

ENVIVIO INC  
Form PREC14A  
June 22, 2015

## SCHEDULE 14A INFORMATION

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-11(c) or § 240.14a-12

**ENVIVIO, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
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(1) Title of each class of securities to which transaction applies:

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PRELIMINARY PROXY STATEMENT

SUBJECT TO COMPLETION

DATED JUNE , 2015

**ENVIVIO, INC.**

**535 Mission St, 27<sup>th</sup> Floor**

**San Francisco, California 94105**

**Notice of Annual Meeting of Stockholders**

The 2015 Annual Meeting of Stockholders of Envivio, Inc. will be held at the Holiday Inn Express located at 1250 Bayshore Highway, Burlingame, California 94010, on August 4, 2015, at 10:00 a.m., Pacific time. We are holding the Annual Meeting to:

1. Elect two Class III directors to serve until the 2018 Annual Meeting of Stockholders or until their successors are elected and qualified; and

2. Ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for fiscal 2016.

We also will transact any other business that may properly come before the Annual Meeting or at any adjournments or postponements of the Annual Meeting.

We have selected June 22, 2015, as the record date for determining the stockholders entitled to notice of the Annual Meeting and to vote at the Annual Meeting and at any adjournments or postponements of the Annual Meeting.

**Please note that Cannell Capital LLC has notified us that it intends to nominate two individuals for election as directors to the Envivio Board of Directors at the Annual Meeting in opposition to the nominees recommended by our Board of Directors. You may receive solicitation materials from Cannell Capital, including proxy statements and a GOLD proxy card. We are not responsible for the accuracy of any information provided by or relating to Cannell Capital or its nominees contained in solicitation materials filed or disseminated by or on behalf of Cannell Capital or any other statements Cannell Capital may make.**

**The Board of Directors does not endorse any Cannell Capital nominee and unanimously recommends that you vote on the WHITE proxy card or voting instruction form FOR ALL of the nominees proposed by the Board of Directors. The Board of Directors strongly urges you NOT TO sign or return any proxy card sent to you by Cannell Capital. If you have previously submitted a proxy card sent to you by Cannell Capital, you can revoke that proxy and vote for our Board of Directors nominees and on the other matters to be voted on at the Annual Meeting by using the enclosed WHITE proxy card. Only the latest validly executed proxy that you submit will be counted.**

By Order of the Board of Directors,

Erik E. Miller

*Secretary*

June , 2015

**YOUR VOTE IS VERY IMPORTANT**

Whether or not you plan to attend the Annual Meeting of Stockholders, we urge you to vote and submit your proxy. You may vote over the internet, by telephone or by mail. Please review the instructions under the section entitled "How do I vote my shares?" of the attached proxy

statement regarding each of these voting options.

**ENVIVIO, INC.**

**PROXY STATEMENT**

**Annual Meeting of Stockholders**

**August 4, 2015**

This proxy statement is being furnished to stockholders of Envivio, Inc. (the Company, we, us or our ) in connection with the solicitation of proxies by our Board of Directors for use at our 2015 Annual Meeting of Stockholders. The approximate mailing date for this proxy statement and the enclosed proxy is , 2015.

**ANNUAL REPORT**

Our fiscal 2015 Annual Report to stockholders is being provided concurrently to each stockholder along with this proxy statement and the enclosed **WHITE** proxy card and is not to be considered a part of the proxy soliciting material.

Stockholders may also request a free copy of our fiscal 2015 Annual Report by writing to Secretary, 535 Mission St., 27<sup>th</sup> Floor, San Francisco, California 94105. Alternatively, stockholders may access our fiscal 2015 Annual Report on the Company's Web site located at [www.envivio.com](http://www.envivio.com). We will also furnish any exhibit to our fiscal 2015 Form 10-K/A if specifically requested.

**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING**

*When and where will the Annual Meeting be held?*

The 2015 Annual Meeting of Stockholders will be held on August 4, 2015, at 10:00 a.m., Pacific Time, at the Holiday Inn Express which is located at 1250 Bayshore Highway, Burlingame, California, 94010.

*What items will be voted on at the Annual Meeting?*

As to all holders of our Common Stock, the purpose of the Annual Meeting is to:

Elect two Class III directors to serve until the 2018 Annual Meeting of Stockholders or until their successors are elected and qualified; and

Ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for fiscal year ending January 31, 2016.

We will also transact any other business that may properly come before the Annual Meeting or at any adjournments or postponements of the Annual Meeting.

*How does the Board recommend that I vote?*

Our Board unanimously recommends that you vote your shares on the **WHITE** proxy card as follows:

**FOR** the election of Marcel Gani and Terry D Kramer; and

**FOR** the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for fiscal 2016. Our Board strongly urges that you **do not** sign or return any proxy card sent to by Cannell Capital.

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*Who is entitled to vote at the Annual Meeting?*

Stockholders who owned Common Stock at the close of business on June 22, 2015, the record date for the Annual Meeting, may vote at the Annual Meeting. For each share of Common Stock held, stockholders are entitled to one vote for as many separate nominees as there are directors to be elected and one vote on any other matter presented.

*Who will engage in a solicitation of proxies? Who will bear the cost of that solicitation?*

Certain of our directors, officers and employees may solicit proxies on our behalf by mail, phone, fax, e-mail, or in person. We will bear the cost of the solicitation of proxies. No additional compensation will be paid to our directors, officers or employees who may be involved in the solicitation of proxies.

*How do I vote my shares?*

You may vote your shares in one of several ways, depending upon how you own your shares.

