

GAIAM, INC
Form DEF 14A
September 18, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

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 § 240.14a-12

Gaiam, Inc.

(Name of Registrant as Specified in Its Charter)

N/A

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

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No fee required.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Gaiam, Inc.

833 West South Boulder Road

Louisville, Colorado 80027

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON TUESDAY, NOVEMBER 4, 2014

To our shareholders:

We will hold the 2014 annual meeting of shareholders of Gaiam, Inc. (we , us , our , or Gaiam), a Colorado corporation on Tuesday, November 4, 2014, at 4:00 p.m. at the Marriott Courtyard, 948 West Dillon Road, Louisville, Colorado 80027, for the following purposes:

1. to elect eight directors to serve until the next annual meeting of shareholders or until their successors are duly elected and qualified;
2. to approve, on an advisory basis, named executive officer compensation; and
3. to transact such other business as may properly come before our annual meeting, or any adjournment(s) or postponement(s) thereof.

Our board of directors has fixed the close of business on Monday, September 8, 2014, as the record date for determining our shareholders entitled to notice of, and to vote at, our annual meeting. A complete list of our shareholders entitled to vote at our annual meeting will be available for inspection by any of our shareholders prior to our annual meeting, upon written request showing a proper purpose, during normal business hours at our Louisville, Colorado office. Only shareholders of record on the September 8, 2014 record date are entitled to notice of, and to vote at, our annual meeting and any adjournment(s) or postponement(s) thereof.

We are furnishing proxy materials to our shareholders primarily by the Internet. On September 25, 2014, we expect to mail our shareholders (other than those who previously requested electronic or paper delivery of our proxy materials) a Notice of Internet Availability of Proxy Materials containing instructions on how to access our 2014 proxy statement and 2013 annual report. The Notice of Internet Availability of Proxy Materials also instructs you on how to access your proxy card to vote through the Internet or by telephone, and provides instruction on how you can request a paper copy of these documents if you desire. If you received your annual meeting materials by mail, the proxy statement and proxy card from our board of directors and our annual report were enclosed. If you received your annual meeting materials via email, the email contained voting instructions and links to the proxy statement and annual report on the Internet, which are both available at www.proxyvote.com. This process is designed to expedite our shareholders receipt of proxy materials, lower the cost of our annual meeting, and help conserve natural resources. However, if you would prefer to receive printed proxy materials, please follow the instructions included in the Notice of Internet Availability of Proxy Materials. If you have previously elected to receive our proxy materials electronically, you will continue to receive these materials via e-mail unless you elect otherwise.

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Our shareholders are cordially invited to attend our annual meeting in person.

September 18, 2014

By Order of the Board of Directors,

John Jackson, Secretary

YOUR VOTE IS IMPORTANT

We urge you to vote your shares as promptly as possible by following the voting instructions in the Notice of Internet Availability of Proxy Materials.

If you have shares registered in your own name, you may vote your shares in a number of ways:

electronically via the Internet at www.proxyvote.com,

by telephone, if you are in the U.S. and Canada, by calling (800) 690-6903, or

by mailing us an executed proxy card.

If you hold our shares with a broker, you may also be eligible to vote via the Internet or by telephone if your broker or bank participates in the proxy voting program provided by Broadridge Investor Communication Services.

Gaiam, Inc.

833 West South Boulder Road

Louisville, Colorado 80027

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON NOVEMBER 4, 2014

We are furnishing this proxy statement and the accompanying proxy card to our shareholders in connection with the solicitation of proxies by and on behalf of our board of directors for use at our 2014 annual meeting of shareholders to be held on Tuesday, November 4, 2014, starting at 4:00 p.m. at the Marriott Courtyard, 948 West Dillon Road, Louisville, Colorado 80027, and at any adjournment(s) or postponement(s) thereof. This proxy statement, the accompanying proxy card and the Notice of Internet Availability of Proxy Materials are first being mailed or given to our shareholders on or about September 25, 2014. The address of our principal executive office is 833 West South Boulder Road, Louisville, Colorado 80027.

PURPOSE OF ANNUAL MEETING

At the annual meeting, our shareholders will be asked: (i) to elect eight directors of our company to serve until the next annual meeting of shareholders or until their successors are duly elected and qualified; (ii) to approve, on an advisory basis, named executive officer compensation; and (iii) to transact such other business as may properly be brought before the annual meeting. Our board recommends a vote **FOR** the election of the nominees for directors of Gaiam, Inc., a Colorado corporation (we , us , our , company , or Gaiam), listed below and **FOR** approval, on an advisory basis, of named executive officer compensation.

QUORUM AND VOTING RIGHTS

The presence, in person or by proxy, of the holders of a majority of the outstanding votes eligible to be cast by our Class A Common Stock and Class B Common Stock is necessary to constitute a quorum at the annual meeting. Only shareholders of record at the close of business on the record date, Monday, September 8, 2014, will be entitled to notice of, and to vote at, the annual meeting. As of September 8, 2014, there were 19,033,346 shares of our Class A Common Stock, par value \$.0001 per share, and 5,400,000 shares of our Class B Common Stock, par value \$.0001 per share, outstanding and entitled to vote. Holders of our Class A Common Stock as of the record date are entitled to one vote for each share held and holders of our Class B Common Stock as of the record date are entitled to ten votes for each share held. The holders of our Class A and Class B Common Stock will vote together as a single class. Cumulative voting is not permitted for any purpose. Once a quorum is present, the affirmative vote of a majority of the votes cast on any subject matter shall be the act of the shareholders, other than with respect to the election of directors as described below.

Mr. Jirka Rysavy, our Chairman, holds all 5,400,000 outstanding shares of our Class B Common Stock and 648,682 shares of our Class A Common Stock. These shares are sufficient to constitute a quorum, to elect all Gaiam directors and approve, on an advisory basis, named executive officer compensation and Mr. Rysavy has indicated that he plans to be present at the meeting and vote in favor of these proposals.

