
Biglari Holdings Inc.	Einstein Noah Restaurant Group, Inc.	Luby's Inc.
BJ's Restaurants, Inc.	Famous Dave's of America, Inc.	Nathan's Famous, Inc.
Bravo Brio Restaurant Group	Fiesta Restaurant Group, Inc.	Noodles & Company
Carrols Restaurant Group, Inc.	Frisch's Restaurant, Inc.	Popeye's Louisiana Kitchen, Inc.
Chuy Holdings, Inc.	Ignite Restaurant Group	Ruth's Hospitality Group, Inc.
Denny's Corporation	Kona Grill, Inc.	Sonic Corp.

In making its executive compensation decisions, the Compensation and Executive Development Committee considered the competitive data provided by Frederic W. Cook. The Compensation and Executive Development Committee does not target a specific percentile for pay, but uses the median-to-75<sup>th</sup> percentile range as a guide for making its pay decisions with respect to all pay elements. In selecting this range, the Compensation and Executive Development Committee acknowledged the extremely competitive job market in the San Francisco Bay Area, which also has an above-average cost of living. While the Compensation and Executive Development Committee considers relevant market pay practices when setting executive compensation, it does not believe that it is appropriate to establish compensation levels based only on market practices. The factors that influence the amount of compensation awarded include market competition for a particular position, an individual's experience and past performance inside or outside the Company, compensation history, role and responsibilities within the Company, past and future performance objectives, value of the position within the Company, and the Company's financial performance.



## Objectives and Components of Our Executive Compensation Program

The primary objectives of our executive compensation program are as follows:

Deliver pay for performance;  
Drive strong business results;  
Support teamwork; and  
Attract and retain strong talent.

We believe that pursuing our objectives will help us attract and retain qualified executives who are results oriented, engaged and passionate about our brand and are able to help us execute our BLEND Plan. The ability to embrace our mission and culture are also important components in driving these objectives.

Our compensation programs provide a mix of fixed compensation and short-term and long-term incentive awards tied to the achievement of specific business objectives, corporate financial goals, and individual performance. We strive to be competitive in a challenging economic environment, with the ultimate objective of improving stockholder value. In addition, we work to ensure that our compensation program is perceived as fundamentally fair to all stockholders.

## Program Elements

The compensation program for our executive officers consists of the following elements:

Base Salary;  
Non-Equity Incentive Compensation;  
Equity Based Incentive Compensation; and  
General Team Member Benefits.

The exact base pay, cash incentive bonus targets and equity grant amounts are set at a level designed to attract and retain the best people available that possess the skills necessary to help us execute our BLEND Plan.

### Base Salary

Base salary is the fixed portion of executive pay and is set to reward an individual's current contributions to the Company and to compensate them for their expected day-to-day performance. The Compensation and Executive Development Committee determines base salary levels for executives on an annual basis. Increases in salaries are generally based on both individual performance and our merit increase budget for the year. Other factors that may influence setting of or changes in base salary levels include total company performance, the executive's experience, responsibilities, management abilities and job performance, current market conditions and analysis of competitive salaries payable for similar positions at other comparable companies. Salary increases may also be awarded in connection with an individual's promotion to a new role. After consideration of peer group compensation data for the industry and the relative responsibilities and contributions of the executive officers, the Compensation and Executive Development Committee elected not to make any changes to the annual salaries of any of our Named Executive Officers for Fiscal 2014. The annual salaries of our Named Executive Officers are set forth below:

Title	Base Annual Salary
James D. White	\$600,000
Karen L. Luey	\$352,000
Julie S. Washington	\$300,000
Steve Adkins	\$285,000

Dale Goss

\$260,000

**Annual Non-Equity Incentive Compensation**

We believe that non-equity incentive compensation in the form of a short-term cash bonus is an important factor in motivating our management team as a whole, and individual executives in particular, to

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perform at their highest level toward achievement of the objectives set forth in our BLEND Plan and in achieving our other objectives. Under our Management Incentive Plan, the Compensation and Executive Development Committee is provided the authority to establish performance periods, to set performance goals and to determine the relative weight to be given to each performance goal. The Compensation and Executive Development Committee selected two performance periods for 2014, with the initial performance period consisting of the first and second fiscal quarters and the second performance period consisting of the third and fourth fiscal quarters. Payouts under our Management Incentive Plan, if earned, are made at the conclusion of each performance period after determination of metrics achieved.

Each participant was eligible for a target award, based on the participant's base salary and position, as follows:

Title	Target Award as a % of Base Salary During Performance Periods	
President and Chief Executive Officer	100	%
Chief Financial Officer, Chief Administrative Officer & Secretary	65	%
Senior Vice President	50	%

The components of each target metric are weighted differently based on each participant's position with the Company, and the award is based on achievement of one or more of the performance goals to the extent of the weighting, as follows:

Position	Weighting		
	Co. Financial Objectives	Dept. Strategic Objectives	Personal Objectives
President and Chief Executive Officer	75 %	25 %	0 %
Chief Financial Officer, Chief Administrative Officer & Secretary	70 %	30 %	0 %
Senior Vice President	60 %	30 %	10 %

### First Performance Period

The criteria approved by the Compensation and Executive Development Committee for the first performance period of Fiscal 2014 consisted of a financial component, a strategic component and, with respect to Named Executive Officers at the Senior Vice President level, a personal component, as set forth in the table below. If the Income from Operations before bonus for the performance period did not reach the threshold amount determined, no amounts would be payable with respect to the plan. If the Income from Operations for the performance period exceeded the threshold amount, and the other financial metrics were met, an amount would be payable based upon a sliding scale between 60% and 125% of participant's targeted amounts with respect to the financial metrics. The strategic goals are achieved based on the degree of completion determined at the discretion of the Compensation and Executive Development Committee. The target amounts are divided evenly between the two performance periods such that 50% of each targeted amount is attributable to each performance period.

First Half 2014

Components Performance Goals

Actual Performance

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Financial	Income from Operations \$8.2 million (threshold)	Achieved Between threshold and Target level
	Income from Operations of \$12.0 million (maximum) before bonus	
	G&A expense target (excluding bonus and other one-time expenses) of \$16.9 million or less	Achieved
Strategic	Positive Comparable Company Same Store Sales	Achieved
	Drive Juice Rollout to 200 System locations	Achieved
	Deliver One signed International Agreement	Not Achieved
	Deliver One New Venture Account	Achieved

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## First Half 2014

Components	Performance Goals	Actual Performance
	Retail Growth Platform increase number of units	Achieved
	Fully Implement Supply Chain Strategy	Achieved
Personal	Ms. Washington, Mr. Adkins and Mr. Goss	Achieved

In the first performance period, the Income from Operations goal exceeded the threshold amount and the other financial components were met, providing for payment with respect to the financial objectives. However, with respect to the Company strategic objectives, some but not all of the strategic goals were achieved. Based upon the Company's payment with respect to financial objectives, and 50% payment with respect to strategic objectives (and achievement of personal objectives for executives where applicable), bonus payouts for the period ranged from 66% to 69% of overall target for executives. Mr. White was paid an amount based upon achievement of 69% of the target bonus and the other Named Executive Officers were paid amounts based upon achievements of 66 to 68% of their target bonus.

The achievement percentages based upon the amount of bonus paid to the participant divided by the product of the target award percentage, the base salary of the participant attributable to the performance period and the applicable weighing of the objectives with respect to such participant. See the 2014 Summary Compensation Table for payouts under our Management Incentive Plan to all Named Executive Officers.

## Second Performance Period

The guidelines approved by the Compensation and Executive Development Committee for the second performance period of Fiscal 2014 moved to a Balanced Scorecard methodology that translates our mission statement and business strategy into specific, quantifiable goals, and monitors our performance in achieving these goals. It consisted of a financial component, strategic, operational and marketplace components and, with respect to Named Executive Officers at the Senior Vice President level, a personal component, as set forth in the table below. For the second performance period, if the Income from Operations for the performance period did not reach the threshold amount determined, no amounts would be payable with respect to the Management Incentive Plan for the second performance period. If the Income from Operations for the performance period exceeded the threshold amount, and the other financial metrics were met, an amount would be payable based upon a sliding scale between 60% and 125% of participant's targeted amounts with respect to the financial metrics. The strategic goals are achieved on an all or nothing basis, with such achievement determined at the discretion of the Compensation and Executive Development Committee. The target amounts are divided evenly between the two performance periods such that 50% of each targeted amount is attributable to each performance period.

