

ODYSSEY MARINE EXPLORATION INC
Form DEF 14A
April 24, 2019
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

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

Exchange Act of 1934 (Amendment No.)

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 §240.14a-12

ODYSSEY MARINE EXPLORATION, 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.

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- (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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- (1) Amount previously paid:
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- (4) Date Filed:

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Dear Fellow Stockholder,

This year marks the 25th anniversary of the creation of our company and my fifth year as your CEO.

I have entered this year with the highest level of enthusiasm that I have ever had for the prospects of our business. We have been planting many seeds over the past five years by developing multiple seafloor mineral projects, and I believe that we are about to begin harvesting those investments.

In my past communications with you, I've discussed the transformation of our business. That transformation is now complete, and our new business model is established. We are focused on developing multi-billion-dollar assets through the discovery and development of valuable seafloor mineral deposits while being good stewards of the environment.

I remain convinced that seafloor mineral extraction will follow the arc of the offshore oil and gas industry. When readily accessible oil reserves on dry land became limited, that industry had to move its extraction locations to offshore sites on the seafloor. In the coming years, I believe many of the critical minerals that mankind depends on for our day-to-day survival will come from the 70% of our earth that is under our oceans. This is inevitable.

Odyssey is at the forefront of this emerging industry, and we now have economic interests in a number of different seafloor mineral projects. Our rapid accession to the top of this emerging industry was validated this year when our Founder and Board Chairman, Greg Stemm, was elected to become President of the International Marine Minerals Society (IMMS). IMMS is an organization composed of a worldwide membership of individuals from industry, government agencies, and academic institutions who are all focused on establishing marine minerals as a resource for study and sound application to meet world demands for strategic minerals. The organization is currently preparing for the 48th annual Underwater Mining Conference, which will take place this year in China, bringing together world leaders from government, academia and industry to exchange information and ideas on all aspects of underwater mineral exploration, environmental research and mining.

While leading the field in an emerging industry is very significant, as investors, I realize that your underlying question is when will all of this turn into results that are reflected in our company's market value?

We have begun to build assets that have been independently valued in the billions of dollars. Now we need to move these projects through critical milestones that will allow us to realize that value and see it in the valuation of our company.

My team and I are working every day to fulfill the hopes and expectations you have placed upon us as investors. To live up to the confidence you place in us, we have entered 2019 with achievable plans to move our current projects up the value curve in a demonstrable manner.

We have endured some painful setbacks over the past few years related to external factors that were difficult to predict and control. Every time we go through one of these episodes, our team just gets stronger and better equipped to deal with these complex issues as we move forward.

A perfect example of this has been the unlawful delay to our cornerstone project, the ExO phosphate dredging project in Mexico. Arbitrary and discriminatory political interference in the approvals process by Mexico's previous Secretary of Environment and Natural Resources Rafael Pacchiano has been frustrating and costly. However, we have now worked out an alternative path forward by invoking our rights as investors under the North American Free Trade

Agreement (NAFTA), one that already has prompted a renewed and constructive dialogue with the Mexican government. Through this process, we have been able to directly engage with representatives of the Mexican government best placed to appreciate the important economic and social benefit this project can bring to Mexico and who have the power to resolve the situation to our mutual benefit. As I write this letter, I have just returned from meetings in Mexico and I have come back with a renewed sense of optimism that this project will move forward and will create significant benefits for Mexico and for Odyssey investors. This is truly one of the rare situations in life where we have the opportunity to do well, while doing good.

As mentioned earlier, Greg has taken on an ambitious new role as President of IMMS that in turn brings a lot of value to us at Odyssey. While Greg remains a consultant and key strategic advisor to Odyssey, continually bringing us new opportunities that help shape our future, he has decided to relinquish his seat on our Board of Directors to place his full focus on helping to shape our emerging industry and to continue to find Odyssey great new opportunities within this industry.