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All shares of our Common Stock represented by properly executed proxies will, unless the proxies have previously been revoked, be voted in accordance with properly executed instructions indicated in the proxies. Abstentions and broker non-votes will have no effect on the result of the vote, although abstentions will count towards the presence of a quorum. Any shareholder executing

a proxy has the power to revoke the proxy at any time prior to its exercise. A proxy may be revoked prior to exercise by (a) filing with Gaiam a written revocation of the proxy; (b) appearing at the annual meeting and voting in person; (c) voting by telephone or by using the Internet, either of which must be completed by 11:59 p.m. Eastern Time on November 3, 2014 (only your latest telephone or Internet proxy is counted); or (d) submitting to Gaiam a duly executed proxy bearing a later date.

We are continuing to use the Securities and Exchange Commission's E-Proxy rules and furnishing proxy materials to our shareholders primarily by the Internet. On September 25, 2014, we expect to mail or give to our shareholders (other than those who previously requested electronic or paper delivery of our proxy materials) a Notice of Internet Availability of Proxy Materials containing instructions on how to access our 2014 proxy statement and 2013 annual report. The Notice of Internet Availability of Proxy Materials also instructs you on how to access your proxy card to vote through the Internet or by telephone, and provides instruction on how you can request a paper copy of these documents if you desire. If you received your annual meeting materials by mail, the proxy statement and proxy card from our board of directors and our annual report were enclosed. If you received your annual meeting materials via email, the email contained voting instructions and links to the proxy statement and annual report on the Internet, which are both available at www.proxyvote.com. This process is designed to expedite our shareholders' receipt of proxy materials, lower the cost of our annual meeting, and help conserve natural resources. However, if you would prefer to receive printed proxy materials, please follow the instructions included in the Notice of Internet Availability of Proxy Materials. If you have previously elected to receive our proxy materials electronically, you will continue to receive these materials via e-mail unless you elect otherwise. Our annual report is not to be considered as a part of this proxy statement or as having been incorporated by reference into this proxy statement.

This proxy statement, the proxy card and voting instructions are being made available to shareholders at www.proxyvote.com. You may also request a printed copy of this proxy statement and the proxy card or our annual report by any of the following methods: (a) telephone at (800) 579-1639; (b) Internet at www.proxyvote.com; or (c) e-mail at sendmaterial@proxyvote.com.

We will bear the cost of preparing, printing, assembling and mailing this proxy statement and other material furnished to shareholders in connection with the solicitation of proxies. In addition, our officers, directors and other employees may solicit proxies by written communication or telephone. These persons will receive no special compensation for any solicitation activities.

IT IS THE INTENTION OF THE AGENTS DESIGNATED IN THE ENCLOSED PROXY CARD TO VOTE FOR THE ELECTION OF ALL EIGHT NOMINEES FOR DIRECTOR IDENTIFIED BELOW (UNLESS AUTHORITY IS WITHHELD BY THE SHAREHOLDER GRANTING THE PROXY) AND FOR APPROVAL, ON AN ADVISORY BASIS, OF NAMED EXECUTIVE OFFICER COMPENSATION. IF ANY NOMINEE FOR DIRECTOR BECOMES UNAVAILABLE TO SERVE FOR ANY REASON, THE PROXY WILL BE VOTED FOR A SUBSTITUTE NOMINEE OR NOMINEES TO BE SELECTED BY OUR BOARD OF DIRECTORS, UNLESS THE SHAREHOLDER WITHHOLDS AUTHORITY TO VOTE FOR THE ELECTION OF DIRECTORS. JIRKA RYSAVY, WHO HOLDS SHARES WITH A MAJORITY OF THE VOTES, HAS INFORMED GAIAM THAT HE INTENDS TO VOTE HIS SHARES IN FAVOR OF THE PROPOSALS IN THIS PROXY STATEMENT.

PROPOSAL 1

ELECTION OF DIRECTORS

Nominees for Election as Directors

Our board of directors proposes that Jirka Rysavy, Lynn Powers, James Argyropoulos, Paul Sutherland, Kristin Frank, Chris Jaeb, Wendy Schoppert and Michael Zimmerman be elected as directors of our company, to hold office until the next annual meeting of shareholders or until their successors are duly elected and qualified. Unless contrary instructions are given, the proxies will be voted FOR these nominees. Each nominee has agreed to serve if elected, and management has no reason to believe that any of the nominees will be unavailable for service. If for any unforeseen reason any nominee should decline or be unable to serve, the proxies will be voted to fill any vacancy so arising in accordance with the discretionary authority of the persons named in the proxy, unless contrary instructions are given.

Our business encompasses research, product sourcing, creation of media content, manufacturing, and marketing functions in a context characterized by rapidly evolving technologies, exposure to business cycles, and significant competition. Our board of directors is responsible for reviewing and assessing the appropriate skills, experience, and background sought of board of directors members in the context of our business and the then-current membership on the board of directors. This assessment of board skills, experience, and background includes numerous diverse factors, such as independence; understanding of and experience in consumer product businesses, technology, finance, and marketing; international experience; age; and gender and ethnic diversity. The priorities and emphasis of the board of directors with regard to these factors change from time to time to take into account changes in our business and other trends, as well as the portfolio of skills and experience of current and prospective board members. The board of directors reviews and assesses the continued relevance of and emphasis on these factors as part of the board of directors annual self-assessment process and in connection with candidate searches.

We do not expect or intend that each director will have the same background, skills, and experience; we expect that board members will have a diverse portfolio of backgrounds, skills, and experiences. One goal of this diversity is to assist the board of directors as a whole in its oversight and advice concerning our business and operations. The director nominees' biographies note each nominee's relevant experience, qualifications, and skills that led to the conclusion that such individual should serve as a director of our company.

Senior Leadership Experience. Directors who have served in senior leadership positions are important to us, as they bring experience and perspective in analyzing, shaping, and overseeing the execution of important operational and policy issues at a senior level. These directors' insights and guidance, and their ability to assess and respond to situations encountered in serving on our board, may be enhanced if their leadership experience has been developed at businesses or organizations that operated on a large scale, faced significant competition, and/or involved technology or other rapidly evolving business models.

Business Development Experience. Directors who have a background in business development and in acquisitions can provide insight into developing and implementing strategies for growing our business through combination with other organizations. Useful experience in this area includes consideration of make versus buy, analysis of the fit of a proposed acquisition with a company's strategy, the valuation of transactions, and management's plans for integration with existing operations.

Financial Expertise. Knowledge of financial markets, financing and funding operations, and accounting and financial reporting processes is important because it assists our directors in understanding, advising, and overseeing our capital structure, financing and investing activities, financial reporting, and internal control over such activities.