## Second Half 2014

Components	Performance Goals	Actual Performance
Financial	Income from Operations \$3.2M at target	Not Achieved
	G&A expense target (excluding bonus and other one-time expenses) of \$16.9M or less	Not Achieved
Strategic	Positive Comparable Company Same Store Sales	Not Achieved
	Launch ready to drink in California stores	Achieved
	Develop asset light refranchising strategy	Achieved
Operational	Close two countries	Not Achieved
	Supply chain cost savings	Not Achieved
Marketplace	System Juice Units per Day criteria	Not Achieved
	Juice Execution maintain or exceed customer overall satisfaction scores	Not Achieved



24	Personal	Maintain Aided Brand Awareness scores Goals for Ms. Washington, Mr. Adkins, and Mr. Goss	Achieved Not Achieved
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In the second performance period, no bonus was deemed payable under the Management Incentive Plan regardless of achievement of some of the financial and personal (where applicable) objectives, since the Income from Operations threshold was not achieved at the threshold level with respect to the period.

### **First and Second Half Combined**

For Fiscal 2014, the total bonus payments to Named Executive Officers in the aggregate (combining the first and second performance periods) ranged from 33% to 35% of their respective annual performance bonus targets. See the 2014 Summary Compensation Table for payouts under our Management Incentive Plan to all Named Executive Officers.

### **Equity Based Incentive Compensation**

The Compensation and Executive Development Committee generally considers a range of factors in setting the size of equity grants to our Named Executive Officers, including assessments of individual performance, the potential contribution that each Named Executive Officer could be expected to make in the future, the Named Executive Officer's targeted total direct compensation, previous grants to such Named Executive Officer, and the size of awards and total compensation provided to others holding similar positions at companies included in our executive compensation peer group.

The Compensation and Executive Development Committee individually approves all equity awards to our officers at or above the vice president level. The Equity Award Committee, comprised of members of our management team, has been delegated the authority by the Board of Directors to approve equity grants below the vice president level. The Board of Directors or the Compensation and Executive Development Committee has the right to suspend the ability of the Equity Award Committee to award equity grants for any reason at any time.

### **Fiscal 2014 Equity Grants**

As a part of our focus on competitive pay practices, retention and long-term goals, our 2014 equity compensation program for executive officers consisted of 50% performance-based RSUs and 50% time-vested RSUs. The Compensation and Executive Development Committee believes that this combination strikes an appropriate balance between creating a long-term retention incentive for our executives and establishing performance goals that further align the executives' interests with the Company's business objectives for that year and with increasing stockholder value. This has been the mix since 2012. Prior to 2012, we granted a mix between stock options and time-vested RSUs.

In August 2014, we granted our Named Executive Officers performance-based RSUs based on our relative Total Shareholder Return (TSR) compared against the Yahoo Finance Restaurant Group Index plus Starbucks and Panera. There are 59 companies in this peer group. The shares are earned based on relative TSR performance over a one-year, two-year, and three-year performance period, with payouts in shares, if any, made at the end of each performance period. As shown in the payout schedule below, 100% target payouts are earned for achieving 55<sup>th</sup> percentile performance of the peer group, and the payout will be capped at target in the event that TSR is negative during any one performance period:

Relative TSR Performance	Payout as a Percent of Target
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Maximum	75 <sup>th</sup> Percentile	150	%
Target	55 <sup>th</sup> Percentile	100	%
Threshold	35 <sup>th</sup> Percentile	50	%
Below Threshold	< 35 <sup>th</sup> Percentile	0	%

**2013 Equity Grants**

In August 2013, we granted performance-based RSUs using the same criteria as that used for 2014, with payouts based on our relative TSR compared against the identical peer group. Relative TSR performance did not meet the minimum criteria at the first year vesting measurement date, so no payouts were made for the 2013 equity grants in fiscal 2014.

## **Equity Grant Policy**

Pursuant to our equity grant policy, all equity grants are generally made effective three trading days after each of our quarterly public earnings releases. This applies to all of our employees, including our executive officers. The exercise price of stock options is the closing or last quoted price on the date of actual stock option grant, which we believe reflects fair market value after all public disclosures.

All grants issued after June 2013 were made under the 2013 Equity Incentive Plan (the 2013 Equity Plan ), which authorizes both equity and cash-based grants to all employees, including the Name Executive Officers, consultants and non-employee directors. All grants prior to June 2013 were made under our 2006 Employee, Director and Consultant Stock Plan (the 2006 Stock Plan ), which authorized grants to all employees, including the Name Executive Officers, consultants and non-employee directors.

Prior to 2012, annual grants to the Named Executive Officers were made in November of each year. The Compensation and Executive Development Committee decided to move the annual equity grants for executives to the third quarter of each fiscal year because it was more aligned with mid-year performance evaluations. Interim or off cycle equity awards are made to newly hired team members as initial grants , promotional grants for those taking on significant additional responsibilities or other team members when circumstances warrant it, and are made effective on a fixed quarterly schedule.

In addition to our annual equity program, equity awards may be granted in new hire situations. These grants typically vest in 25% annual increments over four years and have a ten-year term. None of the Named Executives Officers received stock options since 2012.

## **Other General Team Member Benefits**

Our executive officers are eligible to participate in all of our employee benefit plans, such as our medical, dental, vision, group life, disability, accidental death and dismemberment insurance and our 401(k) plan, in each case on the same terms as other employees, except that the executive officers did not participate in the employer match under our 401(k) plan in Fiscal 2014. We do not provide tax gross-ups of any perquisites.

## **Severance and Change in Control Arrangements**

In 2013 we adopted an Executive Retention and Severance Plan (the Severance Plan ) for persons holding the title of Executive Vice President or Senior Vice President and for certain other key employees of the Company who may be designated by the Compensation and Executive Development Committee from time to time as eligible to participate in the Severance Plan (each a Participant, and collectively, the Participants ). The Severance Plan superseded all prior arrangements with such Participants relating to severance. The Severance Plan, and with respect to our Chief Executive Officer, his employment agreement, provide for severance payments to the Participant upon such Participant s (Chief Executive Officer s) termination of employment without cause or resignation for good reason, as well as upon a qualifying termination following a change in control of the Company, each as more fully described below in the section entitled Potential Payments upon Termination or Change in Control. The Compensation and Executive Development Committee believes that providing our executives with specified benefits in the event of a termination of employment by the Company without cause or in the event of a constructive termination is consistent with competitive practices, helps us retain executives and maintain leadership stability. In addition, the Compensation and Executive Development Committee believes that adopting uniform terms, as reflected in the Severance Plan, helps to ensure that our executives are treated fairly and consistently.

The Compensation and Executive Development Committee further believes that the occurrence, or potential occurrence, of a change in control may create uncertainty for our executives and other key employees. The double trigger provisions in the Severance Plan are designed to help retain our employees and maintain a stable work environment leading up to and during changes in control by providing employees certain economic benefits in the event their employment is actually or constructively terminated in connection with such a change.

Furthermore, the Severance Plan does not provide tax gross-ups for potential excise or other taxes on any benefits that are paid.

## Management Stock Ownership Guidelines

In 2013, we adopted Management Stock Ownership Guidelines to further align the interests of members of senior management with the interests of our stockholders and to encourage management ownership of our common stock. These guidelines require our senior executives to acquire and maintain a minimum number of shares of our common stock, with such minimum number based upon a multiple of such senior executive's annual base salary (with share value based upon the greater of the current stock price or the price at which the shares were acquired). Stock options are not counted for purposes of calculating the number of shares held. The minimum number of shares is based upon the executive's position as follows:

3x salary for our Chief Executive Officer;  
2x salary for our Executive Vice Presidents, Chief Financial Officer/Chief Administrative Officer and Chief Operating Officer; and

1x salary for Senior Vice Presidents.

There is no time limitation towards achieving the minimum number of shares required. However, until such minimum number of shares is held, 50% of all future equity grants (calculated on the basis of net after tax shares) are to be retained.

## Restrictions on Transactions in our Securities

Under our Insider Trading Policy, our officers, directors and employees are not permitted to purchase or sell our securities short or buy or sell puts, calls or other derivative instruments relating to our Common Stock.