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We could not have found a better successor for Greg's inside director role than the candidate who appears in this year's proxy statement as his proposed replacement, Odyssey Executive Vice President and Secretary, Laura Barton. Our very capable colleague is the longest serving member of the Odyssey team next to Greg. Laura brings over 20 years of experience with our firm to this Board position. Her strategic thinking, strong institutional knowledge, and corporate governance skills ideally suit her to be the best candidate to fill the Board role being vacated by Greg. As important, Laura will bring a new and fresh perspective to our Board.

One of my all-time favorite reads for inspiring my business and personal performance is *Confidence: How Winning Streaks and Losing Streaks Begin and End*. This book was written by esteemed Harvard professor, Rosabeth Moss Kanter. A quote from this author serves as my inspiration for the path we are on: Confidence is the bridge connecting expectations and performance, investment and results.

As I sit here writing you this note, I have high confidence that, based upon the outstanding team we have developed, the experience we have gained and the investments we have made, Odyssey is about to embark on a major winning streak. Team Odyssey is ready, willing and able to deliver on this promise, and we intend to do so.

One thing that I can say with complete confidence is that the Odyssey is driven to deliver results, and one thing we can never be accused of is giving up the fight! I remain extremely confident in our team and the opportunities that we have created and will soon harvest. We are well positioned to succeed in 2019 and beyond.

As always, I deeply appreciate the confidence that you place in me and the rest of the management team. We take the responsibility of the stewardship of your company seriously, and we are prepared to deliver the results that each of us as investors rightly deserve.

I believe we will look back and say 2019 was OUR year !

Sincerely,

Mark D. Gordon

President, Chief Executive Officer, and Member of the Board of Directors

Odyssey Marine Exploration, Inc.

April 24, 2019

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Odyssey Marine Exploration, Inc.

5215 West Laurel Street

Tampa, Florida 33607

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held June 3, 2019

The Annual Meeting of Stockholders of Odyssey Marine Exploration, Inc. will be held at the Hampton Inn & Suites located at 5329 Avion Park Drive, Tampa, Florida 33607 on Monday, June 3, 2019, at 9:30 a.m. (EDT) for the following purposes:

1. to elect six directors of the Company to serve until the next Annual Meeting of Stockholders and until their successors have been duly elected and qualified;
2. to ratify the appointment of Ferlita, Walsh, Gonzalez & Rodriguez, P.A. as the independent registered certified public accounting firm for the fiscal year ending December 31, 2019;
3. to obtain non-binding advisory approval of the compensation of our named executive officers;
4. to approve the Company's 2019 Stock Incentive Plan; and
5. to transact other business as may properly come before the Annual Meeting of Stockholders or at any postponement or adjournments thereof.

The record date for determining those stockholders entitled to notice of, and to vote at, the annual meeting and at any adjournments or postponements thereof is April 12, 2019.

Whether or not you plan to attend the annual meeting, please vote as soon as possible. As an alternative to voting in person at the annual meeting, you may vote via the Internet, by telephone or, if you receive a paper proxy card in the mail, by mailing a completed proxy card. For detailed information regarding voting instructions, please refer to the section entitled "Voting via the Internet, by Telephone or by Mail" on page 2 of the proxy statement. You may revoke a previously delivered proxy at any time prior to the annual meeting. If you are a registered holder and decide to attend the annual meeting and wish to change your proxy vote, you may do so automatically by voting in person at the annual meeting.

BY ORDER OF THE BOARD OF DIRECTORS

Mark D. Gordon

Chief Executive Officer, President and Board Member

Tampa, Florida

April 24, 2019

IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS

The Notice and Proxy Statement and Annual Report on Form 10-K are available at www.proxyvote.com. In accordance with rules promulgated by the Securities and Exchange Commission, we have elected to use the Internet as our primary means of furnishing proxy materials to our stockholders. Therefore, most stockholders will not receive paper copies of our proxy materials. Instead, we will send these stockholders a Notice of Internet Availability of Proxy Materials with instructions for accessing the proxy materials and voting by use of the Internet. The Notice of Internet Availability of Proxy Materials also informs stockholders how to get paper copies of our proxy materials if they wish to do so. We believe this method of proxy distribution will make the proxy distribution process more efficient, less costly, and will contribute to the conservation of natural resources. If you previously elected to receive our proxy materials electronically, these materials will continue to be sent via e-mail unless you change your election.