Industry and Technical Expertise. Because we are a media content provider, education or experience in relevant technology is useful in understanding our research and development efforts, competing products, the various media categories that we develop, and the market segments in which we compete.

Brand Marketing Expertise. Directors who have brand marketing experience can provide expertise and guidance as we seek to maintain and expand brand and product awareness and a positive reputation.

The names of our director nominees, their ages, and, for our current directors standing for reelection, the years in which they began serving as directors and their positions, are set forth below. Our founder and Chairman, Jirka Rysavy, recommended to our board of directors that Michael Zimmerman, the founder of Prentice Capital Management, LP, our largest institutional shareholder, be nominated for election to our board of directors.

James Argyropoulos age 69 Director since May 2002. Mr. Argyropoulos has been primarily engaged as a private investor over the last fifteen years. In 1972, Mr. Argyropoulos founded, and thereafter served as Chairman and Chief Executive Officer of, The Cherokee Group Inc., a shoe manufacturing and apparel business.

The board believes that Mr. Argyropoulos brings to the board significant senior leadership, management, financial, and brand management experience from his past business experience with The Cherokee Group and other companies.

Kristin Frank age 48 Director since October 2013. Ms. Frank has a long career at Viacom, a global entertainment company, where she currently serves as Executive Vice President of Viacom Music and Logo's Connected Content division, with general management responsibilities for all non-linear brand properties for MTV, VH1, CMT and LOGO. Previously, from 2009 to 2012, Ms. Frank served as General Manager for MTV and VH1 Digital where she was instrumental to MTV's growth to 140 million fans on Facebook. From 2005 to 2009 she served as Chief Operating Officer at LOGO TV. From 1996 to 2005 she has held multiple positions at Viacom Media Networks including serving as Senior Vice President, Multiplatform Distribution at LOGO TV as well as Regional Vice President, MTV Networks Content Distribution and Marketing Group overseeing distribution strategy for MTV, VH1, CMT, VH1 Classic, MTV 2 and Logo.

The board believes that Ms. Frank would bring to the board significant experience with management, operations, branding, digital content delivery and social media.

Chris Jaeb age 54 Director since October 2013. Since 2007, Mr. Jaeb serves as the Chief Executive Officer of Common Ground Kauai, a sustainable resource center he founded. In 2006 he co-founded and till 2010 served as the President of Malama Kauai, a Hawaii based nonprofit organization. In 1995, Mr. Jaeb co-founded AudioNet (previously Cameron Broadcasting Systems), an Internet-based aggregator of digital media, which changed its name to Broadcast.com prior to its initial public offering in 1998. In 1999 Broadcast.com was sold to Yahoo for \$5.4 billion. In 1995 Mr. Jaeb founded eAds, the first fee per click advertising company on the Internet.

In addition to Mr. Jaeb's entrepreneurial experience, the board believes that he brings to the board a strong understanding of Internet marketing operations and the business aspect of sustainable living.

Lynn Powers age 65 Chief Executive Officer and a director. Ms. Powers has been a director since February 1996 and our Chief Executive Officer since March 2009. She served as our President from February 1996 until November 2010. From February 1996 until September 2001, she was our Chief Operating Officer, and from September 2001 until March 2009 she was our Chief Executive Officer of North American operations. From 1992 to 1996, she was Chief Executive Officer of La Scelta, an importer of natural fiber clothing products. Before that, Ms. Powers was Senior Vice President Marketing/Strategic Development and Vice President Merchandising of Miller's Outpost, a specialty retailer.

As our Chief Executive Officer and former President, the board believes that Ms. Powers brings to the board significant senior leadership, management, operational, financial, and brand management experience.

Jirka Rysavy age 60 Founder and Chairman. He has been Chairman since our inception and served as our full-time Chief Executive Officer from December 1998 to March 2009. Mr. Rysavy is the beneficial owner of approximately 24.76% of our outstanding shares of Class A Common Stock and holds 100% of our outstanding shares of Class B Common Stock. In 1986, Mr. Rysavy founded Corporate Express, Inc., which, under his leadership, grew to become a Fortune 500 company supplying office and computer products and services. He was its Chairman and Chief Executive Officer until 1998. Mr. Rysavy also founded and served as Chairman and Chief Executive Officer of Crystal Market, a health foods market, which was sold in 1987 to become the concept and first Wild Oats Markets store. Mr. Rysavy was also Chairman of Real Goods Solar, Inc., an entity Gaiam founded in 1999 and of which Gaiam owns a minority stake of the issued and outstanding capital stock. Mr. Rysavy resigned from the board of Real Goods Solar, Inc. in

June 2013, after Gaiam sold the majority of its investment in Real Goods Solar, Inc.

The board believes that Mr. Rysavy brings to the board significant senior leadership, strategic focus, business development, sales and marketing and international experience from his past business experience in senior management roles and as a founder of several successful businesses.

Wendy Schoppert age 47 Director since October 2013. From April 2005 to February 2014, Ms. Schoppert served on the Senior Executive Team of Select Comfort, the manufacturer, marketer, retailer and servicer of the Sleep Number® line of beds, where she held the positions of Executive Vice President and Chief Financial Officer, Chief Information Officer, interim Chief Marketing Officer and Senior Vice President of International and New Channel Development. Prior to joining Select Comfort, Ms. Schoppert led US Bank's Private Asset Management team and served as Head of Product, Marketing & Corporate Development for the bank's asset management division. She began her career in the airline industry, serving in various financial, strategic, and general management leadership positions at American Airlines, Northwest Airlines and America West Airlines. Ms. Schoppert serves on the Board of Nina Hale Inc., a digital marketing agency, and she is also a member of Cornell University's President's Council of Cornell Women.

The board believes that Ms. Schoppert brings to the board vast experience in brand development and management, as well as significant senior financial leadership and expertise with the oversight of financial reporting and disclosure for public companies.