## Analysis of Risk Relating to Our Compensation Programs

Appropriately incentivizing behaviors which support the best interests of the Company and its stockholders is an essential part of the compensation-setting process. The Company believes that risk-taking is necessary for continued innovation and growth, but that risks should be encouraged within parameters that are appropriate for the long-term health and sustainability of the business. At the direction of the Compensation and Executive Development Committee, our benefits committee (comprised of Company management), evaluates the merits of its compensation programs through a comprehensive review of its compensation policies and programs to determine whether they encourage unnecessary or inappropriate risk-taking by the Company's executives and employees below the executive level, including the following:

Annual cash incentive awards and long-term incentive awards granted to executives are tied primarily to corporate performance goals and strategic performance objectives. These metrics encourage performance that supports the business as a whole;

The executive annual cash incentive awards include a maximum payout opportunity;

Our executives are expected to meet stock ownership guidelines in order to align the executives' interests with those of our stockholders;

Our annual equity awards to executives are comprised of 50% performance-based awards, to further align pay with Company performance;

The Company's pay philosophy provides an effective balance in the mix of cash and equity, short- and longer-term performance periods, financial and non-financial performance, and allows for the committee's discretion; and

We maintain policies to mitigate compensation-related risk such as an insider trading policy, prohibition against hedging Company securities, an independent compensation committee, and engagement of an outside compensation consultant.



The benefits committee discussed its risk review with Frederic W. Cook and reported to the Compensation and Executive Development Committee. Based on this review, both for our executive officers and all other employees, the benefits committee concluded that the risks arising from the Company's compensation policies and practices are not reasonably likely to have a material adverse effect on the Company, and the Compensation and Executive Development Committee reviewed and approved this conclusion.

## **Tax Considerations**

Our Compensation and Executive Development Committee considers the impact of Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code), in determining the mix of elements of executive compensation. Under Section 162(m) of the Code, named executive officer (other than the Chief Financial Officer) compensation over \$1 million for any year is generally not deductible for United States income tax purposes. Performance-based compensation is exempt from the deduction limit, however, if certain requirements are met. We believe that the gains realized at the time of exercise of nonqualified stock options granted under the terms of our stockholder-approved stock plan are fully deductible in accordance with Section 162(m). In addition, the Compensation and Executive Development Committee generally structures performance-based grants of RSUs and annual bonuses payable under our non-equity incentive plan with the intent that they qualify for deductibility in accordance with Section 162(m). Salaries and time-based vesting RSUs do not qualify as performance-based compensation for purposes of Section 162(m). The Compensation and Executive Development Committee intends to consider the impact of Section 162(m) on the deductibility of future executive compensation but reserves the right to provide for compensation to executive officers that may not be fully deductible when it believes that other considerations outweigh the tax deductibility of the compensation.



## **REPORT OF THE COMPENSATION AND EXECUTIVE DEVELOPMENT COMMITTEE**

We, the Compensation and Executive Development Committee of the Board of Directors of the Company, have reviewed and discussed the Compensation Discussion and Analysis contained in this proxy statement with management. Based on such review and discussion, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and in the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2014.

Submitted by the Company's Compensation and Executive Development Committee of the Board of Directors:

David A. Pace, Chairman  
Richard L. Federico  
Andrew R. Heyer  
Glenn W. Welling

## Summary Compensation Table

The following table sets forth information concerning the compensation earned by our President and Chief Executive Officer, our Chief Financial Officer and our three other most highly-compensated persons serving as executive officers at December 30, 2014 (our Named Executive Officers):

### 2014 SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$) <sup>(1)</sup>	Bonus Earned for Fiscal Year (\$) <sup>(2)</sup>	Stock Awards (time based) (\$) <sup>(3)</sup>	Stock Awards (performance based) (\$) <sup>(4)</sup>	Option Awards (\$) <sup>(3)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(5)</sup>	All Other Compensation (\$) <sup>(6)</sup>	Total Compensation (\$)
James D. White President and Chief Executive Officer	2014	600,000		315,900	395,365		208,275	909	1,520,449
	2013	599,038		283,290	251,580		133,875	682	1,268,465
	2012	566,346	28,750	508,000			531,875	682	1,635,653
Karen L. Luey Executive Vice President, Chief Financial & Administrative Officer	2014	352,000		140,400	175,718		77,940	657	746,715
	2013	351,077		134,900	119,800		51,051	501	657,329
	2012	328,000	23,780	203,200			148,502	480	703,962
Julie S. Washington Sr. Vice President, Chief Brand Officer	2014	300,000		56,160	70,287		49,155	594	525,351
	2013	299,423		47,215	41,931		34,425	456	423,450
	2012	283,846	26,140	76,200		53,750	107,160	444	547,540
Steve Adkins Sr. Vice President & General Manager, U.S. Stores West <sup>(7)</sup>	2014	285,000		77,220	96,644		46,697	575	506,136
Dale Goss Sr. Vice President & General Manager, U.S. Stores East <sup>(8)</sup>	2014	260,000		77,220	96,644		42,601	544	477,009

(1) Reflects salaries paid for the respective fiscal year.

(2) Reflects discretionary bonuses paid in cash for the respective fiscal year.

(3) Represents the aggregate fair market value of stock options and restricted stock units calculated in accordance with the fair value method. The grant date fair value of options granted was estimated at the date of grant using a Black-Scholes option-pricing model. Option valuation models, including Black-Scholes, require the input of highly subjective assumptions, and changes in the assumptions used can materially affect the grant date fair value of an award. These assumptions include the risk-free rate of interest, expected dividend yield, expected volatility, and the expected life of the award. The risk-free rate of interest is based on the zero coupon U.S. Treasury rates appropriate for the expected term of the award. We apply the guidance provided by the SEC Staff Accounting Bulletin No. 110 to determine expected life. Expected dividends are zero based on our history of not paying cash dividends on the Company's common stock. For Fiscal Years 2014, 2013 and 2012, expected volatility is based on historic daily stock price observations of the Company's common stock since its inception. There is currently no market-based mechanism or other practical application to verify the reliability and accuracy of the estimates stemming from

these valuation models or assumptions. The fair value of restricted stock units is based on the Company's closing stock price on the date of grant. See the grant date fair value table below for the assumptions used to calculate the grant date fair value of option grants reported for fiscal years 2014, 2013 and 2012 on a grant by grant basis.

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(4) The fair value of the performance-based restricted stock units is based upon a Monte Carlo calculation assuming the Company achieves TSR measurement and will vest and become exercisable in equal installments in fiscal years 2015, 2016 and 2017. The value of the awards at the grant date assuming that the target level of performance conditions will be achieved is as follows:

Name and Principal Position	Year	Stock Awards (performance based) (#)	Grant Date Fair Value per Share (\$)	Total Grant Value (\$)
James D. White	2014	22,500	17.57	395,365
Karen L. Luey	2014	10,000	17.57	175,718
Julie S. Washington	2014	4,000	17.57	70,287
Steve Adkins	2014	5,500	17.57	96,644
Dale Goss	2014	5,500	17.57	96,644

(5) Reflects annual incentive bonus awards earned for the respective fiscal year.

(6) See the All Other Compensation table below for additional information.

(7) Mr. Adkins became a Named Executive Officer in 2015 but was not a Named Executive Officer in previous years.

(8) Mr. Goss became a Named Executive Officer in 2015 but was not a Named Executive Officer in previous years.

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### Grant Date Fair Value Table

The following table describes the assumptions used to calculate the grant date fair value of equity grants reported for fiscal years 2014, 2013, and 2012 on a grant-by-grant basis.