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Odyssey Marine Exploration, Inc.

5215 West Laurel Street

Tampa, Florida 33607

PROXY STATEMENT

FOR

ANNUAL MEETING OF STOCKHOLDERS

These proxy materials are provided in connection with the solicitation of proxies by the Board of Directors (the Board) of Odyssey Marine Exploration, Inc., a Nevada corporation (the Company, Odyssey, we, us, or our Annual Meeting of Stockholders to be held at 9:30 a.m. (EDT) on Monday, June 3, 2019, at the Hampton Inn & Suites located at 5329 Avion Park Drive, Tampa, Florida 33607, and at any adjournments or postponements of the annual meeting.

PURPOSE OF MEETING

The specific proposals to be considered and acted upon at the annual meeting are:

1. to elect six directors of the Company to serve until the next Annual Meeting of Stockholders and until their successors have been duly elected and qualified;
2. to ratify the appointment of Ferlita, Walsh, Gonzalez & Rodriguez, P.A. as the independent registered certified public accounting firm for the fiscal year ending December 31, 2019;
3. to obtain non-binding advisory approval of the compensation of our named executive officers;
4. to approve the Company's 2019 Stock Incentive Plan; and
5. to transact other business as may properly come before the Annual Meeting of Stockholders or at any postponement or adjournments thereof.

VOTING

Voting Rights

Only stockholders of record of Odyssey Marine Exploration, Inc. common stock on April 12, 2019, the record date, will be entitled to vote at the annual meeting. Each holder of record will be entitled to one vote on each matter for each share of common stock held on the record date. On the record date, there were 9,222,199 shares of our common stock outstanding.

A majority of the voting power, which includes the voting power that is present in person or by proxy, shall constitute a quorum at the Annual Meeting. Shares represented by a properly signed and returned proxy will be treated as present at the Annual Meeting for purposes of determining a quorum, without regard to whether the proxy is marked as casting a vote. Likewise, stock represented by broker non-votes will be treated as present for purposes of determining a quorum. Broker non-votes are proxies with respect to shares held in record name by brokers or nominees, as to which instructions have not been received from the beneficial owners or persons entitled to vote and the broker or nominee does not have discretionary voting power under applicable national securities exchange rules or the instrument under which it serves to vote such shares on that matter. Your broker will not have discretion to vote on non-routine matters absent direction from you, including the election of directors and the advisory vote to approve our named executive officer compensation. If you hold your shares through a broker, your broker is permitted to vote your shares on routine matters, which includes the ratification of the independent registered public accounting firm, even if the broker does not receive instructions from you.

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The affirmative vote of the holders of a plurality of votes properly cast on the proposal at the annual meeting is required for the election of directors (**Proposal 1**). Stockholders may not cumulate votes in the election of directors. **Proposals 2, 3 and 4** require the approval of the holders of a majority of votes properly cast on the proposal. Abstentions and broker non-votes have no effect on the determination of whether a director nominee or any proposal has received a plurality or majority of the votes cast.

If the persons present or represented by proxy at the annual meeting constitute the holders of less than a majority of the outstanding shares of common stock as of the record date, the annual meeting may be adjourned to a subsequent date for the purpose of obtaining a quorum.