Paul Sutherland age 59 Director since June 2012. Mr. Sutherland has worked in the investment and financial advisory business since 1975. He is founder and President of Financial & Investment Management Group, Ltd. (FIMgroup), a registered investment adviser that manages investment portfolios on a discretionary basis for individuals, trusts, foundations and retirement plans that he founded in 1984. As the Chief Investment Officer for FIMgroup, he has been managing values driven, sustainably oriented, global total return, growth and income investment portfolios for more than 25 years. FIMgroup is the beneficial owner of approximately 9.21% of our outstanding shares of Class A Common Stock. Mr. Sutherland served on the board of directors of the Utopia Funds, a registered investment company, between December 2005 and March 2009. Mr. Sutherland is Chairman and a founding board member of the Utopia Foundation and is author of various books including Virtues of Wealth and the AMA guide to Financial Planning. Mr. Sutherland is also owner of Spirituality and Health Media LLC, the publisher of Spirituality & Health magazine, and Yen Yoga and Fitness LLC, the largest yoga, spinning and fitness studio in northern Michigan.

In addition to Mr. Sutherland's significant senior leadership, global investment, business, entrepreneurial and financial experience, the board believes that he brings to the board a broad understanding of the business aspects of the sustainable health and wellbeing movement and market in which Gaiam operates.

Michael Zimmerman age 44 Director nominee. Mr. Zimmerman founded Prentice Capital Management, LP, a New York-based private investment firm and our largest institutional shareholder, in May 2005 and has been its Chief Executive Officer and managing partner since its inception. From 2000 to 2005, he managed investments in the retail and consumer sector for S.A.C. Capital Management and prior to that he worked at Lazard Asset Management. Mr. Zimmerman serves as the Chairman of publicly traded Delia's Inc., a multi-channel retailer. He previously served on the board of directors of The Wet Seal, Inc., a national specialty retailer of contemporary apparel and accessory items. In his roles as founder, Chief Executive Officer and managing partner of Prentice Capital Management, Mr. Zimmerman currently is the beneficial owner of approximately 13.54% of our outstanding Class A Common Stock, over which Mr. Zimmerman and Prentice Capital Management share voting and dispositive power.

The board believes that Mr. Zimmerman brings investor/shareholder experience to the board as a result of serving as Chief Executive Officer of Prentice Capital Management, and substantial experience in investing in retail/consumer companies.

Each director serves for a one-year term.

Vote Required

Directors will be elected by a plurality of the votes cast. Plurality means that the nominees receiving the largest number of votes cast are elected as directors up to the maximum number of directors who are nominated to be elected at the meeting. If no instructions are indicated on a proxy card, the shares will be voted FOR the election of these nominees for director. Because director nominees must receive a plurality of the votes cast at the annual meeting, a vote withheld from a particular nominee or from all nominees or abstentions will not affect the election of that nominee.

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR

THE NOMINEES OF THE BOARD

PROPOSAL 2

ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION

As required by Section 14A of the Securities Exchange Act, we are seeking advisory shareholder approval of the compensation of our named executive officers as disclosed in the section of this proxy statement titled *Executive Compensation*. Shareholders are being asked to vote on the following advisory resolution:

Resolved, that the compensation of Gaiam's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission (which disclosure shall include the Compensation Discussion and Analysis, the compensation tables and any related material in Gaiam's Proxy Statement for the 2014 Annual Meeting of Shareholders) is hereby APPROVED.

The compensation of our executive officers is based on a design that ties a substantial percentage of an executive's compensation to the attainment of financial and other performance measures that, the board believes, promotes the creation of long-term shareholder value and position Gaiam for long-term success. As described more fully in the Compensation Discussion and Analysis, the mix of fixed and performance based compensation, the terms of the incentive bonus program and the terms of long-term incentive plans are all designed to enable Gaiam to attract and maintain top talent while, at the same time, creating a close relationship between performance and compensation. The compensation committee and the board believe that the design of the program, and hence the compensation awarded to named executive officers under the current program, fulfills this objective.

Shareholders are urged to read the *Executive Compensation* section of this proxy statement, which sets forth the compensation we paid our named executive officers in 2013 and discusses in detail how our compensation policies and procedures implement our compensation philosophy.

Although the vote is non-binding, the board and the compensation committee will review the voting results in connection with their ongoing evaluation of Gaiam's compensation program.

Vote Required

Approval of this Proposal 2 requires the affirmative vote of a majority of the votes cast **FOR** or **AGAINST** the proposal. For purposes of determining the number of votes cast on the matter, only those cast **FOR** or **AGAINST** are included, while abstentions and broker non-votes are not included.

OUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR
ADVISORY APPROVAL OF THE RESOLUTION SET FORTH ABOVE

DIRECTOR INDEPENDENCE, COMMITTEES AND MEETINGS OF THE BOARD OF DIRECTORS

Director Independence

Our board of directors currently consists of seven members and meets regularly during the year. Our board of directors has determined that each of Messrs. Argyropoulos, Sutherland and Jaeb and Ms. Frank and Schoppert are independent as defined by the listing standards of the NASDAQ Global Market. Our board of directors has also determined that Mr. Zimmerman, a director nominee, is independent as defined by the listing standards of the NASDAQ Global Market.

Board Meetings and Board Committees

During 2013, our board held two in-person meetings and eleven telephonic meetings. Each director attended at least 75% of the total number of meetings of our board of directors and 100% of the total number of meetings of the committees of our board of directors on which such director served during 2013.

Two of our directors standing for re-election at our 2013 annual meeting of shareholders attended the meeting.

Our board of directors has standing audit and compensation committees. We have adopted written charters for both committees. These charters can be found in the investors section of our website at: www.gaiam.com. Our board of directors selects members for the audit and compensation committees on an annual basis.

Audit Committee. From January-October 2013, our audit committee was comprised of Messrs. Feinblum (chairperson) and Argyropoulos and Ms. Mowry; after October 10, 2013, our audit committee was comprised of Ms. Schoppert (chairperson) and Messrs. Sutherland and Argyropoulos. Each member of the audit committee is independent within the meaning of rules of the NASDAQ Global Market. Our board of directors has determined that Ms. Schoppert is an audit committee financial expert, as defined in Item 407(d)(5)(ii) of Regulation S-K. Our audit committee is responsible for the appointment, compensation and oversight of our auditor and for approval of any non-audit services provided by the auditor. Our audit committee also oversees (a) management's maintenance of the reliability and integrity of our accounting policies and financial reporting and disclosure practices; (b) management's establishment and maintenance of processes to assure that an adequate system of internal control over financial reporting is functioning; and (c) management's establishment and maintenance of processes to assure our compliance with all laws, regulations and company policies relating to financial reporting. Our audit committee held two in-person meetings and three telephonic meetings during 2013.