Name	Grant date	Options granted	RSUs granted <sup>(1)</sup>	Exercise Price (\$)	Closing price on grant date (\$)	Volatility (%)	Expected Life (Years)	Risk Free Interest Rate (%)	Dividend Yield (%)	Grant Date Fair Value per Share (\$)
James D. White	8/7/2014		22,500		14.04					14.04
	8/7/2014 (year 1 )		7,500		14.04					17.27
	8/7/2014 (year 2 )		7,500		14.04					17.32
	8/7/2014 (year 3 )		7,500		14.04					18.13
	8/8/2013		21,000		13.49					13.49
	8/8/2013 (year 1 )		7,000		13.49					10.65
	8/8/2013 (year 2 )		7,000		13.49					13.23
	8/8/2013 (year 3 )		7,000		13.49					12.06
	8/6/2012		20,000		12.70					12.70
	8/6/2012		20,000		12.70					12.70
Karen L. Luey	8/7/2014		10,000		14.04					14.04
	8/7/2014 (year 1 )		3,333		14.04					17.27
	8/7/2014 (year 2 )		3,333		14.04					17.32
	8/7/2014 (year 3 )		3,334		14.04					18.13
	8/8/2013		10,000		13.49					13.49
	8/8/2013 (year )		3,333		13.49					10.65
	8/8/2013 (year 2 )		3,333		13.49					13.23
	8/8/2013 (year 3 )		3,334		13.49					12.06
	8/6/2012		8,000		12.70					12.70
	8/6/2012		8,000		12.70					12.70
Julie S. Washington	8/7/2014		4,000		14.04					14.04
	8/7/2014 (year 1 )		1,333		14.04					17.27

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8/7/2014 )	1,333	14.04						17.32
(year 2 )								
8/7/2014 )	1,334	14.04						18.13
(year 3 )								
8/8/2013	3,500	13.49						13.49
8/8/2013 )	1,166	13.49						10.65
(year 1 )								
8/8/2013 )	1,167	13.49						13.23
(year 2 )								
8/8/2013 )	1,167	13.49						12.06
(year 3 )								
8/6/2012	3,000	12.70						12.70
8/6/2012	3,000	12.70						12.70
3/12/2012	5,000	10.75	10.75	69.3	6.25	0.92		6.70

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Name	Grant date	Options granted	RSUs granted <sup>(1)</sup>	Exercise Price (\$)	Closing price on grant date (\$)	Volatility (%)	Expected Life (Years)	Risk Free Interest Rate (%)	Dividend Yield (%)	Fair Value per Share (\$)	Grant Date
Steve Adkins	8/7/2014		5,500		14.04					14.04	
	8/7/2014 (year 1)	)	1,833		14.04					17.27	
	8/7/2014 (year 2)	)	1,833		14.04					17.32	
	8/7/2014 (year 3)	)	1,834		14.04					18.13	
	8/8/2013		3,250		13.49					13.49	
	8/8/2013 (year 1)	)	1,083		13.49					10.65	
	8/8/2013 (year 2)	)	1,083		13.49					13.23	
	8/8/2013 (year 3)	)	1,084		13.49					12.06	
	8/6/2012		2,500		12.70					12.70	
	8/6/2012		2,500		12.70					12.70	
Dale Goss	11/6/2012	4,000			9.70	67.5	6.25	0.75		5.92	
	8/7/2014		5,500		14.04					14.04	
	8/7/2014 (year 1)	)	1,833		14.04					17.27	
	8/7/2014 (year 2)	)	1,833		14.04					17.32	
	8/7/2014 (year 3)	)	1,834		14.04					18.13	
	8/8/2013		3,250		13.49					13.49	
	8/8/2013 (year 1)	)	1,083		13.49					10.65	
	8/8/2013 (year 2)	)	1,083		13.49					13.23	
	8/8/2013 (year 3)	)	1,084		13.49					12.06	
	8/6/2012		2,000		12.70					12.70	
8/6/2012		2,000		12.70					12.70		

(1) Includes time-based and performance-based restricted stock units.

**All Other Compensation Table**

The following table describes each component of the All Other Compensation column in the Summary Compensation Table.

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Name	Life Insurance Premiums (\$) <sup>(1)</sup>	Relocation Expenses (\$)	Tax Payments (\$)	Company Contribution to 401(k) Plan (\$) <sup>(2)</sup>	Total (\$)
James D. White	909				909
Karen L. Luey	657				657
Julie S. Washington	594				594
Steve Adkins	575				575
Dale Goss	544				544

(1) Reflects premiums paid on group term life insurance benefits and long term disability benefits.

(2) No Company contribution to the 401(k) Plan were made to the Named Executive Officers in Fiscal 2014.

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### Grants of Plan-Based Awards at 2014 Fiscal Year End

The following table sets forth certain information with respect to stock and option awards and other plan-based awards granted during the fiscal year ended December 30, 2014 to our Named Executive Officers:

## GRANTS OF PLAN-BASED AWARDS IN FISCAL 2014

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(2)</sup>	All other stock awards: # of share of stock or units <sup>(3)</sup>	All other executive option awards: # of of and security option awards <sup>(4)</sup>	Exercise price of stock and option awards <sup>(4)</sup>
		Threshold (\$)	Target (\$)	Maximum (\$)				
James D. White	1/16/2014	180,000	300,000	375,000				
	8/11/2014	180,000	300,000	375,000				
	8/7/2014				22,500		395,365	
	8/7/2014					22,500	315,900	
Karen L. Luey	1/16/2014	68,640	114,400	143,000				
	8/11/2014	68,640	114,400	143,000				
	8/7/2014				10,000		175,718	
	8/7/2014					10,000	140,400	
Julie S. Washington	1/16/2014	45,000	75,000	93,750				
	8/11/2014	45,000	75,000	93,750				
	8/7/2014				4,000		70,287	
	8/7/2014					4,000	56,160	
Steve A. Adkins	1/16/2014	42,750	75,000	89,063				
	8/11/2014	42,750	75,000	89,063				
	8/7/2014				5,500		96,644	
	8/7/2014					5,500	77,220	
Dale Goss	1/16/2014	39,000	65,000	81,250				
	8/11/2014	39,000	65,000	81,250				
	8/7/2014				5,500		96,644	
	8/7/2014					5,500	77,220	

These columns show the threshold, target and maximum potential payout under the Management Incentive Plan for each of the Named Executive Officers. The target payouts and maximum payouts listed represent the target and maximum amounts payable based on the Fiscal 2014 target metrics described above in the Section entitled

- (1) Compensation Discussion and Analysis, taking into account the base salaries paid to each of the Named Executive Officers as of December 30, 2014, the last day of Fiscal 2014. Actual payouts under the Management Incentive Plan are reflected in the Non-Equity Incentive Plan Compensation column of the table labeled 2014 Summary Compensation Table. The targets for each of our Named Executive Officers are determined by the Compensation and Executive Development Committee.

- Represent grants of restricted stock unit awards made to participants in the Company's 2013 Equity Plan. The
- (2) grants are performance-based grants and will vest in on August 7, 2015, August 7, 2016 and August 7, 2017 if the Company achieves TSR Performance Share Calculation.
  - (3) Represents grants of restricted stock unit awards made to participants in the Company's 2013 Equity Plan. The grants are time-based grants and will vest in equal annual installments over three years.
  - (4) This amount reflects the grant date fair value of the awards granted in Fiscal 2014. The calculation of grant date fair value is explained in Footnote 3 to the 2014 Summary Compensation Table, above. A Monte Carlo calculation for TSR was used for the performance-based grants. Time-based grants were valued based on grant price.

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### Outstanding Equity Awards at 2014 Fiscal Year-End

The following table sets forth certain information with respect to the number and value of all unexercised options or unvested portions of restricted stock units previously awarded to our Named Executive Officers as of December 30, 2014:

## OUTSTANDING EQUITY AWARDS AT DECEMBER 30, 2014

Name	Option Awards <sup>(1)</sup>				Stock Awards <sup>(1)</sup>			Equity Incentive Plan Awards:	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(2)</sup>	Equity Awards: Number of Shares, Units or Rights That Have Not Vested (#)	Equity Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)	
James D. White	278,008		3.00	12/2/2018					
	15,000		11.10	11/12/2020					
	15,000	5,000 <sup>(3)</sup>	8.05	11/14/2021	6,666 <sup>(4)</sup>	97,523	6,666 <sup>(5)</sup>	97,523	
				14,000 <sup>(6)</sup>	204,820	14,000 <sup>(7)</sup>	204,820		
				22,500 <sup>(8)</sup>	329,175	22,500 <sup>(8)</sup>	329,175		
Karen L. Luey	6,000		47.55	6/14/2017					
	2,400		22.40	12/7/2017					
	11,524		6.55	9/3/2018					
	15,964		6.55	9/3/2018					
	8,000		8.95	11/16/2019					
	8,000		11.35	6/1/2020					
	8,000		11.10	11/12/2020					
	3,000	1,000 <sup>(9)</sup>	11.05	5/26/2021					
	6,450	2,150 <sup>(3)</sup>	8.05	11/14/2021	2,666 <sup>(4)</sup>	39,003			
				6,667 <sup>(6)</sup>	97,538				

