

Support.com, Inc.
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May 04, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant 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 under §240.14a-12

Support.com, Inc.

(Name of Registrant as Specified In Its Charter)

n/a

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Copies to:

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SUPPORT.COM, INC.

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held On June 24, 2016**

Dear Stockholder:

We cordially invite you to attend the 2016 Annual Meeting of Stockholders (the **Annual Meeting**) of Support.com, Inc. (**Support.com**, the **Company**, **we** or **our**) which will be held on Friday, June 24, 2016, at 10:00 a.m. Pacific Time at the Hyatt House Belmont/Redwood Shores hotel located at 400 Concourse Drive, Belmont, California 94002.

We are holding the meeting for the following purposes, as more fully described in the accompanying proxy statement (the **Proxy Statement**):

1. To elect six directors to serve on the Board of Directors (the **Board**), each to serve until the 2017 annual meeting of stockholders and, thereafter, until their successors are duly elected and qualified;
2. To approve, on an advisory basis, the compensation of our named executive officers for the year ended December 31, 2015, as described in the **Compensation Discussion and Analysis**, executive compensation tables and accompanying narrative disclosures in this Proxy Statement;
3. To approve the amendment and restatement of the Support.com 2010 Equity and Performance Incentive Plan as Amended and Restated, as described in this Proxy Statement and attached as Appendix B to this Proxy Statement;
4. To approve an amendment to our Restated Certificate of Incorporation, as amended (the **Restated Certificate of Incorporation**), attached as Appendix C to this Proxy Statement, to effect a reverse stock split of our outstanding common stock (**Common Stock**) and Common Stock held in treasury, within a range of one-for-three (1:3) to one-for-seven (1:7), as will be elected by our Board prior to the time of filing a Certificate of Amendment with the Delaware Secretary of State;
5. Subject to approval of Proposal No. 4 above, to approve an amendment to our Restated Certificate of Incorporation, attached as Appendix C to this Proxy Statement, to reduce proportionally the total number of shares of Common Stock that the Company is authorized to issue using the same split factor that is ultimately used in the reverse stock split contemplated by Proposal No. 4;
6. To ratify the adoption of our Section 382 Tax Benefits Preservation Plan, attached as Appendix D to this Proxy Statement;
7. To ratify the appointment of BDO USA, LLP (**BDO**) as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016;
8. To vote on a limited authorization to adjourn the Annual Meeting if there are not sufficient votes to approve Proposal No. 4 and Proposal No. 5; and
9. To transact such other business as may properly be brought before the meeting.

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As you may be aware, we have received notice from VIEX Opportunities Fund, LP Series One, an affiliate of VIEX Capital Advisors, LLC, a Delaware limited liability company (VIEX), which owns together with BLR Partners LP, a Texas limited partnership, Bradley L. Radoff and Joshua E. Schechter, approximately 14.9% of the Company s Common Stock, expressing the intention of VIEX to nominate five (5) candidates for election to our Board at the Annual Meeting. We do not endorse the election of any of VIEX s candidates as director. You may receive proxy solicitation materials from VIEX and/or other participants in its proxy solicitation (collectively, the VIEX Group) or other persons or entities affiliated with the VIEX Group, including an opposition proxy statement and proxy card. Please be advised that we are not responsible for the

accuracy of any information provided by or relating to the VIEX Group contained in any proxy solicitation materials filed or disseminated by the VIEX Group or any other statements that they may otherwise make.

Our Board does not endorse any of VIEX's nominees and unanimously recommends that you vote FOR each of the nominees proposed by our Board using only the WHITE proxy card or by following the instructions to vote your shares over the Internet, by telephone or in person at the Annual Meeting.

Your Board of Directors strongly urges you NOT to sign or return any [COLOR] proxy card or voting instruction form that the VIEX Group or any person other than the Company may send to you, even as a protest vote against the VIEX Group or any of VIEX's director candidates. Even a **WITHHOLD** vote with respect to VIEX's director candidates on its [COLOR] proxy card will cancel any previously submitted WHITE proxy card vote. If you do sign a proxy card sent to you by the VIEX Group, however, you have the right to change your vote by using the enclosed WHITE proxy card. Only the latest dated proxy card you vote will be counted.