*Shares registered directly in your name with Envivio (through our transfer agent, American Stock Transfer & Trust Company):*

Via Internet: Go to [www.voteproxy.com](http://www.voteproxy.com) and follow the instructions provided with your proxy materials and on your proxy card or voting instruction card.

By Telephone: Call toll-free 1-800-776-9437 and follow the instructions provided with your proxy materials and on your proxy card or voting instruction card.

In Writing: Complete, sign, date, and return the proxy card in the envelope that was provided to you, or provide it or a ballot distributed at the Annual Meeting directly to the Inspector of Election at the Annual Meeting when instructed.

*Shares of common stock held in street or nominee name (through a bank, broker or other nominee):*

You may receive a separate voting instructions form from your bank, broker or other nominee holding your shares. You should follow the voting instructions provided by your broker or nominee in order to instruct your broker or other nominee on how to vote your shares. The availability of telephone or internet voting will depend on the voting process of the broker or nominee. To vote in person at the Annual Meeting, you must obtain a proxy, executed in your favor, from the holder of record. Given the contested nature of the election, your broker, bank, or other nominee will only be able to vote your shares with respect to any proposals at the Annual Meeting if you have instructed them how to vote. Please instruct your broker, bank, or other nominee how to vote your shares using the voting instruction form you received from them. Please return your completed **WHITE** proxy card or voting instruction form to your broker, bank or other nominee and contact the person responsible for your account so that your vote can be counted. If your broker, bank, or other nominee permits you to provide voting instructions via the internet or by telephone, you may vote that way as well.

Regardless of how you own your shares, if you are a stockholder of record, you may vote by attending the Annual Meeting on August 4, 2015, at 9:00 a.m., Pacific Time, at the Holiday Inn Express, which are located at 1250 Bayshore Highway, Burlingame, California 94010. If you hold your shares in street or nominee, you must obtain a proxy, executed in your favor, from the holder of record to vote in person at the Annual Meeting. Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy or vote by telephone or the internet so that your vote will be counted if you later decide not to attend the Annual Meeting.

If you vote via the internet, by telephone or return a proxy card by mail, but do not select a voting preference, the persons who are authorized on the proxy card and through the internet and telephone voting facilities to vote your shares will vote:

**FOR** the election of Marcel Gani and Terry D. Kramer, and

**FOR** the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for fiscal 2016.  
*What should I do if I receive a proxy card from Cannell Capital?*

Cannell Capital has notified us that it intends to nominate two individuals for election as directors to our Board of Directors at the Annual Meeting in opposition to the nominees recommended by our Board. If Cannell Capital proceeds with its alternative nominations, you may receive proxy solicitation materials from Cannell Capital, including an opposition proxy statement and a gold proxy card. We are not responsible for the accuracy of any information contained in any proxy solicitation materials used by Cannell Capital or any other statements that it may make.

**Our Board does not endorse any Cannell Capital nominee and unanimously recommends that you disregard any proxy card or solicitation materials that may be sent to you by Cannell Capital. Voting to WITHHOLD with respect to any of Cannell Capital's nominees on its proxy card is not the same as voting for the Envivio Board's nominees because a vote to WITHHOLD with respect to any of Cannell Capital's nominees on its proxy card will revoke any proxy you previously submitted. If you have already voted using the gold proxy card, you have every right to change your vote by voting via the Internet or by telephone by following the instructions on the WHITE proxy card sent by Envivio, or by completing and mailing the enclosed WHITE proxy card in the enclosed prepaid envelope. Only the latest validly executed proxy that you submit will be counted any proxy may be revoked at any time prior to its exercise at the Annual Meeting by following the instructions under How do I change my vote or revoke my proxy? If you have any questions or require any assistance with voting your shares, please contact our investor relations department by e-mail at [ir@envivio.com](mailto:ir@envivio.com) or by phone at (650) 243-2702.**

*What does it mean if I receive more than one WHITE proxy card or voting instruction form?*

It generally means your shares are registered differently or are in more than one account. Please provide voting instructions for each WHITE proxy card or, if you vote via the Internet or by telephone, vote once for each WHITE proxy card you receive to ensure that all of your shares are voted.

If Cannell Capital proceeds with its previously announced alternative director nominations, you will likely receive multiple mailings from Cannell Capital, and we will likely conduct multiple mailings prior to the date of the Annual Meeting so that stockholders have our latest proxy information and materials to vote. We will send you a new WHITE proxy card with each mailing, regardless of whether you have previously voted. Only the latest validly executed proxy you submit will be counted. If you wish to vote as recommended by the Envivio Board, you should only submit the WHITE proxy cards. Please see *What should I do if I receive a proxy card from Cannell Capital?* above for more information.

*How do I change or revoke my proxy?*

If you are a stockholder of record, you may revoke your proxy at any time before the Annual Meeting by giving our Secretary written notice of your revocation or by submitting a later-dated proxy, and you may revoke your proxy at the Annual Meeting by voting by ballot. Attendance at the Annual Meeting, by itself, will not revoke a proxy. You may revoke your proxy by telephone by calling 1-800-776-9437 and following the instructions or via the internet by going to [www.voteproxy.com](http://www.voteproxy.com) and following the instructions.

If you are a stockholder in street or nominee name, you may revoke your voting instructions by informing the bank, broker or other nominee in accordance with that entity's procedures for revoking your voting instructions.