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				10,000 <sup>(8)</sup>	146,300		
						2,666 <sup>(5)</sup>	39,003
						6,667 <sup>(7)</sup>	97,538
						10,000 <sup>(8)</sup>	146,300
Julie S. Washington	8,000		11.35	6/1/2020			
	7,000		11.10	11/12/2020			
	1,500	500 <sup>(9)</sup>	11.05	5/26/2021			
	4,500	1,500 <sup>(3)</sup>	8.05	11/14/2021			
	2,500	2,500 <sup>(10)</sup>	10.75	3/12/2022			
					1,000 <sup>(4)</sup>	14,630	
					2,334 <sup>(6)</sup>	34,146	
					4,000 <sup>(8)</sup>	58,520	
						1,000 <sup>(5)</sup>	14,630
						2,334 <sup>(7)</sup>	34,146
						4,000 <sup>(8)</sup>	58,520

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Name	Option Awards <sup>(1)</sup>				Stock Awards <sup>(1)</sup>		Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Other Rights That Have Not Vested (\$)	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(2)</sup>	Equity Incentive Plan Awards: Number of Shares, Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Other Rights That Have Not Vested (\$)
Steve Adkins	4,500		56.80	11/29/2016				
	1,230		58.85	6/27/2016				
	2,600		22.40	12/7/2017				
	4,000		8.95	11/16/2019				
	3,000		11.10	11/12/2020				
	3,000	1,000 <sup>(3)</sup>	8.05	11/14/2021				
	2,000	2,000 <sup>(11)</sup>	9.70	11/6/2022				
				833 <sup>(4)</sup>	12,187			
				2,167 <sup>(6)</sup>	31,703			
				5,500 <sup>(8)</sup>	77,220			
						833 <sup>(5)</sup>	12,187	
						2,167 <sup>(7)</sup>	31,703	
						5,500 <sup>(8)</sup>	77,220	
Dale Goss	6,000		22.40	12/7/2017				
	9,250		6.55	9/3/2018				
	510		6.55	9/3/2018				
	4,000		8.95	11/16/2019				
	5,000		11.10	11/12/2020				
	3,000	1,000 <sup>(3)</sup>	8.05	11/14/2021				
				666 <sup>(4)</sup>	9,744			
				2,167 <sup>(6)</sup>	31,703			
				5,500 <sup>(8)</sup>	77,220			
						666 <sup>(5)</sup>	9,744	
						2,167 <sup>(7)</sup>	31,703	
						5,500 <sup>(8)</sup>	77,220	

(1) Reflects restricted stock units granted under the 2013 Equity Plan, 2006 Stock Plan, and options or stock awards assumed by the Company pursuant to and in accordance with our merger with Jamba Juice Company, under the Jamba Juice Company 1994 Stock Incentive Plan (the 1994 Plan ) and the Jamba Juice Company 2001 Equity Incentive Plan (the 2001 Plan ).

(2)

Market values have been estimated using a price per share of \$14.63, which was the closing price of our common stock on the last trading day of Fiscal 2014.

Vesting on these options to purchase Common Stock commenced on November 14, 2011, and, assuming each (3) individual continues providing services to the Company, will vest and become exercisable in equal installments on November 14, 2012, November 14, 2013, November 14, 2014 and November 14, 2015.

Vesting on these restricted stock unit awards commenced on August 22, 2012 and, assuming each individual (4) continues providing services to the Company, will vest and become exercisable in equal installments on August 22, 2013, August 22, 2014, and August 22, 2015.

Vesting on these performance-based restricted stock unit awards commenced on August 22, 2012 and, assuming (5) that the Company achieves predetermined adjusted EBITDA targets for the second half of Fiscal 2012 and for the first half of Fiscal 2013, will vest and become exercisable in equal installments on August 22, 2013 and August 22, 2014.

Vesting on these restricted stock unit awards commenced on August 8, 2013 and, assuming each individual (6) continues providing services to the Company, will vest and become exercisable in equal installments on August 8, 2014, August 8, 2015, and August 8, 2016.

Vesting on these performance-based restricted stock unit awards commenced on August 8, 2013 and, assuming that (7) the Company achieves TSR measurement against a select restaurant peer group for each year, will vest and become exercisable in equal installments on August 8, 2014, August 8, 2015, and August 8, 2016.

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Vesting on these performance-based restricted stock unit awards commenced on August 7, 2014 and, assuming that (8) the Company achieves TSR measurement against a select restaurant peer group for each year, will vest and become exercisable in equal installments on August 7, 2015, August 7, 2016, and August 7, 2017.

Vesting on these options to purchase Common Stock commenced on May 26, 2011, and, assuming each individual (9) continues providing services to the Company, will vest and become exercisable in equal installments on May 26, 2012, May 26, 2013, May 26, 2014 and May 26, 2015.

Vesting on these options to purchase Common Stock commenced on January 11, 2012, and, assuming each (10) individual continues providing services to the Company, will vest and become exercisable in equal installments on January 11, 2013, January 11, 2014, January 11, 2015, and January 11, 2016.

Vesting on these options to purchase Common Stock commenced on October 10, 2012, and, assuming each (11) individual continues providing services to the Company, will vest and become exercisable in equal installments on October 10, 2013, October 10, 2014, October 10, 2015 and October 10, 2016.

### Option Exercises and Stock Vested During Last Fiscal Year

## OPTION EXERCISES AND STOCK VESTED DURING THE FISCAL YEAR ENDED DECEMBER 30, 2014

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) <sup>(1)</sup>	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>(2)</sup>
James D. White	19,992	270,792	20,334	291,136
Karen L. Luey			8,667	124,018
Julie S. Washington			3,166	45,313
Steve Adkins	20,912	307,197	2,749	39,330
Dale Goss			2,417	34,553

(1) Based on the difference between the market price of our common stock on the date of exercise and the exercise price of the relevant option multiplied by the number of shares for which the option was exercised.

(2) Based on the market value of the underlying shares on vesting date multiplied by the number of shares vested. The Company does not provide any deferred compensation arrangements or pension plans. As such, the Pension Benefits Table and Nonqualified Deferred Compensation Table have been eliminated from this proxy statement.

### Potential Payments upon Termination or Change in Control

In 2013 we adopted the Severance Plan for the benefit of employees of the Company holding the title of Executive Vice President or Senior Vice President and for certain other key employees of the Company who may be designated by the Compensation and Executive Development Committee from time to time as eligible to participate in the Severance Plan (each a Participant, and collectively, the Participants). The Compensation and Executive Development Committee decided to adopt the Severance Plan to provide Participants with specified compensation and benefits in a uniform and consistent manner as between Executive Vice Presidents and as between Senior Vice Presidents and other Participants in the event of a termination of employment under circumstances specified therein. Each of the current Executive Vice Presidents and Senior Vice Presidents has entered into a Severance Plan participation

agreement which supersedes all prior arrangements and understandings regarding the subject matter of the Severance Plan (including, but not limited to any severance provisions under any employment agreement entered into prior to the effective date of the Severance Plan and/or the date of the participation agreement), and shall be the exclusive agreement for the determination of any payments and benefits due to such employee.



Pursuant to the Severance Plan, in the event that a Participant is terminated without cause or resigns for good reason in the absence of a change of control, such participant will be entitled to receive certain compensation and benefits from the Company, including the following:

a severance payment equal to 125% (Executive Vice Presidents) or 100% (in the case of Senior Vice Presidents and other Participants) of such Participant's annual base salary rate in effect as of the date of termination;  
all incentive bonuses earned by participant during the period immediately preceding the performance period in which the Participant's employment terminates;  
the Participant's pro rata bonus amount as of the date of termination for incentive bonuses earned during the current performance period; and

continuation of health coverage for twelve (12) months.

Pursuant to the Severance Plan, in the event that the Participant is terminated without cause or resigns for good reason within eighteen (18) months following a change in control (as such term is defined in the Severance Plan), such Participant will be entitled to receive certain compensation and benefits from the Company, including the following:

a severance payment equal to 125% (Executive Vice Presidents) or 100% (in the case of Senior Vice Presidents and other Participants) of such Participant's annual base salary rate in effect as of the date of termination;  
all incentive bonuses earned by Participant during the period immediately preceding the performance period in which the Participant's employment terminates;

a bonus payment equal to 100% of the Participant's target bonus for the performance period;  
continuation of health coverage for twelve (12) months; and

100% accelerated vesting of all unvested equity awards granted on or after the effective date of the Severance Plan.

Other than as set forth in the Severance Plan, all payments under the Severance Plan are designed to be paid in accordance with the Company's standard procedures, including applicable tax withholding, and are subject to compliance with Section 409A of the Code. Among other conditions, the Participant must sign and not revoke a general release of all claims against the Company as a condition to receiving any of the benefits prescribed by the Severance Plan.