Recommendations of the Board of Directors

The Odyssey Marine Exploration, Inc. Board of Directors recommends that you vote:

FOR each of the nominees to the Board of Directors (**Proposal 1**)

FOR ratification of the appointment of Ferlita, Walsh, Gonzalez & Rodriguez, P.A. as our independent registered certified public accounting firm for the fiscal year ending December 31, 2019 (**Proposal 2**)

FOR the proposal to approve the compensation of our named executive officers (**Proposal 3**)

FOR the proposal to approve the Company's 2019 Stock Incentive Plan (**Proposal 4**)

Voting via the Internet, by Telephone or by Mail

Registered Holders

If you are a registered holder (meaning your shares are registered in your name with our transfer agent, Computershare Trust Company, N.A.), then you may vote either in person at the annual meeting or by proxy. If you decide to vote by proxy, you may vote via the Internet, by telephone or by mail, and your shares will be voted at the annual meeting in the manner you direct. For those registered holders who receive a paper proxy card, instructions for voting via the Internet or by telephone are set forth on the proxy card or such holders can complete, sign, date and return the mailed proxy card in the prepaid and addressed envelope that was enclosed with the proxy materials. For those stockholders who receive a Notice of Internet Availability of Proxy Materials, the Notice of Internet Availability of Proxy Materials provides information on how to access your proxy card, which contains instructions on how to vote via the Internet or by telephone or receive a paper proxy card to vote by mail. Telephone and Internet voting facilities for registered stockholders of record will close at 11:59 p.m. (EDT) on **June 02, 2019**.

If you return a signed proxy card on which no directions are specified, your shares will be voted **FOR** each of the four proposals.

Beneficial Owners

If, like most stockholders, you are a beneficial owner of shares held in street name (meaning a broker, trustee, bank, or other nominee holds shares on your behalf), you may vote in person at the annual meeting only if you obtain a legal proxy from the nominee that holds your shares and present it to the inspector of elections with your ballot at the annual meeting. Alternatively, you may provide voting instructions to the nominee that holds your shares by completing, signing and returning the voting instruction form that the nominee provides to you, or by using telephone or Internet voting arrangements described on the voting instruction form, the Notice of Internet Availability of Proxy Materials or other materials that the nominee provides to you.

Note to Beneficial Owners: Under applicable laws, a broker, trustee, bank, or other nominee has the discretion to vote on routine matters, including the ratification of the independent registered public accounting firm. Securities and Exchange Commission rules do not permit a broker, trustee, bank, or other nominee to vote on behalf of beneficial owners with respect to non-routine matters, such as the election of directors and the advisory vote to approve our named executive officer compensation. If you hold your shares in street name and do not provide voting instructions to your broker, your shares will not be voted on any proposals on which your broker does not have discretionary authority to vote. If you hold shares through a bank or brokerage firm and wish to be able to vote in person at the Annual Meeting, you must obtain a *legal proxy* from your brokerage firm, bank or other holder of record and present it to the Inspector of Elections with your ballot. Stockholders who have elected to receive the proxy materials electronically will receive an e-mail on or about **April 24, 2019**, with information on how to access stockholder information and instructions for voting.

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Electronic Delivery

Stockholders who have elected to receive our 2019 proxy statement and 2018 annual report to stockholders electronically will receive an email on or about **April 24, 2019**, with information on how to access stockholder information and instructions for voting.

If you received your Notice of Internet Availability of Proxy Materials or all of your annual meeting materials by mail, we encourage you to sign up to receive your stockholder communications electronically. Email delivery benefits the environment and saves us money by reducing printing and mailing costs. With electronic delivery, you will be notified by email as soon as the annual report on Form 10-K and proxy statement are available on the Internet, and you can submit your stockholder votes online. Your electronic delivery enrollment will be effective until you cancel it. If you are a registered holder, **visit www-us.computershare.com/Investor** to create a login and to enroll. If you hold your shares of stock through a bank, broker or other nominee, please refer to the information provided by that entity for instructions on how to elect to view future proxy statements and annual reports over the Internet and how to change your elections.