All stockholders are cordially invited to attend the Annual Meeting in person. Only stockholders of record as of the close of business on May 11, 2016 are entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements thereof. A complete list of stockholders entitled to vote at the Annual Meeting will be available at our principal executive offices located at 900 Chesapeake Drive, Second Floor, Redwood City, California 94063 for 10 days before the meeting and during the meeting. Any stockholder of record in attendance at the Annual Meeting and entitled to vote may do so in person, even if such stockholder returned a proxy.

YOUR VOTE IS VERY IMPORTANT NO MATTER HOW MANY SHARES YOU OWN. Whether or not you plan to attend the meeting, we urge you to vote your shares at your earliest convenience. Please sign and return the enclosed WHITE proxy card as soon as possible in the envelope provided, or vote by telephone or via the Internet as provided in the WHITE proxy card. Voting by proxy will ensure your representation at the Annual Meeting if you do not attend in person. If you attend the meeting and you are a stockholder of record, you can revoke your proxy at any time before it is exercised at the meeting and vote your shares personally by following the procedures described in the Proxy Statement. If you hold your shares through a broker, bank, or other institution (the holder), please be sure to follow the voting instructions that you receive from the holder. The holder will not be able to vote your shares on any of the proposals unless you have provided voting instructions.

If you have any questions or require any assistance with voting your shares, please contact our proxy solicitor: MacKenzie Partners, Inc., toll free at (800) 322-2885.

We look forward to seeing you.

Sincerely,
/s/ Jim Stephens
Jim Stephens
Chairman of the Board of Directors
Redwood City, California
May 3, 2016

**Important Notice Regarding the Availability of
Proxy Materials for the Annual Meeting of Stockholders to be held on June 24, 2016**

Our Proxy Statement is attached. Financial and other information concerning our company is contained in our Annual Report to Stockholders for the year ended December 31, 2015. Pursuant to rules promulgated by the U.S. Securities

and Exchange Commission, we have elected to provide access to our proxy materials both by sending you this full set of proxy materials, including the Proxy Statement, annual report and a **WHITE** proxy card, and by notifying you of the availability of these proxy materials on the Internet. This Proxy Statement and our annual report are available at <http://stockholderdocs.com/sprt/>.

IMPORTANT

Your vote at this year's Annual Meeting is especially important, no matter how many or how few shares you own. Please sign and date the enclosed **WHITE** proxy card and return it in the enclosed postage-paid envelope promptly.

THE BOARD STRONGLY URGES YOU NOT TO SIGN OR RETURN ANY [COLOR] PROXY CARD OR VOTING INSTRUCTION FORM THAT YOU MAY RECEIVE FROM THE VIEX GROUP OR ANY PERSON OTHER THAN THE COMPANY EVEN AS A PROTEST VOTE AGAINST THE VIEX GROUP OR ANY OF VIEX'S DIRECTOR CANDIDATES. Any [COLOR] proxy card you sign and return from the VIEX Group for any reason could invalidate previous **WHITE** proxy cards sent by you to support the Company's Board of Directors.

Only your latest dated, signed proxy card or voting instruction form will be counted. Any proxy may be revoked at any time prior to its exercise at the Annual Meeting as described in this proxy statement.

**IMPORTANT!
PLEASE VOTE THE WHITE PROXY CARD TODAY!**

WE URGE YOU NOT TO SIGN ANY [COLOR] PROXY CARD OR VOTING INSTRUCTION FORM SENT TO YOU BY THE VIEX GROUP

Remember, you can vote your shares by telephone or *via* the Internet. Please follow the easy instructions on the enclosed **WHITE proxy card.**

If you have any questions or need assistance in voting your shares, please contact our proxy solicitor:

105 Madison Avenue
New York, New York 10016
(212) 929-5500 (Call Collect)
or
Call Toll-Free (800) 322-2885
Email: proxy@mackenziepartners.com