In connection with Mr. White's appointment as President and Chief Executive Officer, the Company, through its wholly-owned subsidiary, Jamba Juice Company, entered into a three year employment agreement with Mr. White dated November 17, 2008, which automatically renews for subsequent two-year terms upon expiration of the then current term. The current term of the agreement is through December 1, 2015. In the event Mr. White is terminated without cause or resigns for good reason independent of a change of control (as such term is defined in Mr. White's employment agreement), he will be entitled to receive certain compensation and benefits from the Company, including the following:

one year of his base salary then in effect on the date of termination;  
the average annual cash bonus paid to him for the most recent three years of employment;  
continuation of health coverage for twelve (12) months; and  
one year of accelerated vesting of any unvested stock options.

In the event Mr. White is terminated without cause or resigns for good reason within twelve (12) months of a change in control, he will be entitled to receive certain compensation and benefits from the Company, including the following:

eighteen months (18) of his base salary then in effect on the date of termination;  
 a payment equal to one and one-half times the annual target bonus based on the most recent target bonus paid to him;  
 continuation of health coverage for eighteen (18) months; and  
 one year of accelerated vesting of any unvested stock options.

The exact definitions of cause, good reason involuntary termination and change of control or change in control defined in the Severance Plan and Mr. White's employment agreement, as applicable.

The following table presents our estimate of the dollar value of the payments and benefits payable to our Named Executive Officers upon the occurrence of a termination without cause or resignation for good reason under the circumstances noted above, assuming that such event occurred on December 30, 2014, the last day of Fiscal 2014. The actual amounts that would be paid to any Named Executive Officer can only be determined at the time of an actual termination of employment and would vary from those listed below.

	Cash Severance	Equity Acceleration <sup>(1)</sup>	COBRA Premium <sup>(2)</sup>
Current officers:			
James D. White	\$ 891,342 <sup>(3)</sup>	\$ 32,900	\$ 16,618
Karen L. Luey	\$ 440,000 <sup>(4)</sup>		\$ 16,618
Julie S. Washington	\$ 300,000 <sup>(5)</sup>		\$ 16,618
Steve Adkins	\$ 285,000 <sup>(5)</sup>		\$ 16,618
Dale Goss	\$ 260,000 <sup>(5)</sup>		\$ 16,618

(1) No officer other than Mr. White is entitled to acceleration of vesting not in connection with a change in control.

(2) Assumes maximum payment of COBRA premiums for the entire severance period covered by the applicable agreement.

(3) Includes one year's base salary and includes a payment equal to the average annual cash bonus paid to Mr. White for the most recent three years of employment.

(4) Reflects 125% of annual base salary for Executive Vice President and pro rata bonus through date of termination.

(5) Reflects 100% of annual base salary for Senior Vice President and pro rata bonus through date of termination.

The following table presents our estimate of the dollar value of the payments and benefits payable to our Named Executive Officers upon the occurrence of a termination without cause or resignation for good reason in connection with a change of control under the circumstances noted above, assuming that such event occurred on December 30, 2014, the last day of Fiscal 2014. The actual amounts that would be paid to any Named Executive Officer can only be determined at the time of an actual termination of employment and would vary from those listed below.

	Cash Severance	Equity Acceleration <sup>(1)</sup>	COBRA Premium <sup>(2)</sup>
Current officers:			
James D. White	\$ 1,800,000 <sup>(3)</sup>	\$ 32,900	\$ 24,927
Karen L. Luey	\$ 554,400 <sup>(4)</sup>	\$ 583,420	\$ 16,618
Julie S. Washington	\$ 375,000 <sup>(5)</sup>	\$ 235,933	\$ 16,618
Steve Adkins	\$ 356,250 <sup>(5)</sup>	\$ 259,050	\$ 16,618
Dale Goss	\$ 325,000 <sup>(5)</sup>	\$ 250,413	\$ 16,618



- Calculated based on the assumption that triggering event takes place on December 30, 2014, the last trading day of Fiscal 2014. Reflects the value of accelerated vesting of outstanding equity awards based on the fair market value of \$14.63 per share as of the last trading day of Fiscal 2014. Acceleration of outstanding equity awards with an exercise price above \$14.63 per share is not reflected.
- (1)
  - (2) Assumes maximum payment of COBRA premiums for the entire severance period covered by the applicable agreement.
  - (3) Includes eighteen (18) months of base salary and a payment equal to one and one-half times the most recent annual target bonus paid to Mr. White.
  - (4) Includes 125% of annual base salary for Executive Vice President and 100% of incentive bonuses for Fiscal 2014.
  - (5) Includes 100% of annual base salary for Senior Vice President and 100% of incentive bonuses for Fiscal 2014.

### **Change in Control Arrangements in our Equity Compensation Plans**

The Compensation and Executive Development Committee may, in its discretion, provide in the grant of any award under the 2013 Equity Plan for the acceleration of exercisability, vesting and/or settlement in connection with a change in control (as defined in the 2013 Equity Plan).

Pursuant to the terms of the 2013 Equity Plan, if a change in control occurs, the surviving, continuing, successor or purchasing entity or its parent may, without the consent of any participant in the 2013 Equity Plan, either assume or continue the Company's rights and obligations under outstanding awards or substitute substantially equivalent awards for its stock. If so determined by the Compensation and Executive Development Committee, stock-based awards will be deemed assumed if, for each share subject to the award prior to the change in control, its holder is given the right to receive the same consideration that a stockholder would receive as a result of the change in control. In general, any awards which are not assumed, substituted for or otherwise continued in connection with a change in control or exercised or settled prior to the Change in Control will terminate effective as of the time of the change in control. Subject to the restrictions of Section 409A of the Code, the Compensation and Executive Development Committee may provide for the acceleration of vesting or settlement of any or all outstanding awards upon such terms and to such extent as it determines. The 2013 Equity Plan also authorizes the Compensation and Executive Development Committee, in its discretion and without the consent of any participant, to cancel each or any award denominated in shares of stock upon a change in control in exchange for a payment to the participant with respect each vested share (and each unvested share if so determined by the Compensation and Executive Development Committee) subject to the cancelled award of an amount equal to the excess of the consideration to be paid per share of common stock in the change in control transaction over the exercise price per share, if any, under the award.

Pursuant to the 2006 Stock Plan, holders of stock rights granted thereunder may be entitled to accelerated vesting upon the occurrence of a corporate transaction (as defined therein). Should a corporate transaction occur, the Board of Directors, or the board of directors of any entity assuming the obligations of the Company thereunder, may generally:

make appropriate provision for the continuation of such stock rights by substituting, on an equitable basis, either the consideration payable with respect to the number of outstanding shares of Common Stock in connection with the Corporate Transaction or securities of any successor or acquiring entity;

upon written notice to the holders, provide that all stock rights must be exercised (either (a) to the extent then exercisable or (b) at the discretion of the Board of Directors, all options or stock rights being made fully exercisable for purposes of the 2006 Stock Plan), within a specified number of days of the date of such notice, at the end of which period the options or stock rights shall be terminated; or

terminate all options or stock rights in exchange for a cash payment equal to the excess of the fair market value, less the relevant exercise price, if any, of the shares subject to such stock rights (either (a) to the extent then exercisable or (b) at the discretion of the Board of Directors, all options or stock rights being made fully exercisable for purposes of the 2006 Stock Plan).



In addition, options or stock awards granted under the 1994 Plan and the 2001 Plan which were assumed by the Company pursuant to and in accordance with its merger with Jamba Juice Company may also be entitled to accelerated vesting in certain circumstances.

Pursuant to the 1994 Plan, the Board of Directors has the full authority, but not the obligation, to specify any rules, procedures, adjustments or matters with respect to the 1994 Plan or any options issued under the 1994 Plan in connection with any reorganization, merger, reverse merger, recapitalization, reclassification, stock split, reverse split, combination of shares, sale of all or substantially all of the assets of the Company, sale of the Company or other corporate event or transaction, including, without limitation, modifying any applicable vesting provisions, adjusting the amount of outstanding options, and/or terminating the 1994 Plan.

Pursuant to the 2001 Plan, the Board of Directors, in the event of a Change in Control, shall have the right, but not the obligation, to accelerate the vesting or termination of restriction, limitation or repurchase rights applicable to such stock awards. As defined in the 2001 Plan, Change in Control means:

a sale of substantially all of the assets of the Company;  
a merger or consolidation in which the Company is not the surviving corporation;  
a reverse merger in which the Company is the surviving corporation but the shares of Common Stock outstanding immediately preceding the merger are converted by virtue of the merger into other property; or  
the acquisition by any person, entity or group of securities of the Company representing at least 50% of the combined voting power entitled to vote in the election of Directors.