Compensation Committee. From January-October 2013, our compensation committee was comprised of Ms. Mowry (chairperson) and Messrs. Ray and Argyropoulos; after October 10, 2013, our compensation committee was comprised of Ms. Frank (chairperson), Ms. Schoppert, and Mr. Sutherland. Our compensation committee establishes compensation amounts and policies applicable to our executive officers, establishes salaries, bonuses and other compensation plans and matters for our executive officers and administers our stock option plans and employee stock purchase plan. Our compensation committee held two in-person meetings and one telephonic meeting during 2013.

Director Nominations. We are exempt from NASDAQ Global Market rules with respect to independent director oversight over director nominations because we are a controlled company on the basis of Mr. Rysavy's control of more than 50% of the voting power of our outstanding capital stock. In light of Mr. Rysavy's voting control, our board of directors does not believe a nominating committee would serve a meaningful purpose.

As a result, nominations for directors are made by our full board of directors. Our Bylaws set forth certain procedures that are required to be followed by shareholders in nominating persons for election to our board. Generally, written notice of a proposed nomination must be received by our corporate secretary not later than the 45th day nor earlier

than the 70th day prior to the anniversary of the mailing of the preceding year's proxy materials. As described above, our board considers a variety of factors when it selects candidates for election to the board, including business experience, skills and expertise that are complementary to those already represented on the board, familiarity and identification with our mission, values and market segments, and other relevant factors. Our board will consider qualified director candidates recommended by our shareholders. Because we are a controlled company under the NASDAQ Global Market rules, our board has not adopted a formal policy regarding the consideration of director candidates recommended by shareholders; however, our board would not evaluate shareholder nominees differently from management or board nominees.

Compensation Committee Interlocks and Insider Participation

From January-October 2013, our compensation committee was comprised of Ms. Mowry (chairperson) and Messrs. Ray and Argyropoulos; after October 10, 2013, our compensation committee was comprised of Ms. Frank (chairperson), Ms. Schoppert, and Mr. Sutherland. None of the members of our compensation committee has at any time been an officer or employee of our company or

has any interlocking relationships that are subject to disclosure under the rules of the Securities and Exchange Commission relating to compensation committees.

Executive Sessions of the Board and Leadership Structure

Our board of directors' non-management directors meet periodically in executive session. Executive sessions are generally held in connection with regularly scheduled board meetings.

Jirka Rysavy serves as a director and as our Chairman, and Lynn Powers serves as a director and as our Chief Executive Officer. As our Chairman, Mr. Rysavy is the most senior executive officer of Gaiam and he presides at meetings of our shareholders and our board of directors. The Chairman is responsible for business initiative development and oversees our affairs and business in a supervisory role. As our Chief Executive Officer, Ms. Powers is the second-most senior executive officer of Gaiam and has primary, general and active control over our affairs and business and general supervision of our officers, agents and employees. We do not have a lead independent director but, during the past year, five out of the seven members of our board of directors were considered independent and meet periodically in executive session, as described above. We also maintain an audit committee and compensation committee, each consisting of three independent directors. Further, as described elsewhere in this proxy statement, Mr. Rysavy controls more than 50% of the voting power of our capital stock, thereby making Gaiam a controlled company under the NASDAQ Global Market rules and, therefore, exempt from several of the corporate governance rules concerning independent director oversight over our affairs.

The product offerings and delivery channels, as well as the competitive and technology landscape, involved in our business are constantly evolving and our senior executive officers are bringing extensive knowledge in these areas to the board of directors, allowing them to effectively direct board discussions and focus board decision-making on those items most important to our overall success. Our board of directors believes that having our two most senior executive officers on our board of directors, one of which is presiding at board meetings, helps promote our overall strategic development and facilitates the efficient flow of information between management and our board of directors. Our board of directors also believes that this leadership structure optimizes Mr. Rysavy's and Ms. Powers' contributions to the board's efforts. Further, as our founder and largest shareholder, Mr. Rysavy brings an important perspective to board discussions.

The board works closely with Mr. Rysavy and Ms. Powers in their regular assessment of the risks that could confront our business, whether due to competitive issues, the economy or otherwise. It is management's responsibility to manage risk and bring to our board of directors' attention the most material risks to us. Our board of directors has oversight responsibility of the processes established to report and monitor systems for material risks applicable to us and annually reviews our enterprise risk management. Our board of directors regularly reviews materials risk management, which includes major cost inputs, including foreign exchange rates. Our audit committee regularly reviews treasury risks (insurance, credit, and debt), financial and accounting risks, legal and compliance risks, information technology security risks and risks related to internal control over financial reporting. Our compensation committee considers risks related to the attraction and retention of talent and risks relating to the design of compensation programs and incentive arrangements. Our compensation committee also reviews compensation and benefits plans affecting employees in addition to those applicable to executive officers. We have determined that it is not reasonably likely that risks arising from compensation and benefit plans would have a material adverse effect on us. In addition, the full board of directors considers risks to our reputation, reviews risks related to the sustainability of our operations, considers risks related to succession planning and oversees the appropriate allocation of responsibility for risk oversight among the committees of the board. The full board also has oversight of enterprise risk management and considers strategic risks and opportunities on a regular basis.

DIRECTOR COMPENSATION

During 2013, we paid directors who were not employees of our company or its affiliates a fee of \$5,000 for each board meeting that they attend, and a fee of \$2,000 for each telephonic board meeting attended. In addition, we paid non-employee directors a fee of \$2,000 for attendance at each committee meeting and \$1,000 for each telephonic committee meeting attended. Members of each standing committee received an annual fee of \$5,000 and chairpersons of each standing committee received an annual fee of \$10,000. Mr. Argyropoulos, Mr. Sutherland and Ms. Frank elected to receive their 2013 compensation in shares of Gaiam Class A Common Stock, Mr. Feinblum and Ms. Schoppert elected to receive a portion of their 2013 compensation in shares of Gaiam Class A Common Stock and a portion in cash, and Mr. Ray, Ms. Mowry and Mr. Jaeb elected to receive cash compensation.