If you have previously signed the gold proxy card sent to you by Cannell Capital, you may change your vote by voting via the Internet or by telephone by following the instructions on the **WHITE** proxy card sent by Envivio, or by completing and mailing the enclosed **WHITE** proxy card in the enclosed pre-paid envelope. Submitting a gold proxy card sent to you by Cannell Capital will revoke votes you have previously made via Envivio's **WHITE** proxy card.

**Only the latest validly executed proxy that you submit will be counted.**

*What constitutes a quorum for purposes of the Annual Meeting?*

On June 22, 2015, the record date, we had \_\_\_\_\_ shares of Common Stock outstanding. Voting can only take place at the Annual Meeting if the holders of a majority of the total number of shares of the Common Stock outstanding and entitled to vote on the record date are present either in person or by proxy. Abstentions will be treated as present for purposes of determining the existence of a quorum.

*How many votes are required to approve the proposals?*

The election of directors in Proposal 1 will be determined by the two nominees receiving the greatest number of votes from shares eligible to vote. The affirmative vote of a majority of the voting power of the Common Stock present in person or by proxy at the Annual Meeting is required to ratify the appointment of our independent registered public accounting firm as set forth in Proposal 2.

*Can I attend the Annual Meeting in person?*

We cordially invite and encourage all of our stockholders to attend the Annual Meeting. Persons who are not stockholders may attend only if invited by us. Stockholders of record must bring a copy of the proxy card in order to be admitted to the Annual Meeting. You should also be prepared to present photo identification for admittance.

*Will any other matters be presented at the Annual Meeting?*

We do not expect any matters, other than those included in this proxy statement, to be presented at the 2015 Annual Meeting. If other matters are presented, the individuals named as proxies will have discretionary authority to vote your shares on those other matters.

*Who can help answer my questions?*

If you have any questions about the Annual Meeting, voting or your ownership of our stock, please contact our investor relations department by e-mail at [ir@envivio.com](mailto:ir@envivio.com) or by phone at (650) 243-2702.

## **BACKGROUND OF THE SOLICITATION**

The following is a chronology of events leading up to this proxy solicitation:

On March 26, 2014, a representative from the Blueshirt Group, the Company's investor relations consultant, had a call with representatives from Cannell Partners (Cannell) to discuss the Company.

On January 16, 2015, representatives from Cannell, including Carlo Cannell, Charles Gillman and Howard Marks filed a Schedule 13D with the SEC disclosing an aggregate of 1,870,097 Shares, constituting approximately 6.75% of the shares outstanding as of December 10, 2014 of the Company.

On January 16, 2015, Mr. Marks issued a press release announcing an intention to run a dissident slate of directors at the Company's 2015 annual meeting of stockholders (the Annual Meeting).

On January 27, 2015, the Company contacted representatives of Cannell in an attempt to arrange a meeting between the Company and Cannell.

On February 10, 2015, the Company's Chairman of the Board, Terry Kramer, and Director and Chairman of the Audit Committee, Marcel Gani, met with Mr. Cannell, certain employees of Cannell and Mr. Gillman, who participated via video conference. In the meeting, Mr. Kramer and Mr. Gani attempted to understand Cannell's investment objectives and to listen to any suggestions Cannell had on how to improve the operations of the Company. No specific suggestions were made by Mr. Cannell or his representatives. Mr. Kramer and Mr. Gani discussed the Company's process for evaluating director candidates and suggested that if Mr. Cannell wanted to recommend director candidates, he should do so and that the Nominating Committee would meet with such candidates as part of the Committee's evaluation of director candidates. At this time, the Nominating and Corporate Governance Committee was actively interviewing candidates to identify a new director to be added to the Board. Mr. Cannell and his representatives did not indicate at this time that they would nominate any directors, but indicated that they may suggest certain individuals to be reviewed by the Committee.

On February 24, 2015, and after completing an extensive search assisted by a nationally-recognized search firm, the Company appointed Michael L. LaJoie to serve as a member of the Company's Board of Directors. Mr. LaJoie served as the Chief Technology and Network Operations Officer of Time Warner Cable Inc., a subsidiary of Time Warner Inc., from January 2013 to December 2014 and served as its Executive Vice President from January 2004 to December 2014.

On February 24, 2014, Tristan Partners, a fund managed by Cannell, delivered a nomination letter to the Company notifying the Company of its nomination of Jeffrey Misthal and Mr. Marks for election to the Board at the Annual Meeting.

On March 10, 2015, a Company representative emailed Mr. Cannell to schedule a meeting between Cannell's two director nominees and the Company's Nominating and Corporate Governance Committee. The meeting was intended to be part of the Committee's process of reviewing potential director candidates for the Company's 2015 annual meeting. Neither Mr. Cannell nor any of his representatives responded to the Company's outreach.

On May 5, 2015, Cannell filed a preliminary proxy on Schedule 14D seeking to elect Messrs. Marks and Misthal to the Board at the Annual Meeting.

On May 8, 2015, a representative from the Company contacted a representative of Cannell requesting that the Company and Cannell engaged in a dialogue in attempt to resolve the matter of board representation without the Company incurring additional costs or suffering distraction from the operations of its business. This representative of Cannell referred the Company to a different representative of Cannell for further discussions.

On May 11, 2015, a representative from the Company contacted the representative of Cannell to whom he had been directed to request that Cannell engage in a dialogue with the Company in an attempt to resolve the matter of board representation without the Company incurring additional costs or suffering distraction from the operations of its business. The representative from Cannell agreed that this was in the best interest of all parties and all of the Company's stockholders. This representative of Cannell referred the Company's representative to a different representative of Cannell to engage in further discussions.