TABLE OF CONTENTS

<u>PROXY STATEMENT FOR 2016 ANNUAL MEETING OF STOCKHOLDERS</u>	1
<u>STOCKHOLDER MATTERS</u>	21
<u>Stockholder Communications with our Board</u>	21
<u>Stockholder Proposals</u>	21
<u>CORPORATE GOVERNANCE</u>	23
<u>Corporate Governance Guidelines</u>	23
<u>Stock Ownership Guidelines</u>	23
<u>Code of Ethics</u>	24
<u>Director Independence</u>	24
<u>Board Leadership and Risk Oversight</u>	24
<u>Executive Sessions</u>	25
<u>Committees of the Board of Directors</u>	25
<u>Director Qualifications</u>	27
<u>Director Nominations</u>	28
<u>Compensation Committee Interlocks and Insider Participation</u>	28
<u>Section 16(a) Beneficial Ownership Compliance</u>	28
<u>Certain Relationships and Related-Party Transactions</u>	29
<u>Anti-Hedging Policy</u>	29
<u>Anti-Pledging Policy</u>	29
<u>DIRECTOR COMPENSATION</u>	30
<u>SECURITIES OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	32
<u>PROPOSAL NO. 1: ELECTION OF DIRECTORS</u>	34
<u>BOARD OF DIRECTORS AND NOMINEES</u>	35
<u>EXECUTIVE COMPENSATION AND RELATED INFORMATION</u>	39
<u>Executive Officers</u>	39
<u>Compensation Committee Report</u>	39
<u>Compensation-Related Risk Analysis</u>	40
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	40
<u>Executive Summary</u>	40
<u>2015 Pay for Performance Analysis</u>	42
<u>Executive Compensation Philosophy and Objectives</u>	42
<u>The Role of Consultants and Benchmarking Data</u>	43
<u>Peer Group Analysis</u>	44
<u>The Role of Management in Compensation Decisions</u>	44
<u>Tax Implications of Compensation Policies</u>	51
<u>Employment Arrangements, Termination of Employment Arrangements and Change of Control Arrangements</u>	51
<u>2015 Summary Compensation Table</u>	54
<u>2015 Grants of Plan-Based Awards Table</u>	55

<u>Outstanding Equity Awards at 2015 Fiscal Year-End Table</u>	56
<u>2015 Option Exercises and Stock Vested</u>	57
<u>Pension Benefits and Nonqualified Deferred Compensation</u>	57
<u>Potential Payments Upon Termination or Change-in-Control</u>	57
<u>REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS</u>	59
<u>PROPOSAL NO. 2: ADVISORY VOTE ON EXECUTIVE COMPENSATION</u>	60
<u>PROPOSAL NO. 3: APPROVAL OF AMENDMENTS TO THE 2010 STOCK PLAN</u>	61
<u>PROPOSAL NO. 4: APPROVAL TO AMEND OUR RESTATED CERTIFICATE OF INCORPORATION TO EFFECT A REVERSE STOCK SPLIT OF OUR COMMON STOCK WITHIN SPECIFIED RANGES</u>	71
<u>PROPOSAL NO. 5: APPROVAL TO AMEND OUR RESTATED CERTIFICATE OF INCORPORATION TO REDUCE THE TOTAL NUMBER OF SHARES OF COMMON STOCK THAT THE COMPANY IS AUTHORIZED TO ISSUE</u>	79
<u>PROPOSAL NO. 6: RATIFICATION OF THE SECTION 382 TAX BENEFITS PRESERVATION PLAN</u>	81
<u>PROPOSAL NO. 7: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	88
<u>PROPOSAL NO. 8: LIMITED AUTHORIZATION TO ADJOURN THE ANNUAL MEETING</u>	90
<u>APPENDIX A: INFORMATION CONCERNING PARTICIPANTS IN THE SOLICITATION</u>	A-1
<u>APPENDIX B: SECOND AMENDED AND RESTATED SUPPORT.COM, INC. 2010 EQUITY AND PERFORMANCE INCENTIVE PLAN</u>	B-1
<u>APPENDIX C: FORM OF AMENDMENT TO SUPPORT.COM S RESTATED CERTIFICATE OF INCORPORATION</u>	C-1
<u>APPENDIX D: SECTION 382 TAX BENEFITS PRESERVATION PLAN</u>	D-1

**SUPPORT.COM, INC.
900 CHESAPEAKE DRIVE, SECOND FLOOR
REDWOOD CITY, CA 94063**

**PROXY STATEMENT FOR
2016 ANNUAL MEETING OF STOCKHOLDERS
To be Held on June 24, 2016**

General

The Board of Directors (the Board) of Support.com, Inc. (Support.com, the Company, we or our) is soliciting proxy for the 2016 Annual Meeting of Stockholders of the Company (the Annual Meeting), to be held on Friday, June 24, 2016, at 10:00 a.m. Pacific Time, at the Hyatt House Belmont/Redwood Shores hotel located at 400 Concourse Drive, Belmont, California 94002, and at any adjournments, reschedulings, continuations or postponements thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Stockholders.

Our principal executive offices are located at the address listed at the top of the page, and the telephone number there is (650) 556-9440.