Changing or Revoking Your Proxy

You may revoke or change a previously delivered proxy at any time before the annual meeting by delivering another proxy with a later date, by voting again via the Internet or by telephone, or by delivering written notice of revocation of your proxy to our Corporate Secretary at our principal executive offices before the beginning of the annual meeting. You may also revoke your proxy by attending the annual meeting and voting in person, although attendance at the annual meeting will not, in and of itself, revoke a valid proxy that was previously delivered. If you hold shares in street name, you must contact the nominee that holds the shares on your behalf to revoke any prior voting instructions. You also may revoke any prior voting instructions by voting in person at the annual meeting if you obtain a legal proxy as described above.

Admission to the Meeting

If you plan to attend the Annual Meeting, please bring the following:

1. Proper identification, such as a driver's license or passport containing a recent photograph. We may inspect your bags or packages, and we may require you to check them, and, in some cases, we may not permit you to enter the meeting with them. The use of cell phones, smartphones, recording and photographic equipment and/or computers is not permitted in the meeting room.

2. Acceptable Proof of Ownership if your shares are held in Street Name.

Acceptable Proof of Ownership is (a) a letter from your broker stating that you owned Odyssey Marine Exploration, Inc. stock on the record date **April 12, 2019**, or (b) an account statement showing that you owned Odyssey Marine Exploration, Inc. stock on the record date.

Street Name means your shares are held of record by brokers, banks or other nominees.

Voting Results

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The preliminary voting results will be announced at the Annual Meeting. The final voting results will be tallied by the Inspector of Elections and will be subsequently disclosed in a Form 8-K filing with the Securities and Exchange Commission (the SEC) within four business days after the Annual Meeting.

[ODYSSEY MARINE EXPLORATION-2019 Proxy Statement](#)

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The Board of Directors currently consists of six directors standing for election at the Annual Meeting. The Board of Directors recommends the election as directors the six nominees listed below. Five of the nominees, John C. Abbott, Mark D. Gordon, Mark B. Justh, James S. Pignatelli and Jon D. Sawyer, are currently directors of the Company. Laura L. Barton is a new nominee for election as a director. Gregory P. Stemm, who previously served as a director since 1994, decided not to stand for re-election. The persons named as Proxies in the form of Proxy will vote the shares represented by all valid returned proxies in accordance with the specifications of the stockholders returning such proxies. If, at the time of the Annual Meeting any of the nominees named below should be unable to serve, the discretionary authority provided in the Proxy will be exercised to vote for such substitute nominee or nominees, if any, as shall be designated by the Board of Directors. The Board of Directors does not expect any of the nominees to be unable to serve as director.

The classified board structure required by the Stock Purchase Agreement, dated March 11, 2015 (the Stock Purchase Agreement), among the Company, Minera del Norte, S.A. de C.V. (MINOSA), and Penelope Mining LLC (Penelope), more fully described in the Proxy Statement previously filed with the Securities and Exchange Commission on April 21, 2015, has been approved by our stockholders, but has not been implemented via an amendment to our Articles of Incorporation. The classified board structure is to be implemented as a condition to the initial closing of the Stock Purchase Agreement, which has not yet occurred. In the event the initial closing occurs and the classified board structure is implemented by the Company, each director nominee, if elected, will serve in the class designated for each below. It is anticipated that Mr. Sawyer would resign from the Board of Directors upon the initial closing to create a vacancy which the Company expects would be filled by a person selected by Penelope.

The table below sets forth the name and age of each nominee for director, indicating all positions and offices with the Company presently held; the period during which each person has served as a director; any additional directorships with public companies; the class which each nominee will serve under if elected and the classified board structure is implemented, and the expiration of the term of such director if classified board structure is implemented. If the classified board structure is not implemented, the term of each director will end at the next Annual Meeting of Stockholders and until their successors are elected and qualified or until the earliest of their death, resignation or removal.