On May 13, 2015, a representative from the Company contacted the representative from Cannell to whom he had been directed to discuss resolution of the matter of board representation. During this conversation, the representative from Cannell indicated that Cannell would agree not to contest the Company's director slate for the 2015 annual meeting if the Company agreed to: (i) appoint three directors nominated by Cannell to the Board (without the need to remove any existing directors); and (ii) to reimburse Cannell for its expenses incurred, which amount was not confirmed at this time. The identity of a third director nominee from Cannell was not provided at this time.



On June 1, 2015, the Company's President and Chief Executive Officer, Julien Signes, and Mr. Gillman met at an investor conference to discuss the Company.

On June 3, 2015, a representative from the Company contacted a representative from Cannell to respond to Cannell's original offer to settle the matter of board representation. During this conversation, the Company proposed to settle the matter with Cannell by agreeing to the following: (i) quarterly meetings between representatives of Cannell and the Company, which representatives could include Company executive officers and directors; (ii) an understanding with Cannell that the Nominating Committee would allow Cannell to participate in the process to select a new director at such time as the Board looked to add a new independent director in the future; and (iii) that the Company would not require customary standstill provisions from Cannell, but rather only a voluntary withdrawal of its contested proxy statement for the Annual Meeting.

On June 4, 2015, Mr. Signes and Erik Miller, the Company's Chief Financial Officer, met with Mr. Gillman in the Company's offices in San Francisco. The purpose of the meeting was to continue to engage in productive dialogue and for the parties to continue to familiarize themselves with each other.

On June 5, 2015, Mr. Kramer met with Mr. Gillman via videoconference to continue to engage in a productive dialogue and become further acquainted.

On June 8, 2015, a representative from Cannell contacted a representative from the Company to communicate Cannell's response to the Company's settlement offer. Cannell rejected the Company's proposal, but instead offered the following settlement proposal: (i) the Company's payment of \$299,915 to Cannell as payment for Cannell's expenses; (ii) a written statement from the Company regarding the appointment of Charles Gillman to the Company's Board at some time in the future; (iii) establishment of quarterly meetings between representatives of Cannell and the Company, which representatives could include Company executive officers and directors; and (iv) an agreement by Cannell to voluntarily withdraw its contested proxy statement for the 2015 Annual Meeting.

On June 12, 2015, a representative from the Company contacted a representative from Cannell to communicate the Company's response to Cannell's most recent settlement proposal. The Company rejected Cannell's proposal, and instead offered the following settlement terms: (i) a written statement from the Company that it had met with Charles Gillman previously and at such time as the Company undertakes a process to appoint a new independent director, it would contact Mr. Gillman to be considered as a candidate in this process; (ii) establishment of quarterly meetings between representatives of Cannell and the Company, which representatives could include Company executive officers and directors; and (iii) an agreement by Cannell to voluntarily withdraw its contested proxy statement for the 2015 Annual Meeting. The Company rejected Cannell's demand to pay its expenses incurred in connection with these discussions as it believed the amount to be excessive and determined it was not a proper use of stockholder funds, particularly in light of the Company's cost-cutting initiatives and focus on its attempt to reach profitability. The Company's representative expressed a desire to resolve these discussions without incurring additional costs and expense by both parties.

#### **CORPORATE GOVERNANCE**

##### **Corporate Governance Guidelines; Code of Business Conduct and Ethics**

We have established a corporate governance program to help guide our company and our employees, officers and directors in carrying out their responsibilities and duties, as well as to set standards for their professional conduct. Our Board of Directors has adopted Corporate Governance Guidelines, or Governance Guidelines, which provide standards and practices of corporate governance that we have designed to help contribute to our success and to assure public confidence in our company. The company's Corporate Governance Guidelines may be found on the company's website at [ir.envivio.com](http://ir.envivio.com), by selecting Investor Relations-Corporate Governance and then Charter & Governance Policies. In addition, all standing committees of our Board operate under charters that describe the responsibilities and practices of each committee.

We have adopted a Code of Business Conduct and Ethics, or Ethics Code, which provides ethical standards and corporate policies that apply to all of our directors, officers and employees. Our Ethics Code requires, among other things, that our directors, officers and employees act with integrity and the highest ethical standards, comply with laws and other legal requirements, engage in fair competition, avoid conflicts of interest, and otherwise act in our best interests. We have also adopted a Code of Ethics for Senior Financial Officers that applies to senior management and provides for accurate, full, fair and timely financial reporting and the reporting of information related to significant deficiencies in internal controls, fraud and legal compliance.

### **Board Composition**

Our Board of Directors is currently composed of seven members, all of whom are independent, except for Julien Signès. Our certificate of incorporation provides that the authorized number of board seats, which is currently seven, shall be not less than five and not more than eleven, with the exact number to be fixed from time to time by a resolution of the majority of our Board of Directors. There are no family relationships among any of our directors or executive officers.

Our Board met a total of nine times in fiscal 2015. During fiscal 2015, all of our directors attended at least 75% of the meetings of our Board held during their tenure and 75% of the meetings, if any, of the Board committees upon which they served and held during their tenure. Four of our directors attended the annual meeting for fiscal 2014. Our Board does not have a policy requiring director attendance at annual meetings of our stockholders.

### **Board Leadership Structure**

Our Chairman, Mr. Kramer, presides over each Board meeting. The Chairman serves as liaison between the Chief Executive Officer and the other directors, approves meeting agendas and schedules and notifies other members of the Board of Directors regarding any significant concerns of stockholders or interested parties of which he becomes aware. The Chairman presides at stockholders' meetings and provides advice and counsel to the Chief Executive Officer.