Important Information about the Annual Meeting and Voting

- Q. Will there be a proxy contest at the Annual Meeting?**
- A.** We have received notice from VIEX Opportunities Fund, LP Series One, an affiliate of VIEX Capital Advisors, LLC, a Delaware limited liability company (VIEX), which owns together with BLR Partners LP, a Texas limited partnership, Bradley L. Radoff and Joshua E. Schechter, approximately

14.9% of the Company's Common Stock, expressing the intention of VIEX to nominate five (5) candidates for election to our Board at the Annual Meeting. We do not endorse the election of any of VIEX's director candidates. You may receive proxy solicitation materials from VIEX and/or other participants in its proxy solicitation (collectively, the VIEX Group) or other persons or entities affiliated with the VIEX Group, including an opposition proxy statement and proxy card. Please be advised that we are not responsible for the accuracy of any information provided by or relating to the VIEX Group contained in

any proxy
solicitation
materials filed
or
disseminated
by the VIEX
Group or any
other
statements that
they may
otherwise
make.

You may receive multiple mailings from the VIEX Group. You will also likely receive multiple mailings from the Company prior to the date of the Annual Meeting, so that our stockholders have our latest proxy information and materials to vote. Proxy cards provided by the Company will be **WHITE**.

Please see

What should I do if I receive a proxy card from the VIEX Group? and What does it mean if I receive more than one **WHITE** proxy card or voting instruction form? below for more information. In selecting the director nominees that we are proposing for

election in this proxy statement, your Board has focused on selecting highly qualified board candidates with relevant technology industry experience, as well as other experiences and qualifications, who will work together constructively with a focus on enhancing our oversight, commitment to operational excellence, financial strength and the creation of long-term value for our stockholders. Your Board is pleased to nominate for election as directors the six (6) persons named in Proposal No. 1 in this proxy statement and on the enclosed **WHITE** proxy card. We believe our six (6) director nominees,

**Elizabeth
Cholawsky,
Elizabeth
Fetter, Lowell
Robinson,
Toni
Portmann,
Tim Stanley,
and Jim**

Stephens have the integrity, knowledge, breadth of relevant and diverse experience and commitment necessary to navigate the Company through the complex and dynamic business environment in which we operate and to create long-term value for our stockholders. Our Board does not endorse any of VIEX's nominees and unanimously recommends that you vote FOR each of the nominees proposed by the Board using the **WHITE** proxy card or by following the instructions for voting over the Internet,

by telephone
or in person at
the Annual
Meeting. Our
Board strongly
urges you
NOT to sign
or return any
[COLOR]
proxy card
sent to you by
the VIEX
Group. If you
have
previously
submitted a
[COLOR]
proxy card
sent to you by
the VIEX
Group, you
can revoke
that proxy and
vote for our
Board's
nominees and
on the other
matters to be
voted on at the
Annual
Meeting by
casting a
later-dated
vote using the
enclosed
WHITE
proxy card or
voting over
the Internet,
by telephone
or in person at
the Annual
Meeting. Only
the latest
dated, valid
proxy you
submit will be
counted.

- Q. What should I do if I receive a proxy card from the VIEX Group?**
- A.** Our Board does not endorse any VIEX nominee and strongly urges you NOT to sign or return any proxy card or voting instruction form that you may receive from the VIEX Group or any person other than the Company, even as a protest vote against the VIEX Group or any of VIEX's nominees. Voting to WITHHOLD with respect to any of VIEX's nominees on its proxy card is not the same as voting for our Board's nominees because a vote to WITHHOLD with respect to any of VIEX's nominees on its proxy card will revoke any proxy you previously submitted and thus you will cancel any proxy previously given to the Company. If you previously signed a proxy card sent to you by the VIEX Group, you can change or revoke that proxy and vote for the Board's nominees by (i) visiting the

website noted on the **WHITE** proxy card to submit your vote over the Internet, (ii) using the telephone number on the **WHITE** proxy card to submit your vote telephonically, (iii) signing, dating and returning the **WHITE** proxy card in the enclosed envelope to vote by mail, or (iv) attending the Annual Meeting to vote in person. Only your latest dated, valid proxy or vote will be counted at the Annual Meeting.

Any proxy may be changed or revoked at any time prior to its exercise at the Annual Meeting by following the instructions under

Can I change my vote or revoke my proxy? below.