Director Compensation Table

The following table provides compensation information for the one year period ended December 31, 2013 for each non-employee member of our board of directors:

Name	Fees Earned or			Total
	Paid in Cash (1)	Stock Awards (1)(2)(3)	Option Awards (4)	
James Argyropoulos		\$ 64,000		\$ 64,000
Barnet M. Feinblum	\$ 21,500	\$ 11,500		\$ 33,000
Barbara Mowry	\$ 40,000			\$ 40,000
Paul H. Ray	\$ 26,000			\$ 26,000
Paul Sutherland		\$ 63,000		\$ 63,000
Wendy Schoppert	\$ 17,000	\$ 17,000		\$ 34,000
Kristin Frank		\$ 26,000		\$ 26,000
Chris Jaeb	\$ 14,000			\$ 14,000

- (1) Amounts in the *Fees Earned or Paid in Cash* and *Stock Awards* columns include fees for services rendered during 2013, some of which were not administratively paid or issued until 2014.
- (2) Amounts in the *Stock Awards* column reflect the aggregate grant date fair value of awards granted during 2013 and have been computed in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718. Assumptions used in the calculation of grant date fair values of awards for the year ended December 31, 2013 are included in footnote 8 to our audited financial statements for the year ended December 31, 2013, included in our Annual Report on Form 10-K.
- (3) On March 31, 2013, Mr. Argyropoulos, Mr. Feinblum and Mr. Sutherland received stock awards with grant date fair values of \$21,000, \$4,500 and \$16,000, respectively. On June 30, 2013, Mr. Argyropoulos, Mr. Feinblum and Mr. Sutherland received stock awards with grant date fair values of \$12,000, \$4,500 and \$10,000, respectively. On September 30, 2013, Mr. Argyropoulos, Mr. Feinblum and Mr. Sutherland received stock awards with grant date fair values of \$5,000, \$500 and \$4,000, respectively. On December 31, 2013, Mr. Argyropoulos, Mr. Feinblum, Mr. Sutherland and Ms. Schoppert and Ms. Frank received stock awards with grant date fair values of \$26,000, \$2,000, \$33,000, \$17,000 and \$26,000, respectively. Such awards represent 2013 compensation, in lieu of cash, for services as directors.
- (4) At year end, each of Mr. Argyropoulos, Mr. Feinblum, and Mr. Ray had 35,000 outstanding option awards which were all exercisable, and the aggregated grant date fair value of each director's awards was \$144,097. Also at year end, Ms. Mowry had 20,000 outstanding option awards, of which 17,500 were exercisable, and the aggregated grant date fair value of the awards was \$98,745. Mr. Sutherland, Ms. Schoppert and Ms. Frank do not have any outstanding option awards at year end.

EXECUTIVE OFFICERS OF GAIAM

The following table sets forth the names, ages and titles of our current executive officers:

Name	Age	Position
Jirka Rysavy	60	Chairman and a Director
Lynn Powers	65	Chief Executive Officer and a Director
John Jackson	56	

Vice President of Corporate Development and Secretary

Stephen J. Thomas

50 Chief Financial Officer and Vice President

Our executive officers are elected annually by our board of directors. Messrs. Rysavy and Jackson and Ms. Powers have been employed by our company for more than the past five years. Biographical information about Mr. Rysavy and Ms. Powers is included herein under the heading Proposal 1 Election of Directors Nominees for Election as Directors .

John Jackson age 56 Mr. Jackson has served as Gaiam s Vice President of Corporate Development since June 2006 and was appointed Secretary in March 2007. Prior to joining Gaiam, Mr. Jackson served as the Chief Executive Officer for Alliance Management, LLC, a firm that he founded in 1999 that provided strategic alliance advisory services to domestic and international middle market business concerns.

Stephen J. Thomas age 50 Mr. Thomas became Gaiam s Chief Financial Officer in November 2010. He previously served as Gaiam s Chief Accounting Officer from November 2009 until November 2010 and as Gaiam s Controller from August 2006 until November 2009. From 2005 until 2006, Mr. Thomas was Chief Financial Officer of Digitally Unique Corporation, an online retailer of consumer electronics, and from 2003 until 2005 Mr. Thomas was Controller of American Coin Merchandising, Inc., a public

company acquired by Coinstar in 2004 for approximately \$235 million. Mr. Thomas has held numerous financial and accounting positions throughout his career that began with Arthur Andersen LLP in 1986.

BENEFICIAL OWNERSHIP OF SHARES

The following table sets forth information with respect to the beneficial ownership of our common stock as of September 8, 2014 (except as noted) for (i) each person (or group of affiliated persons) who, insofar as we have been able to ascertain, beneficially owned more than 5% of the outstanding shares of our Class A Common Stock or Class B Common Stock; (ii) each director and director nominee; (iii) each executive officer named above in the Summary Compensation Table; and (iv) all current directors and executive officers as a group. We have based our calculation of the percentage of beneficial ownership on 19,033,346 shares of our Class A Common Stock and 5,400,000 shares of our Class B Common Stock outstanding on September 8, 2014.

Title of Class of Common Stock	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)	Percent of Class(2)	Percent of Class A Assuming Full Conversion of Class B(3)
Class A	Prentice Capital Management, LP (4)	2,578,028	13.54%	10.55%
	Financial & Investment Management Group, Ltd (5)	1,753,718	9.21%	7.18%
	Columbia Wanger Asset Management, LLC (6)	1,616,229	8.49%	6.61%
	Ariel Investments, LLC (7)	1,507,690	7.92%	6.17%
	Royce & Associates, LLC (8)	961,005	5.05%	3.93%
	Jirka Rysavy (9)	6,048,682	24.76%	24.76%
	Lynn Powers (10)	511,200	2.65%	2.09%
	William Sondheim (11)			
	John Jackson (12)	17,421	*	*
	Stephen Thomas (13)	56,000	*	*
	James Argyropoulos (14)	506,224	2.66%	2.07%
	Kristin E. Frank (15)	3,927	*	*
	Chris Jaeb			
	Wendy Lee Schoppert (16)	2,568	*	*
	Paul Sutherland (5)	1,775,310	9.30%	7.24%
Michael Zimmerman (4)	2,578,028	13.54%	10.55%	
All directors and officers as a group (9 persons)	8,923,492	45.88%	39.46%	
Class B	Jirka Rysavy	5,400,000	100.0%	N/A
	All directors and officers as a group (9 persons)	5,400,000	100.0%	N/A

* Indicates less than one percent ownership.