Our Board of Directors selects the Chairman of the Board in the manner and upon the criteria that it deems best for the Company at the time of selection. The Board of Directors does not have a prescribed policy on whether the roles of the Chairman and Chief Executive Officer should be separate or combined, but recognizes the value to the Company of the separation of these positions.

### **Board Committees**

We have established an audit committee, a compensation committee and a nominating and corporate governance committee. We believe that the composition of these committees meets the criteria for independence under, and the functioning of these committees complies with the applicable requirements of, the Sarbanes-Oxley Act, the current rules of Nasdaq and SEC rules and regulations. We intend to comply with future requirements as they become applicable to us. Each committee has the composition and responsibilities described below:

*Audit committee* David Spreng, Michael LaJoie and Marcel Gani serve on our audit committee. Mr. Gani is chairperson of this committee. Our audit committee assists our Board of Directors in fulfilling its legal and fiduciary obligations in matters involving our accounting, auditing, financial reporting, internal control and legal compliance functions, and is directly responsible for the approval of the services performed by our independent accountants and reviewing of their reports regarding our accounting practices and systems of internal accounting controls. Our audit committee also oversees the audit efforts of our independent accountants and takes actions as it deems necessary to satisfy itself that the accountants are independent of management. Our audit committee is also responsible for monitoring the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to financial statements or accounting matters. Our Board of Directors has determined that Mr. Gani and Mr. LaJoie are each an audit committee financial expert, as defined by the rules promulgated by the SEC, and has the requisite financial sophistication as defined under the applicable rules and regulations of Nasdaq. The audit committee met eight times in fiscal 2015.

*Compensation committee* David Spreng, Corentin du Roy de Blicquy and Terry Kramer serve on our compensation committee. Mr. Kramer is chairperson of this committee. Our compensation committee assists our Board of Directors in meeting its responsibilities with regard to oversight and determination of executive compensation and assesses whether our compensation structure establishes appropriate incentives for officers and employees. Our compensation committee reviews and makes recommendations to our Board of Directors with respect to our major compensation plans, policies and programs. In addition, our compensation committee reviews and makes recommendations for approval by the independent members of our Board of Directors regarding the compensation for our executive officers, establishes and modifies the terms and conditions of employment of our executive officers and administers our stock option plans. Our compensation committee will be primarily and ultimately responsible for determining the compensation program for our executive officers. The compensation committee met five times and took action by written consent two times in fiscal 2015.

*Nominating and corporate governance committee* Ned Gilhuly, Terry Kramer and David Spreng serve on our nominating and corporate governance committee. Mr. Spreng is chairperson of this committee. Our nominating and corporate governance committee is responsible for making recommendations to our Board of Directors regarding candidates for directorships and the size and composition of the Board of Directors. In addition, our nominating and corporate governance committee is responsible for overseeing our corporate governance guidelines, and reporting and making recommendations to the Board of Directors concerning corporate governance matters. The nominating and corporate governance committee met one time in fiscal 2015.

### **Copies of Corporate Governance and Other Materials Available**

Our Board has adopted various corporate governance guidelines setting forth our governance principals and governance practices. These documents are available for downloading or printing on our web site at [ir.envivio.com](http://ir.envivio.com), by selecting **Corporate Governance** and then **Charter & Governance Policies**.

Audit Committee Charter

Compensation Committee Charter

Nominating and Governance Committee Charter

Corporate Governance Guidelines

Code of Business Conduct and Ethics

Code of Ethics for Senior Financial Officers

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

Terry Kramer (Chairman), Corentin du Roy de Blicquy and David Spreng served as members of our Compensation Committee during fiscal 2015. All are outside, independent directors, and none of our named executive officers served as a director or as a member of a compensation committee of any business entity employing any of our directors during fiscal 2015.

### **Director Nomination Policy**

Our Nominating and Governance Committee is responsible for identifying, evaluating, recruiting and recommending qualified candidates to our Board for nomination or election. Our Board nominates directors for election at each annual meeting of stockholders, and elects new directors to fill vacancies if they occur.

Our Nominating and Governance Committee seeks to achieve a balance of knowledge, experience and capability on the Board. Our Nominating and Governance Committee is particularly focused on candidates with deep industry expertise in the Company's industry. Specifically, the Nominating and Governance Committee seeks candidates with experience in the cable, telecommunications and OTT markets. Our Nominating

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and Governance Committee also seeks candidates with functional experience, including expertise in marketing, sales and future product planning, as well as governance, board management and regulations in a public company context.

In addition, the Nominating and Governance Committee considers the following factors, among others, in evaluating and recommending qualified candidates to the Board:

the current size and composition of the Board of Directors and the needs of the Board and the respective committees of the Board;

the character, judgment, business acumen, independence, ability of individuals to devote sufficient time and attention to the affairs of the Company;

diversity of backgrounds and experiences and other forms of diversity.

Our Board strives to find directors who are experienced and dedicated individuals with diverse backgrounds, perspectives and skills. Our Governance Guidelines contain membership criteria that call for candidates to be selected for their character, judgment, diversity of experience, business acumen and ability to act on behalf of all stockholders. In addition, we expect each director to be committed to enhancing stockholder value and to have sufficient time to effectively carry out his or her duties as a director. Our Nominating Committee also seeks to ensure that a majority of our directors are independent under NASDAQ rules and that one or more of our directors is an audit committee financial expert under SEC rules.