If you need assistance changing or revoking your vote, please call the Company's proxy solicitor, MacKenzie Partners, Inc., toll free at (800) 322-2885.

Q. Why did I receive these proxy materials?

A. We are providing these proxy materials to you in connection with the solicitation by our Board of proxies to

be voted at the Annual Meeting, to be held on Friday, June 24, 2016, at 10:00 a.m. Pacific Time, at the Hyatt House Belmont/Redwood Shores hotel located at 400 Concourse Drive, Belmont, California 94002.

As a stockholder of record of the Company, you are invited to attend the Annual Meeting and you are entitled and requested to vote on the proposals described in this proxy statement.

Q. What is included in the proxy materials?

A. The proxy materials include this proxy statement, a **WHITE** proxy card and our 2015 Annual Report, which includes our Annual Report on Form 10-K for the year ended December 31, 2015.

- Q. What are the recommendations of the Board?**
- A.** Our Board unanimously recommends that you vote your shares in accordance with the instructions on your **WHITE** proxy card as follows:
- (i) FOR the proposal to elect **Elizabeth Cholawsky, Elizabeth Fetter, Lowell Robinson, Toni Portmann, Tim Stanley, and Jim Stephens** to the Board until our 2017 annual meeting of stockholders and thereafter until their successors are elected and qualified,
 - (ii) FOR the proposal to approve, on an advisory basis, the Company's named executive officer compensation for the year ended December 31, 2015, as described in the Compensation Discussion and Analysis, the executive compensation tables and the accompanying narrative disclosures in this Proxy Statement,
 - (iii) FOR the proposal to approve an amendment and restatement of the 2010 Equity and Performance Incentive Plan as Amended and Restated (such plan, prior to the amendment and restatement contemplated by this proxy statement, the 2010 Stock Plan),
 - (iv) FOR the proposal to amend our Restated Certificate of Incorporation to effect a reverse stock split of our common stock within a range of one-for-three (1:3) to one-for-seven (1:7), as selected by our Board prior to the time of filing a Certificate of Amendment with the Delaware Secretary of State,
 - (v) subject to the approval of the previous proposal, FOR the proposal to amend our Restated Certificate of Incorporation to reduce proportionally the total number of shares of common stock that the Company is authorized to issue,
 - (vi) FOR the proposal to ratify our adoption of a Section 382 Tax Benefits Preservation Plan,

(vii) FOR the proposal to ratify the appointment of BDO as our independent registered public accounting firm for fiscal year 2016, and

(viii) FOR the limited authorization to adjourn the Annual Meeting if there are not sufficient votes to approve Proposal No. 4 and Proposal No. 5.

Our Board strongly urges you NOT to sign or return any [COLOR] proxy card sent to you by the VIEX Group.

Q. Who can vote at the Annual Meeting and what are the voting rights of such stockholders?

A. Our Board has fixed the close of business on May 11, 2016 as the Record Date for the determination of holders of our outstanding shares entitled to notice of, and to vote on, all matters presented at the Annual Meeting. Such stockholders will be entitled to one vote for each share held on each matter submitted to a vote at the Annual Meeting. As of the Record Date, we anticipate that there will be approximately 55,052,818 shares of the Company's Common Stock issued and outstanding. We currently expect to commence the mailing of this Proxy Statement, the accompanying form of **WHITE** proxy card and the Company's annual report to stockholders on or about May 4, 2016.

Q. How do I vote?

A. If you hold your shares directly and not through a bank, broker or other nominee, you may vote four ways:

(1) **Over the Internet:** Refer to the enclosed **WHITE** proxy card or voting instruction form for instructions on voting your shares over the Internet, which will include the website and the control number to access your account and vote your shares. You must specify how you want your shares voted or your Internet vote cannot be completed and you will receive an error message. Your shares will be voted according to your instructions.

- (2) **By Telephone:**
Refer to the enclosed **WHITE** proxy card or voting instruction form for instructions on voting your shares by telephone, which will include a toll-free number for the United States, Canada and Puerto Rico and the control number to access your account. Simply follow the recorded instructions. You must specify how you want your shares voted and confirm your vote at the end of the call or your telephone vote cannot be completed.

Your shares will be voted according to your instructions.

- (3) **By Mail:** If you received your proxy materials by mail, complete and sign your **WHITE** proxy card or voting instruction form and mail it in the enclosed postage prepaid envelope we provided so that it is received by June 23, 2016, the day before the Annual Meeting, to be sure it is received in time to count.