Class I Directors Terms Expiring at the 2020 Annual Meeting**Mark D. Gordon****Age** 59**Key Qualifications**

The Board recognizes that Mr. Gordon's position with the Company as CEO and President, as well as his innovative entrepreneurship and the strategic planning skills gained in former CEO and president positions, provide experience in implementing cutting-edge solutions to drive business growth and turn visionary strategies into success. He has helped guide the management team through the challenges and complexities of building a company; and he has strategically expanded opportunities

[Director since](#)

[January 2008;](#)

[CEO since October 2014;](#)

[President since October](#)

[2007](#)

for the Company, by exploring new concepts and creative solutions to issues facing the Company; including funding, investor relations and communications forging lasting alliances across industry and organizational levels. His leadership, management, strategic planning, business development and investor communications activities allow him to understand the complexities of the business and bring a unique direction to the Board's strategic discussions.

[Laura L. Barton](#)

[Age 57](#)

[Nominee for Director](#)

[Key Qualifications](#)

The Board recognizes Ms. Barton's over 20 years of experience and in-depth knowledge of the Company's business, operations, strategy and management team, as well as her historical perspective on the Company's business from her current position as EVP and Corporate Secretary. The Board of Directors believe this, combined with her past corporate experience in the media and marketing industries, makes her a valuable nominee with experience that would be beneficial to the Board.

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Class II Directors Terms Expiring at the 2021 Annual Meeting

Mark B. Justh

Key Qualifications

Age 54

Director since

July 2013;

Lead Director since

June 2015

The Board recognizes that Mr. Justh has results-oriented experience in the investment banking industry for over ten years. He has managed equities and derivatives distribution businesses in both the United States and Asia for J.P. Morgan and worked primarily with the largest global institutional investors and hedge funds. He has significant experience in both primary and secondary equities markets for both domestic and international corporations. The Board recognizes that Mr. Justh has an in-depth knowledge of industry trends, risk assessment and financial management. His background, both domestic and international, allows him to bring a unique perspective to the Board's strategic and financial discussions.

Jon D. Sawyer

Key Qualifications

Age 73

Director since

November 2009;

Chairman of

Compensation

Committee since

March 2011;

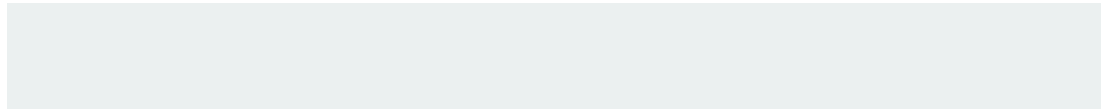
Chairman of

Governance

Committee since

The Board recognized that Mr. Sawyer's expertise in securities law, including his past experience with the Securities and Exchange Commission, and knowledge of the management of public companies on various issues such as financing, corporate governance, disclosure issues, executive compensation reporting, and mergers and acquisitions, provide the Board valuable insights regarding governance, regulatory process and law. His experience, background and knowledge are valuable assets to the Board and the Company that give him further insight into chairing the Compensation and Governance and Nominating Committees.

June 2015



Class III Directors Terms Expiring at the 2022 Annual Meeting

John C. Abbott

Key Qualifications

Age 49

Director since

June 2015;

Chairman of Audit

Committee since

June 2016

The Board recognizes Mr. Abbott's position as a chief financial officer, together with his prior experience as chief executive officer of a public company and in investment banking, provides him with valuable insight regarding executive leadership, management, finance, and international business. His extensive financial experience qualifies him as our audit committee financial expert. The Board believes his background, experience, and expertise bring valuable perspectives to the Board's discussions.

James S. Pignatelli

Key Qualifications

Age 76

Director since

June 2015

The Board recognizes that Mr. Pignatelli's previous positions as a chief executive officer, board chairman and his services on the board of directors of other companies allow him to bring his broad knowledge of business to the Board and the company. Mr. Pignatelli has significant management, operations, and financial experience and expertise.

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The affirmative vote of the holders of a plurality of votes properly cast on the proposal at the annual meeting is required for the election of directors.

RECOMMENDATION OF THE BOARD OF DIRECTORS

The Board of Directors recommends a vote **FOR** the nominees named above.