Prior to our annual meeting of stockholders, our Nominating and Governance Committee identifies director nominees first by evaluating the current directors whose terms will expire at the annual meeting and who are willing to continue in service. These candidates are evaluated based on the criteria described above, the candidate's prior service as a director, and the needs of the Board for any particular talents and experience. If a director no longer wishes to continue in service, if the Nominating and Governance Committee decides not to re-nominate a director, or if a vacancy is created on the Board because of a resignation or an increase in the size of the Board or other event, then the committee considers whether to replace such director or to decrease the size of the Board. If the decision is to replace a director, then the Nominating and Governance Committee considers various candidates for Board membership, including those suggested by committee members, by other Board members, a director search firm engaged by the committee, or our stockholders. Prospective nominees are evaluated by the Nominating and Governance Committee based on the membership criteria described above and set forth in our Governance Guidelines.

A stockholder who wishes to recommend a prospective nominee to the Board for consideration by the Nominating and Governance Committee should notify our Corporate Secretary in writing at our principal office. Such notice must be delivered to our offices by the deadline relating to stockholder proposals to be considered for inclusion in our proxy materials, as described under General Information Stockholder Proposals for 2016 Annual Meeting in this proxy.

Each notice delivered by a stockholder who wishes to recommend a prospective nominee to the Board for consideration by the Nominating and Corporate Governance Committee generally must include the following information about the prospective nominee:

the name, age, business address and residence address of the person;

the principal occupation of the person;

the number of shares of our capital stock owned by the person;

a description of all compensation and other relationships during the past three years between the stockholder and the person;

any other information relating to the person required to be disclosed pursuant to Section 14 of the Exchange Act; and

the person's written consent to serve as a director if elected.

The Nominating and Governance Committee may require any prospective nominee recommended by a stockholder to furnish such other information as the Nominating and Governance Committee may reasonably require to determine the eligibility of such person to serve as an independent director or that could be material to a stockholder's understanding of the independence, or lack thereof, of such person.

### **Communications with Directors**

Stockholders and interested parties may contact our directors to provide comments, to report concerns, or to ask a question, by mail at the following address:

Secretary

Envivio, Inc.

535 Mission St., 27<sup>th</sup> Floor

San Francisco, CA 94105

### **Board Role in Risk Oversight**

Our Board's standing committees support our Board by regularly addressing various issues within their respective areas of oversight. The Audit Committee's responsibilities include reviewing and overseeing major financial risk exposures and the steps management has taken to monitor and control these exposures. Management, on a regular basis, provides the Audit Committee with its assessment and mitigation efforts in regards to particular risks facing the Company that have been identified through the risk management process. Our Audit Committee also reviews with our independent auditors the adequacy and effectiveness of our internal controls over financial reporting.

The Compensation Committee assists our Board in fulfilling its risk management oversight responsibilities associated with risks arising from our compensation policies and programs. Each year management and the Compensation Committee review whether risks arising from our compensation policies and practices for our employees are reasonably likely to have a material adverse effect on the Company. The Nominating and Governance Committee assists our Board in fulfilling its risk management oversight responsibilities associated with risks related to corporate governance structures and processes. Each of the committee chairs, as appropriate, reports to the full Board at regular meetings concerning the activities of the committee, the significant issues it has discussed and the actions taken by the committee.

### **Policy Prohibiting Margin Accounts, Pledges and Hedging**

We believe that certain types of transactions by our insiders can lead to unintended negative consequences. For example, securities held in a margin account may be sold by a broker without the employee's consent if the employee fails to meet a margin call. Similarly, securities pledged as collateral for a loan may be sold in foreclosure without the employee's consent if the employee defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the shareholder is aware of material nonpublic information or otherwise is not permitted to trade in our securities, we require our officers to obtain pre-approval in writing prior to entering into any pledge or margin arrangement. To date, we have not granted approval for any such arrangement.

We have a policy in place that prohibits all employees, including officers, from directly or indirectly selling any equity security of our company if the person selling the security or his principal does not own the security sold, or if owning the security, does not deliver it against such sale within twenty days thereafter, or does not within five days after such sale deposit it in the mail or other usual channels for such a transaction. Generally, a short sale, as defined in our policy, means any transaction whereby one may benefit from a decline in our stock price. While employees who are not executive officers or directors are not prohibited by law from engaging in short sales of our securities, we believe it is inappropriate for any employees to engage in such transactions, and accordingly such transactions are prohibited by our policy. We also prohibit any employee from purchasing or

selling, or making any offer to purchase or offer to sell, derivative securities relating to our securities, whether or not issued by us, such as exchange traded options to purchase or sell our securities (so called puts and calls). This policy does not prohibit the Company from granting derivative securities to our employees, such as options or restricted stock units, nor does it prohibit employees from exercising those derivative securities that are granted to them by the Company.

### BOARD OF DIRECTORS

Our Board of Directors is divided into three classes serving staggered three-year terms. At the Annual Meeting, our stockholders will be asked to elect two individuals to serve as directors until the 2018 Annual Meeting. *See Proposal No. 1 Election of Directors.*

Below are the names and ages of our seven directors as of the date of this proxy statement, the year each of them became a director, each director's principal occupation or employment for at least the past five years, and other public company directorships held by each director. Unless authority is withheld, the persons named as proxies in the voting materials made available to you or in the accompanying proxy will vote for the election of the Class III nominees listed below. We have no reason to believe that any of these nominees will be unable to serve as a director. If any of the nominees becomes unavailable to serve, however, the persons named as proxies will have discretionary authority to vote for a substitute nominee.