- (4) **In Person at the Meeting:** If you attend the Annual Meeting, you may deliver your completed proxy card

in person
or you may
vote by
completing
a ballot,
which we
will
provide to
you at the
Annual
Meeting.

You will not be able to vote shares you hold in street name through a bank, broker or other nominee in person at the Annual Meeting unless you have a legal proxy from that bank, broker or other nominee issued in your name giving you the right to vote your shares.

- Q. How will my shares be voted if I do not return my proxy or do not provide specific voting instructions in the WHITE proxy card or voting instruction form that I submit?**
- A. If your shares are registered directly in your name, your shares will not be voted if you do not vote over the Internet, by telephone, by returning your proxy or by ballot at the Annual Meeting. If you submit a WHITE proxy card without giving specific voting instructions on one or more matters listed in the notice for the meeting, your shares will be voted as recommended by our Board on such matters, and as the**

proxyholders may determine in their discretion on how to vote with respect to any other matters properly presented for a vote at the Annual Meeting, subject to compliance with Rule 14a-4(c) of the Securities Exchange Act of 1934, as amended (the Exchange Act).

If your shares are held in street name at a broker, your broker may under certain circumstances vote your shares on routine matters if you do not timely provide voting instructions in accordance with the instructions provided by them. However, if you do not provide timely instructions, your broker does not have the authority to vote on any non-routine proposals at the Annual Meeting and a broker non-vote would occur. Because the Annual Meeting is expected to be the subject of a contested solicitation all proposals at the Annual Meeting are considered non-routine and therefore your bank, broker or other nominee does not have the authority to vote on a proposal at the Annual Meeting if you do not provide voting instructions with respect to such proposal.

Q. How will my shares be voted if I mark Abstain on my proxy card? **A.** We will count a properly executed **WHITE** proxy card marked Abstain as present for purposes of determining whether a quorum is present, but

abstentions will not be counted as votes cast for or against any given matter.

Q. Can I change my vote or revoke my proxy?

A. If your shares are registered directly in your name, you may revoke your proxy or change your vote at any time before the Annual Meeting. To do so, you must do one of the following:

- (1) Vote over the Internet or by telephone as instructed above. Only your latest Internet or telephone vote is counted.
- (2) Sign a new proxy and mail it as instructed above. Only your latest dated, valid proxy received will be counted.
- (3) Attend the Annual Meeting, request that your proxy be revoked and vote in person as instructed above. Attending the Annual Meeting will not revoke your

- Internet
vote,
telephone
vote or
proxy, as
the case
may be,
unless you
specifically
request it.
- (4) Deliver to
our
principal
offices
(Attention:
Investor
Relations) a
written
instrument
that revokes
the proxy.

If your shares are held in street name, you may submit a new, later-dated voting instruction form or contact your bank, broker or other nominee. You may also vote in person at the Annual Meeting if you obtain a legal proxy as described in the answer to the question above entitled "How do I vote? .

If you have previously signed a proxy card sent to you by the VIEX Group, you may change your vote by marking, signing, dating and returning the **WHITE** proxy card or by voting by telephone, via the Internet or in person at the Annual Meeting. Only the latest dated, valid proxy that you submit will be counted. Submitting a proxy card sent to you by the VIEX Group will revoke votes you have previously made via the Company's **WHITE** proxy card.

Q. What effect do broker non-votes have on the proposals?

A. If you hold shares through an account with a broker, the voting of the shares by such broker

when you do not provide voting instructions is governed by the rules of the New York Stock Exchange (the NYSE). In uncontested solicitations, these rules allow brokers to vote shares in their discretion on routine matters for which their customers do not provide voting instructions. On matters considered non-routine, brokers may not vote shares without your instruction. Shares that are voted on routine proposals by brokers but not on those proposals deemed non-routine are referred to as broker non-votes with respect to the non-routine proposals.

When a matter to be voted on at a stockholders meeting is the subject of a contested solicitation, under applicable rules of the NYSE, brokers do not have discretion to vote shares that they hold in their name on behalf of the beneficial holders. Because VIEX has submitted a notice of its intent to nominate directors, the Annual Meeting is expected to be the subject of a contested solicitation and therefore if you hold your shares in the name of your bank, broker or other nominee (sometimes called street name or nominee name) and you do not provide your

bank, broker
or other
nominee
with specific
instructions
regarding
how to vote
on a proposal
to be voted
on at the
Annual
Meeting,
your bank,
broker or
other
nominee will
not be
permitted to
vote your
shares on
that
proposal.