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## COMPENSATION OF MEMBERS OF OUR BOARD OF DIRECTORS

The following table sets forth information concerning the compensation earned or paid during Fiscal 2014 by each individual who served as a non-employee director at any time during Fiscal 2014. Mr. White, our President and Chief Executive Officer, also serves on our Board of Directors but does not receive any additional compensation for providing such services since he is also an employee.

### 2014 DIRECTOR COMPENSATION

Name	Board Fees		Total (\$)
	Earned or Paid in Cash (\$) <sup>(1)</sup>	Stock Awards (\$) <sup>(2)</sup>	
Lorna C. Donatone	60,000	40,560	100,560
Michael A. Depatie	60,000	40,560	100,560
Richard L. Federico	70,000	40,560	110,560
Andrew R. Heyer	60,000	40,560	100,560
Lesley H. Howe	100,000	40,560	140,560
Marvin Igelman	60,000	40,560	100,560
David A. Pace	67,500	40,560	108,060
James C. Pappas <sup>(3)</sup>			
Glenn W. Welling <sup>(3)</sup>			

(1) Fees earned are based on membership on the Board and participation in Board or committee chairmanship positions.

(2) Represents the aggregate fair market value of stock grants and restricted stock units calculated in accordance with the fair value method. For more information on this calculation see Footnote 3 to the 2014 Summary Compensation Table above.

(3) Messrs. Pappas and Welling were appointed to the Board of Directors on January 12, 2015 and did not receive any compensation during Fiscal 2014.

### Compensation of Directors

It is the general policy of the Board of Directors that compensation for non-employee directors should be a mix of cash and equity-based compensation. Director compensation is generally reviewed annually by the Compensation and Executive Development Committee, with any changes made by the committee generally becoming effective commencing after the Annual Meeting of Stockholders. All Board members are entitled to reimbursement by the Company for reasonable travel to and from meetings of the Board, and reasonable food and lodging expenses incurred in connection therewith. The 2014 compensation for non-employee directors consisted of the following:

Cash Compensation \$(1)	Equity Compensation <sup>(2)</sup>
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Annual Retainer:		
Board Member	60,000	4,000
Chairman of the Board (additional)	40,000	
Lead Director (additional)	20,000	
Audit Committee Chair (additional)	20,000	
Compensation and Executive Development Committee Chair (additional)	10,000	
Nominating and Corporate Governance Committee Chair (additional)	10,000	

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(1) Assumes service for a full year; directors who serve for less than the full year are entitled to receive a pro-rated portion of the applicable payment. Each year, for purposes of the Director Compensation Policy, begins on the date of our annual meeting of stockholders. Each director can elect, in lieu of one-half of their Board Member cash compensation, to take an equally valued stock grant.

(2) Effective following the 2014 Annual Meeting Date, each non-employee director is entitled to an annual grant of 4,000 restricted stock units. The restricted stock units are granted pursuant to the 2013 Equity Plan and vest over a period of one year, at a rate of 25% per three-month period, subject to continued service on the Board of Directors. Other than as provided above, there were no other arrangements pursuant to which any director was compensated during the fiscal year ended December 30, 2014 for service as a director.

## EQUITY COMPENSATION PLAN INFORMATION

The Company maintains five stock-based compensation plans. On May 14, 2013, at its 2013 Annual Meeting of Stockholders, the Company's stockholders, upon the recommendation of the Board of Directors, approved the Jamba, Inc. 2013 Equity Incentive Plan (the "2013 Equity Plan"). The 2013 Equity Plan replaced the Company's 2006 Employee, Director and Consultant Stock Plan (the "2006 Stock Plan"), which was approved by the Company's stockholders on November 28, 2006. The 2013 Equity Plan authorizes the Company to provide incentive compensation in the form of stock options, stock appreciation rights, restricted stock and stock units, performance shares and units, other stock-based awards, cash-based awards and deferred compensation awards. The 2013 Equity Plan authorizes the issuance of up to 3,145,122 shares. As of December 30, 2014 1,460,080 shares remained available for grant under the 2013 Equity Plan and no shares remained available for grant under the 2006 Stock Plan. Options granted under the 2013 Equity Plan and the 2006 Stock Plan have an exercise price equal to the closing price of the Company's common stock on the grant date. The Company's 2010 Employee Stock Purchase Plan was approved by the Company's stockholders on May 20, 2010 and provides an investment benefit to our employees by making available for purchase 600,000 shares of common stock. In connection with our merger with Jamba Juice Company, the Company assumed the outstanding options under the Jamba Juice Company 1994 Stock Incentive Plan (the "1994 Plan") and the 2001 Equity Incentive Plan (the "2001 Plan") which provided for granting nonqualified and incentive stock options to employees, non-employee directors and consultants. Options under the 2001 Plan and 1994 Plan were granted at an exercise price equal to or greater than the fair market value of the common stock at the date of the grant, are exercisable for up to 10 years, and vest annually over a four year period. Options outstanding under the 1994 Plan and the 2001 Plan became fully vested in 2010. No additional grants are available under the 2006 Stock Plan, 1994 Plan and the 2001 Plan. The following table sets forth information regarding outstanding options and shares reserved for future issuance under the foregoing plans as of December 30, 2014.

Plan Category <sup>(1)</sup>	Number of shares to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options (\$) (b)	Number of shares remaining available for future issuance under equity compensation plans (excluding shares reflected in column) <sup>(3)</sup> (c)
Equity compensation plans approved by stockholders	600,844	10.97	2,085,674
Equity compensation plans not approved by stockholders <sup>(2)</sup>	278,008	3.00	
Total	878,852		2,085,674

The information presented in this table excludes options assumed by the Company in connection with the merger (1) with Jamba Juice Company. As of December 30, 2014, 9,666 shares of the Company's Common Stock were issuable upon exercise of these assumed options, at a weighted average exercise price of \$48.93 per share.

(2)

Represents shares exercisable under an option to purchase 300,000 shares of our Common Stock granted to Mr. White outside of our equity incentive plans. The grant of this option did not require approval by our stockholders due to its qualification under the inducement grant exception provided by Nasdaq Listing Rule 5635(c)(4).

Includes 1,460,080 available for future issuance under the 2013 Equity Plan, 47,931 shares available for future (3) issuance under the 2006 Equity Plan, and 577,663 shares available for future issuance under the 2010 Employee Stock Purchase Plan.

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# SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth, as of March 19, 2015, certain information with respect to the beneficial ownership of the Company's Common Stock by (i) each person who is known by the Company to be the beneficial owner of more than 5% of the Company's Common Stock, (ii) each director and director-nominee of the Company, (iii) each executive officer named in the Summary Compensation Table and (iv) all directors and executive officers of the Company as a group.

Name and Address of Beneficial Owner <sup>(1)</sup>	Shares of Common Stock Beneficially Held		
	Amount <sup>(2)</sup>	Percent <sup>(3)</sup>	
Engaged Capital, LLC <sup>(4)</sup> 610 Newport Center Drive, Suite 250 Newport Beach, California 92660	1,581,889	9.62	%
Thomson Horstmann & Bryant, Inc. <sup>(5)</sup> 501 Merritt 7 Norwalk, CT 06851	1,422,397	8.65	%
Thompson Siegel & Walmsley LLC <sup>(6)</sup> 6806 Paragon Place, Suite 300 Richmond, VA 23230	1,094,979	6.66	%
Wedbush Securities, Inc. <sup>(7)</sup> P.O. Box 30014 Los Angeles, CA 90030	929,091	5.65	%
James D. White <sup>(8)</sup>	349,209	2.09	%
Karen L. Luey <sup>(9)</sup>	100,125		*
Julie S. Washington <sup>(10)</sup>	30,079		*
Steve A. Adkins <sup>(11)</sup>	27,265		*
Dale Goss <sup>(12)</sup>	33,774		*
Richard L. Federico <sup>(13)</sup>	40,948		*
Lesley H. Howe <sup>(14)</sup>	35,760		*
Michael A. Depatie <sup>(15)</sup>	27,060		*
Lorna C. Donatone <sup>(16)</sup>	5,815		*
David A. Pace <sup>(17)</sup>	17,511		*
Marvin Igelman <sup>(18)</sup>	15,000		*
Andrew R. Heyer <sup>(19)</sup>	9,402		*
James C. Pappas <sup>(20)</sup>	408,437	2.48	%
Glenn W. Welling <sup>(4)</sup>	1,583,193	9.63	%
All current directors and executive officers as a group <sup>(21)</sup>	2,683,578	15.85	%

\*

Less than 1%

(1) Except as otherwise indicated, the persons named in this table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them, subject to community property laws, where applicable, and to the information contained in the footnotes to this table. This table is based upon the most current

information supplied to us by current and former officers and directors of the Company and upon information gathered by us about principal stockholders known to us based on a Schedule 13G or 13D filed with the Securities and Exchange Commission.