- (1) This table is based upon information supplied by officers, directors and principal shareholders directly to us or on Schedules 13D and 13G and Forms 3, 4 and 5 filed with the Securities and Exchange Commission. All beneficial ownership is direct and the beneficial owner has sole voting and investment power over the securities beneficially owned unless otherwise noted. Share amounts and percent of class include securities convertible into, and stock options exercisable for, shares of our Class A Common Stock and restricted stock vesting within 60 days after September 8, 2014.
- (2) This column represents a beneficial owner's percentage of ownership for a respective class of our common stock.

- (3) This column represents a beneficial owner's percentage of ownership of our Class A Common Stock, assuming conversion of all 5,400,000 outstanding shares of our Class B Common Stock. One share of our Class B Common Stock is convertible into one share of our Class A Common Stock.

- (4) According to a report on Schedule 13D/A filed with the Securities and Exchange Commission on June 8, 2012 by Prentice Capital Management, LP and Michael Zimmerman and information provided by Mr. Zimmerman as of September 8, 2014. According to the filing, the securities consist of (a) 2,566,323 shares of our Class A Common Stock directly held by investment funds and in investment accounts managed by Prentice Capital Management, LP over which Prentice Capital Management, LP and Michael Zimmerman share voting and dispositive power; and (b) 11,705 shares of our Class A Common Stock directly held by The Michael & Holly Zimmerman Family Foundation, Inc. over which Michael Zimmerman shares voting and dispositive power. Prentice Capital Management, LP and Michael Zimmerman disclaim beneficial ownership over the securities. The address for Prentice Capital Management, LP and Mr. Zimmerman is 33 Benedict Place, 2nd Floor, Greenwich, CT 06830.
- (5) According to a report on Schedule 13G filed with the Securities and Exchange Commission on May 15, 2014 by Financial & Investment Management Group, Ltd. (FIMgroup) and information provided by Mr. Sutherland as of September 8, 2014. The securities consist of (a) 1,743,818 shares of our Class A Common Stock beneficially owned by FIMgroup in its capacity as investment adviser to its clients other than Mr. Sutherland; (b) 5,900 shares of our Class A Common Stock directly owned by FIMgroup; (c) 4,000 shares of our Class A Common Stock directly owned by FIMgroup's 401(k) plan for the benefit of Mr. Sutherland; (d) 400 shares of our Class A Common Stock directly owned by Mr. Sutherland; (e) 150 shares of our Class A Common Stock directly and jointly owned by Mr. Sutherland and his son; and (f) 21,042 shares of our Class A Common stock directly owned by a trust for which Mr. Sutherland serves as the trustee. FIMgroup is an investment adviser and shares voting and dispositive power over the securities beneficially owned with its clients. Mr. Sutherland, in his capacity as an officer of FIMgroup, has shared voting and shared dispositive control over the securities beneficially owned by FIMgroup. FIMgroup and Mr. Sutherland disclaim beneficial ownership of the shares of Class A Common Stock not directly owned by them, respectively. The address for FIMgroup and Mr. Sutherland is 111 Cass St., Traverse City, MI 49684.
- (6) According to a report on Schedule 13G/A filed with the Securities and Exchange Commission on February 6, 2014 by Columbia Wanger Asset Management, LLC and Columbia Acorn Trust. Columbia Wanger Asset Management, LLC is an investment adviser and the securities are owned by Columbia Acorn Trust and various other investment companies and managed accounts. Columbia Wanger Asset Management, LLC disclaims beneficial ownership over the securities. Columbia Acorn Trust has sole voting and investment power over 1,500,000 shares of Class A Common Stock. The address for Columbia Wagner Asset Management, LLC and Columbia Acorn Trust is 227 West Monroe Street, Suite 3000, Chicago, Illinois 60606.
- (7) According to a report on Schedule 13G/A filed with the Securities and Exchange Commission on June 10, 2014. Ariel Investments, LLC is an investment adviser. Ariel Investments, LLC has sole voting power over 1,507,690 shares of Class A Common Stock, sole investment power over 2,461,263 shares of Class A Common Stock, and no voting or investment power over the respective balances of the securities. The address for Ariel Investments, LLC is 200 E. Randolph Drive, Suite 2900, Chicago, IL 60601.
- (8) According to a report on Schedule 13G/A filed with the Securities and Exchange Commission on January 9, 2014. According to the filing, Royce & Associates, LLC, is an investment adviser. The address for Royce & Associates, LLC is 745 Fifth Avenue, New York, NY 10151.
- (9) According to a report on Schedule 13G/A filed with the Securities and Exchange Commission on February 14, 2014. Includes 5,400,000 shares of our Class A Common Stock issuable upon conversion of shares of our Class B Common Stock.
- (10) Consist of 224,000 shares of our Class A Common Stock, 279,200 shares of our Class A Common Stock issuable upon exercise of stock options that are currently exercisable, and 8,000 shares of our Class A Common Stock issuable upon exercise of stock options exercisable within 60 days after September 8, 2014.
- (11) Mr. Sondheim served as President of the Company until October 17, 2013.
- (12) Consist of 721 shares of our Class A Common Stock, 14,900 shares of our Class A Common Stock issuable upon exercise of stock options that are currently exercisable, and 1,800 shares of our Class A Common Stock issuable upon exercise of stock options exercisable within 60 days after September 8, 2014.
- (13)

Consist of 52,800 shares of our Class A Common Stock issuable upon exercise of stock options that are currently exercisable, and 3,200 shares of our Class A Common Stock issuable upon exercise of stock options exercisable within 60 days after September 8, 2014.

- (14) Consist of 168,964 shares of our Class A Common Stock directly held by Mr. Argyropoulos, 303,333 shares of our Class A Common Stock directly held by Argyropoulos Investors, GP, and 30,000 shares of our Class A Common Stock issuable upon exercise of stock options that are currently exercisable.
- (15) Consists of 3,927 shares of our Class A Common Stock.
- (16) Consists of 2,568 shares of our Class A Common Stock.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview of Our Compensation Program and Philosophy

Our compensation program is intended to meet three principal objectives: (1) attract, reward and retain qualified, energetic officers and other key employees; (2) motivate these individuals to achieve short-term and long-term corporate goals that enhance shareholder value; and (3) support our corporate values by promoting internal equity and external competitiveness.