Please note that if your shares are held in street name and you want your vote to be counted on any of the proposals to be considered at the Annual Meeting, including the election of directors, you must instruct your bank, broker or other nominee how to vote your shares. If you do not provide voting instructions with respect to a proposal to be considered at the Annual Meeting, no votes will be cast on your behalf by your bank, broker or other nominee with respect to such proposal.

- Q. What does it mean if I receive more than one WHITE proxy card or voting instruction form?**
- A.** It generally means your shares are registered differently or are in more than one account. To ensure that all of your shares are voted, please vote using each WHITE proxy card or voting

instruction form you receive or, if you vote by Internet or telephone, you will need to enter each of your Control Numbers. Remember, you may vote by telephone, Internet or by signing, dating and returning the **WHITE** proxy card in the postage-paid envelope provided, or by voting by ballot at the Annual Meeting. As previously noted, VIEX has provided us with a notice indicating that it intends to nominate five (5) nominees for election as directors at the Annual Meeting in opposition to the six (6) highly-qualified and experienced director candidates nominated by the Board. As a result, you may receive proxy cards from both the Company and the VIEX Group. To ensure that stockholders have the

Company's latest proxy information and materials to vote, the Board may conduct multiple mailings prior to the date of the Annual Meeting, each of which will include a **WHITE** proxy card. The Board encourages you to vote each **WHITE** proxy card you receive.

THE BOARD STRONGLY URGES YOU TO REVOKE ANY PROXY CARD YOU MAY HAVE RETURNED WHICH YOU RECEIVED FROM THE VIEX GROUP.

Even a **WITHHOLD** vote with respect to VIEX's director candidates on its proxy card will cancel any previously submitted **WHITE** proxy card.

THE BOARD STRONGLY URGES YOU NOT TO SIGN OR RETURN ANY [COLOR]

**PROXY CARD
OR VOTING
INSTRUCTION
FORM THAT
YOU MAY
RECEIVE
FROM THE
VIEX GROUP,
EVEN AS A
PROTEST
VOTE
AGAINST
THE VIEX
GROUP OR
VIEX S
DIRECTOR
CANDIDATES.**

Q. How many shares must be present to hold the Annual Meeting?

A. The required quorum for the transaction of business at the Annual Meeting is a majority of the shares of Common Stock issued and outstanding on the Record Date. Shares that are voted FOR or AGAINST a proposal or marked ABSTAIN are treated as being present at the Annual Meeting for purposes of establishing a quorum and are also treated as shares entitled to vote at the Annual Meeting. Broker non-votes, if any, are also included for purposes of determining whether a quorum of shares of Common Stock is present at the Annual Meeting.

For purposes of determining whether a quorum exists, we count as present any shares that are voted over the Internet, by telephone, by mail or that are represented in person at the Annual Meeting. If a quorum is not present, we expect to adjourn the Annual Meeting until we obtain a quorum.

Q. What vote is required to approve each matter and how are votes counted?

A. Proposal No. 1 Election of Six Directors
Proposal No. 1: VIEX has notified us that it intends to nominate five alternative nominees for election as directors at the Annual Meeting in opposition to the Board's recommended nominees. Since directors are elected by a plurality of votes, the six nominees for director receiving the highest number of

votes FOR
election will
be elected as
directors.

If a
stockholder
does not vote
for the
election of
directors
because the
authority to
vote is
withheld,
because a
proxy is not
returned,
because the
broker holding
the shares
does not vote,
or because of
some other
reason, the
shares will not
count in
determining
the total
number of
votes for each
nominee.

WHITE
proxies signed
and returned
to the
Company
unmarked will
be voted FOR
the Board's six
(6) highly
qualified and
very
experienced
nominees
**(Elizabeth
Cholawsky,
Elizabeth
Fetter, Lowell
Robinson,
Toni
Portmann,**

**Tim Stanley,
and Jim
Stephens).**

If your shares
are held by a
bank, broker
or other
nominee in
street name
and you do not
vote your
shares, your
bank, broker
or other
nominee
cannot vote
your shares on
Proposal No.

**1. In this
regard, please
note that
brokers may
not vote on
the election of
directors in
the absence of
specific client
instructions.**

**Those who
hold shares in
a brokerage
account are
encouraged
to provide
voting
instructions
to their
broker.**