Under the rules of the Securities and Exchange Commission, a person is deemed to be the beneficial owner of (2) shares that can be acquired by such person within 60 days upon exercise of options or warrants or vesting of restricted stock units.

- Calculated on the basis of 16,436,696 shares of Common Stock outstanding as of March 19, 2015, provided that any additional shares of Common Stock that a stockholder has the right to acquire within 60 days after March 19, 2015 are deemed to be held and outstanding for the purpose of calculating that stockholder's percentage of beneficial ownership but not the percentages of beneficial ownership of other stockholders.
- (3) Based on a Schedule 13D/A filed on March 19, 2015 by Engaged Capital, LLC ( Engaged Capital ). Represents shares directly owned by Engaged Capital Master Feeder I, LP ( Engaged Capital Master I ) and Engaged Capital Master Feeder II, LP ( Engaged Capital Master II ). Engaged Capital is the general partner and investment advisor of each of Engaged Capital Master I and Engaged Capital Master II. Engaged Capital Holdings, LLC ( Engaged Holdings ) is the managing member of Engaged Capital. Mr. Welling, as the founder and Chief Investment Officer of Engaged Capital and the sole member of Engaged Holdings, may be deemed to beneficially own the shares owned directly by Engaged Capital Master I and Engaged Capital Master II. Mr. Welling expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4) Based on an a Schedule 13G/A filed on January 22, 2015 by Thomson Horstmann & Bryant, Inc. Represents (i) 717,958 shares over which Thomson Horstmann & Bryant, Inc. has shared voting power, and (ii) 1,422,397 over which Thomson Horstmann & Bryant, Inc. has sole dispositive power.
- (5) Based on a Schedule 13G filed on February 6, 2015 by Thompson Siegel & Walmsley, LLC. Represents (i) 185,580 shares over which Thompson Siegel & Walmsley, LLC has shared voting and dispositive power, (ii) 1,094,979 shares over which Thompson Siegel & Walmsley, LLC has sole dispositive power.
- (6) Based on an a Schedule 13G/A filed on February 18, 2015 by Wedbush Securities, Inc. Represents (i) 929,091 shares over which Wedbush Securities, Inc. has shared voting power, and (ii) 9,900 over which Wedbush Securities, Inc. has sole dispositive power.
- (7) (8) Represents 66,191 shares of Common Stock held by Mr. White and 283,018 shares of Common Stock issuable upon the exercise of vested options held by Mr. White.
- (9) Represents 26,387 shares of Common Stock held by Ms. Luey and 73,738 shares of Common Stock issuable upon exercise of vested options held by Ms. Luey.
- (10) Represents 5,329 shares of Common Stock held by Ms. Washington and 24,750 shares of Common Stock issuable upon exercise of vested options held by Ms. Washington.
- (11) Represents 6,935 shares of Common Stock held by Mr. Adkins and 20,330 shares of Common Stock issuable upon exercise of vested options held by Mr. Adkins.
- (12) Represents 6,014 shares of Common Stock held by Mr. Goss and 27,760 shares of Common Stock issuable upon exercise of vested options held by Mr. Goss.
- (13) Represents 13,500 shares of Common Stock held by Mr. Federico and 27,448 shares of Common Stock issuable upon exercise of vested options held by Mr. Federico.
- (14) Represents 16,000 shares of Common Stock held by Mr. Howe and 19,760 shares of Common Stock issuable upon exercise of vested options held by Mr. Howe.
- (15) Represents 19,560 shares of Common Stock held by Mr. Depatie and 7,500 shares of Common Stock issuable upon exercise of vested options held by Mr. Depatie.
- (16) Represents 5,815 shares of Common Stock held by Ms. Donatone.
- (17) Represents 17,511 shares of Common Stock held by Mr. Pace.
- (18) Represents 10,000 shares of Common Stock held by Mr. Igelman and 5,000 shares of Common Stock issuable upon exercise of vested options held by Mr. Igelman.
- (19) Represents 9,402 shares of Common Stock held by Mr. Heyer.
- Represents 407,133 shares owned directly owned by JCP Investment Partnership, LP ( JCP Partnership ) and 1,304 shares held by Mr. Pappas directly. Mr. Pappas, solely by virtue of his position as the managing member of JCP Investment Management, LLC, the investment manager of JCP Partnership, and as the sole member of JCP Investment Holdings, LLC, the general partner of JCP Investment Partners, LP, which serves as the general partner of JCP Partnership, may be deemed to beneficially own the shares owned directly by JCP Partnership. Mr. Pappas expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (20)

(21) Represents 2,194,274 shares of Common Stock and 489,304 shares of Common Stock issuable upon the exercise of vested options. See Notes 4, and 8 through 20, above.

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## **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our executive officers and directors and persons who beneficially own more than 10% of our Common Stock to file initial reports of beneficial ownership and reports of changes in beneficial ownership with the SEC. Such persons are required by SEC regulations to furnish us with copies of all Section 16(a) forms filed by such person.

Based solely on our review of such forms furnished to us and written representations from certain reporting persons, we believe that all filing requirements applicable to our executive officers, directors and greater-than-10% stockholders were complied with for Fiscal 2014.

## **STOCKHOLDER PROPOSALS TO BE PRESENTED AT NEXT ANNUAL MEETING**

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, certain stockholder proposals may be included in our proxy materials for an annual meeting so long as they are provided to us on a timely basis and satisfy the other conditions set forth in applicable SEC rules. For a stockholder proposal to be included in our proxy materials for the next annual meeting of stockholders, the proposal must be received at our principal executive offices, addressed to the Secretary, not later than the close of business (5:00 p.m. Pacific Time) 120 days prior to the anniversary of the date this year's proxy materials were released to stockholders, which date shall be December 4, 2015. Stockholder business that is not intended for inclusion in our proxy materials, including nominations for director, may be brought before the 2015 Annual Meeting so long as we receive notice of the proposal as specified by our Bylaws, addressed to the Secretary at our principal executive offices, not later than the above date.

## **HOUSEHOLDING OF PROXY MATERIALS**

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for our Notice of Internet Availability of Proxy Materials, and for those stockholders that received a paper copy of proxy materials in the mail, our proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single Notice, or for stockholders receiving a paper copy of proxy materials, a proxy statement addressed to those stockholders. This process, which is commonly referred to as householding, potentially means extra convenience for stockholders and cost savings for companies.

This year, a number of brokers with account holders who are Jamba stockholders will be householding our proxy materials. A single Notice, or for stockholders receiving a paper copy of proxy materials, a proxy statement will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be householding communications to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate Notice, or for stockholders receiving a paper copy of proxy materials, a proxy statement and annual report, please notify your broker, direct your written request to Investor Relations Department, Jamba, Inc., 6475 Christie Avenue, Suite 150, Emeryville, CA 94608 or contact our Corporate Secretary by telephone at (510) 596-0100. Stockholders who currently receive multiple copies of the Notice, or for stockholders receiving a paper copy of proxy materials, a proxy statement at their address and would like to request householding of their communications should contact their



broker.

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## TRANSACTION OF OTHER BUSINESS

At the date of this Proxy Statement, the Board of Directors knows of no other business that will be conducted at the 2015 Annual Meeting other than as described in this Proxy Statement. If any other matter or matters are properly brought before the meeting, or any adjournment or postponement of the meeting, it is the intention of the persons named in the accompanying form of proxy to vote the proxy on such matters in accordance with their best judgment.

By Order of the Board of Directors,

KAREN L. LUEY  
Secretary

April 2, 2015

## Appendix A

	(In Thousands) \$		
	Reported 52 week Period Ended December 30, 2014	Transitional Costs	As Adjusted 52 Week Period Ended December 30, 2014
General and administrative	37,278	(3,602 )	33,676
(Loss) Income from operations	(3,300 )	7,109	3,809
Net(loss) income	(3,589 )	7,251	3,662

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