Our executive compensation program is overseen and administered by the compensation committee of our board of directors, which is comprised entirely of independent directors as determined in accordance with various NASDAQ, Securities and Exchange Commission and Internal Revenue Code rules. Our compensation committee operates under a written charter adopted by our board and is empowered to review and approve the annual compensation for our current executive officers: Mr. Rysavy, Ms. Powers, Mr. Jackson, and Mr. Thomas. A copy of the charter is available in the investors section of our website at: www.gaiam.com.

The principal objectives that guide our compensation committee in assessing our executive and other compensation programs include the proper allocation between long-term compensation, current cash compensation, and short-term bonus compensation. Other considerations include our business objectives, our fiduciary and corporate responsibilities (including internal considerations of fairness and affordability), competitive practices and trends, general economic conditions and regulatory requirements.

In determining the particular elements of compensation that will be used to implement our overall compensation objectives, our compensation committee takes into consideration a number of factors related to our performance, such as our earnings per share, profitability, revenue growth, and business-unit-specific operational and financial performance, as well as the competitive environment for our business. Stock price performance has not been a factor in determining annual compensation because the price of our common stock is subject to a variety of factors outside of our control. Our compensation committee may, when appropriate as determined on an annual basis, identify individual performance goals for executive and other officers, which goals may play a significant role in determining such officer's incentive compensation for that year and which may be taken into consideration in setting base salary for the next year.

From time to time, our compensation committee meets with our Chairman, Jirka Rysavy, and our Chief Executive Officer, Lynn Powers, and/or other executives to obtain recommendations with respect to our compensation programs, practices and packages for executives, other employees and directors. Our management makes recommendations to our compensation committee on the base salary, bonus targets and equity compensation for the executive team and other employees. Our compensation committee considers, but is not bound by and does not always accept, management's recommendations with respect to executive compensation.

Our compensation committee has also in the past received input from an independent compensation consultant prior to finalizing determinations on material aspects of our compensation programs, practices and packages, and it expects to do so again from time to time.

Mr. Rysavy attends some of our compensation committee's meetings, but our compensation committee also holds executive sessions not attended by any members of management or non-independent directors. Our compensation committee discusses Mr. Rysavy's and Ms. Powers' compensation packages with each of them, but makes decisions with respect to their compensation without them present. Our compensation committee has the ultimate authority to make decisions with respect to the compensation of our named executive officers, but may, if it chooses, delegate any of its responsibilities to subcommittees. Our compensation committee has delegated to the administrative committee of our board of directors, comprised of Mr. Rysavy and Ms. Powers, the authority to grant long-term incentive awards to employees at or below the level of vice president under guidelines set by our compensation committee.

Elements of Our Compensation Program

Our compensation committee believes that compensation paid to executive officers and other members of our senior management should be closely aligned with our performance on both a short-term and a long-term basis, and that such compensation should assist us in attracting and retaining talented persons who are committed to our mission and critical to our long-term success. To that end, our compensation committee believes that the compensation packages for executive officers should consist of three principal components:

Base Salary. Base salaries for executive officers are reviewed on an annual basis and at the time of promotion or other change in responsibilities. Starting salary levels and increases in salary are based on subjective evaluation of such factors as the level of responsibility, individual performance, market value of the officer's skill set, and relative salary differences within our company for different job levels. Consideration of the same factors, and general economic conditions, may also result in the reduction of an officer's base salary.

Annual Incentive Bonus. Annual incentive bonuses are awarded in the discretion of our compensation committee and generally granted based on a percentage of each executive officer's base salary. Our executive officers' annual incentive bonus potentials are expected to range from approximately 30% to 100% of each executive officer's base salary, depending upon his or her position. After the end of the year, our compensation committee reviews our business unit and overall financial performance and each executive officer's individual performance in determining whether such executive officer should be awarded a bonus.

Long-Term Incentive Compensation. We may grant long-term, performance-based compensation to executive officers and other employees in the form of stock option awards granted pursuant to our 2009 Long-Term Incentive Plan.

Our compensation committee believes in the importance of equity ownership for all executive officers and a broader-based segment of our work force, for purposes of economic incentive, key employee retention and alignment of employees' interests with those of shareholders. Our compensation committee believes that both our 1999 Long-Term Incentive Plan and our 2009 Long-Term Incentive Plan provide valuable flexibility to achieve a balance between providing equity-based compensation for employees and creating and maintaining long-term shareholder value. At the time of the potential hire of an executive officer candidate, our compensation committee will make its determination regarding long-term incentive compensation awards based upon prevailing compensation levels in the market for the individual's position. Thereafter, such determinations will be based upon the executive officer's past and expected future contributions to our business.

Stock option grants are typically made when a new executive officer is hired, and in determining the size of stock option grants, our compensation committee bases its determinations on such subjective considerations as the individual's position within management, experience, market value of the executive's skill set, and historical grant amounts to similarly positioned executives of our company. Our policy is that the exercise price of an option grant shall be equal to or greater than the closing price of the Class A Common Stock on the date of grant and, accordingly, will have value only if the market price of the Class A Common Stock increases after that date. The initial stock options granted to a given individual, pursuant to both the 1999 Long-Term Incentive Plan and 2009 Long-Term Incentive Plan, vest at 2% per month, during the 11th through 60th month after the initial grant. Additional stock options granted to the same individual will vest at 2% per month beginning 30 days after the grant. In October 2013, stock options were granted to John Jackson and Steve Thomas under the 2009 Long Term Incentive Plan. These options are discussed in the Grants of Plan Based Awards disclosure below.

We have selected these elements because each is considered useful and/or necessary to meet one or more of the principal objectives of our compensation policy. For instance, base salary and bonus target percentages are set with the goal of attracting employees and adequately compensating and rewarding them on a day-to-day basis for the time spent and the services they perform, while our equity programs are geared toward providing an incentive and reward for the achievement of long-term business objectives and retaining key talent. We believe that these elements of compensation, when combined, are effective, and will continue to be effective, in achieving the objectives of our compensation program.

Our compensation committee reviews our compensation program on an annual basis. In settin