#### **Nominees for Election at this Meeting for a Term Expiring in 2018 (Class III)**

*Marcel Gani* (age 62) has served as a member of our Board of Directors since May 2011. Mr. Gani is currently an independent consultant. From September 2005 to September 2009, he was a lecturer at the Leavey School of Business, Santa Clara University in Accounting and Finance. From 2005 to 2006, he served as Chief of Staff at Juniper Networks, Inc., a network infrastructure company. From February 1997 to December 2004, Mr. Gani served as Chief Financial Officer of Juniper Networks, Inc. Mr. Gani became Juniper's Executive Vice President and Chief Financial Officer in July 2002. From January 1996 to January 1997, Mr. Gani served as Vice President and Chief Financial Officer of NVIDIA Corporation, a 3D graphic processor company. Mr. Gani holds an M.B.A. from the University of Michigan. Mr. Gani serves on the advisory board of the Zell Lurie Institute for entrepreneurial studies at the University of Michigan. Mr. Gani serves on Board of Directors of Infinera Corporation, an optical transmission equipment company, and SolarEdge Technologies, Inc., a provider of intelligent inverter solutions.

Our Board of Directors believes that Mr. Gani should serve on our Board of Directors due to his extensive financial and accounting expertise and his experience as the chief financial officer in managing the financial and administrative departments of large publicly traded technology companies. His background provides perspective to our Board of Directors in managing a publicly traded company and strong leadership for the audit committee of our Board of Directors and oversight of our finance and administrative personnel. In addition, Mr. Gani's experience as a chief financial officer of large public companies and as a director of other publicly traded companies enables him to provide valuable guidance and input to our Board of Directors when evaluating strategic matters and operational planning.

*Terry D. Kramer* (age 55) has served as a member of our Board of Directors since May 2011 and was appointed Chairman of our Board of Directors in September 2013. In April 2012, Mr. Kramer was appointed Lecturer/Faculty Advisor at UCLA's Anderson School of Management and was later appointed as Distinguished Visitor in November 2013. In June 2012, Mr. Kramer received an appointment to serve as U.S. Ambassador for the World Conference of International Communications to negotiate a telecommunications and internet treaty on behalf of the United State. This role was completed in January 2013. In April 2011, Mr. Kramer was appointed Entrepreneur in Residence at Harvard Business School and also a member of its California Research Center Advisory Board. From January 2005 to July 2010, Mr. Kramer served in various management positions with

Vodafone Group Plc, a telecommunications company, serving initially as the Chief of Staff to the Group CEO from January 2005 to December 2006, Group Human Resources Director and Chief of Staff from December 2006 to July 2007, Group Strategy and Human Resources Director and Chief of Staff from July 2007 to July 2008, Group Strategy and Business Improvement Director from July 2008 to July 2009 and finally as Regional President, Vodafone Americas from August 2009 to July 2010. Mr. Kramer serves on the board of directors of two private companies, Telesign and Tango Card. Mr. Kramer received a B.A. degree in Economics from UCLA and an M.B.A. from Harvard University.

Our Board of Directors believes that Mr. Kramer should serve on our Board of Directors due to his background as an executive in the telecommunications industry and experience in corporate strategy and human resources management. His background provides a broad perspective to our Board of Directors in strategic matters and strong leadership for the Board as its chairman and for the compensation committee of our Board of Directors, as its chairman. Mr. Kramer's background also provides keen insights into large service providers and telecommunications companies, who currently constitute a large percentage of our customers and target markets.

#### **Directors Continuing in Office Until 2016 (Class I)**

*Edward A. Gilhuly* (age 55) has served as a member of our Board of Directors since December 2011. Since May 2006, Mr. Gilhuly has served as co-president at Sageview Capital, a private investment firm. Prior to founding Sageview Capital, Mr. Gilhuly was at Kohlberg Kravis Roberts & Co (KKR) from September 1986 until October 2005, where he became partner in January 1995 and oversaw KKR's European business from December 1998 to December 2004. He also served on KKR's Investment Committee from its inception in January 2000 until his departure in October 2005. Mr. Gilhuly serves on the board of directors of GoPro, Inc. and on the board of four private companies. Mr. Gilhuly received a B.A. degree in Economics and History from Duke University and a M.B.A. from Stanford University.

Our Board of Directors believes that Mr. Gilhuly should serve on our Board of Directors due to his significant experience in private equity and finance and experience of having served on over 20 corporate boards, which experience will provide valuable insight and perspective to our Board of Directors. As an investor in both the private and public sectors with a focus on growth companies as well as an affiliate of one of our largest stockholders, Mr. Gilhuly brings a stockholder perspective to our board deliberations.

*Corentin du Roy de Blicquy* (age 39) has served as a member of our Board of Directors since February 2007. Mr. du Roy de Blicquy is a Managing Director at HarbourVest Partners (U.K.) Limited, a subsidiary of global private equity manager HarbourVest Partners, LLC. He has been with HarbourVest since March 2003. Mr. du Roy de Blicquy received a B.S. degree in Business Administration from Paris IX Dauphine University. He received the Chartered Financial Analyst designation in 2002. Mr. du Roy de Blicquy is also affiliated with our largest stockholder.

Our Board of Directors believes that Mr. du Roy de Blicquy should serve on our Board of Directors due to his experience investing in technology companies as well as his background in finance, which brings industry experience and financial expertise to the Board of Directors.

*Julien Signès* (age 45) is one of our founders and has served as our President since our inception in January 2000 and our Chief Executive Officer since April 2005. Mr. Signès is responsible for the business strategy, executive duties and leadership of Envivio. Mr. Signès received an M.S. degree in Software and Electrical Engineering from Ecole Polytechnique and Ecole Nationale Supérieure des Télécommunications.

Our Board of Directors believes that Mr. Signès should serve on our Board of Directors due to his experience gained while developing video processing and distribution technologies with France Telecom as well as his experience as a co-founder of Envivio and his tenure with Envivio, which brings industry experience, strategic perspective to our technology development, historic company knowledge as well as continuity to the Board of Directors.

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**Directors Continuing in Office Until 2017 (Class II)**

*Michael L. LaJoie* (age 60) has served as a member of our Board of Directors since February 2015. Mr. LaJoie has served as the Chief Technology and Network Operations Officer of Time Warner Cable Inc., a subsidiary of Time Warner Inc., from January 2013 to December 2014 and served as its Executive Vice President from January 2004 to December 2014. Since January 2015, Mr. LaJoie has also served on the board of directors of Guavus, Inc., a data analytics solutions provider, where he was appointed Chairman of the Board. Mr. LaJoie has also served on the boards of directors of several organizations, including the Society of Cable Telecommunications Engineers (SCTE), SCTE Foundation and Beaumaris Networks.

Our Board of Directors believes that Mr. LaJoie should serve on our Board of Directors due to his leadership experience and his extensive background in the cable industry and technologies, which provide valuable insight into the market and industry in which the Company operates.

*R. David Spreng* (age 52) has served as a member of our Board of Directors since August 2004. Since 1998, Mr. Spreng has served as Managing General Partner at Crescendo Ventures, a venture capital firm. Mr. Spreng also serves on the Board of GSV Capital Corp., an investment company. Mr. Spreng received a B.S.B. degree in Accounting from University of Minnesota-Twin Cities.

Our Board of Directors believes that Mr. Spreng should serve on our Board of Directors due to his experience in building companies from the earliest stages of growth to mature technology companies, as a seasoned investor in various technology companies, and his insight into capital formation and operational development matters. Mr. Spreng is also affiliated with one of our largest stockholders, which enables him to bring a valuable perspective to our board and its efforts to maximize stockholder value.

**EXECUTIVE OFFICERS**

The following sets forth to biographical information of our named executive officers, other than those who also serve on our Board of Directors.

*Erik E. Miller* (age 55) has served as our Chief Financial Officer since February 2010. From January 2008 to July 2009, Mr. Miller served as Chief Financial Officer at SigNav Pty. Ltd., a component supplier to the wireless industry, where he was responsible for finance and administration functions; and from March 2006 to January 2008, Mr. Miller served as Chief Financial Officer at Tangler Pty. Ltd., a social networking company, where he was responsible for finance and administrative functions. Mr. Miller received a B.S. degree in Business Administration from the University of California, Berkeley.

*Anne M. Lynch* (age 59) has served as our Vice President, Human Resources since January 2011. From May 1995 to August 2008, Ms. Lynch served as Vice President, Human Resources at Harmonic Inc., a provider of broadcast video products, and Directeur General of Harmonic Europe, where she was responsible for all human resources functions. From August 2008 to October 2010, Ms. Lynch was pursuing a graduate degree. Ms. Lynch received a B.A. degree in Languages from Clarke University and a Master of Arts degree in Business Leadership and Ethics from St. Mary's College of California.

**Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth information as of May 1, 2015 about the number of shares of Common Stock beneficially owned by:

each person or group of persons known to us to be the beneficial owner of more than 5% of our Common Stock;

each of our named executive officers;

each of our directors; and

all of our directors and executive officers as a group.

Unless otherwise noted below, the address of each beneficial owner listed in the table is: c/o Envivio, Inc., 535 Mission Street, 27th Floor, San Francisco, California 94105.

We have determined beneficial ownership in accordance with the rules of the Securities and Exchange Commission. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of Common Stock that they beneficially own, subject to applicable community property laws.

Applicable percentage beneficial ownership data is based on 28,207,035 shares of our Common Stock outstanding as of May 1, 2015.

In computing the number of shares of Common Stock beneficially owned by a person and the percentage beneficial ownership of that person, we deemed outstanding shares subject to options, restricted stock units and warrants held by that person that are currently exercisable or exercisable within 60 days of May 1, 2015.

	Number of Shares Beneficially Owned(1)	
	Shares	Percentage
<b>Named Executive Officers and Directors</b>		
Julien Signes (2)	813,129	2.9%
Erik E. Miller (3)	209,909	*
Anne M. Lynch (4)	96,609	*
Michael LaJoie (5)	9,788	*
Corentin du Roy de Blicquy (6)	25,825	*
Marcel Gani (7)	191,150	*
Edward Gilhuly (8)	2,608,725	9.2%
Terry D. Kramer (9)	65,825	*
R. David Spreng (10)	3,345,645	11.9%
All Executive Officers and Directors as a group (9 persons) (11)	7,246,280	24.6%
<b>5% Stockholders</b>		
Entities affiliated with Omnes Capital, S.A.S. (12)	2,133,352	7.6%
Entities affiliated with Crescendo Ventures (13)	3,314,820	11.8%
HarbourVest International Private Equity Partners V-Direct Fund L.P. (14)	3,639,939	12.9%
Sageview Capital Master, L.P. (15)	2,608,725	9.2%
Cannell Capital LLC (16)		