

Viggie Inc.
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December 03, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14C INFORMATION

Information Statement Pursuant to Section 14(c) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Information Statement
- Confidential, For Use of the Commission Only (As Permitted by Rule 14a-6(e)(2))
- Definitive Information Statement

VIGGLE 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
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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Fee paid previously with preliminary materials.

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- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

VIGGLE INC.
902 Broadway, 11th Floor
New York, New York

NOTICE OF 2015 ANNUAL MEETING OF STOCKHOLDERS

WE ARE NOT ASKING YOU FOR A PROXY
AND YOU ARE REQUESTED NOT TO SEND US A PROXY

Dear Stockholders:

The 2015 Annual Meeting of Stockholders of Viggle Inc. (the “Company”) is scheduled to be held on January 13, 2015 at 2:00 p.m. Eastern time at the offices of Greenberg Traurig LLP, 200 Park Avenue, 15th Floor, New York, New York 10166 for the following purposes:

The election of the following seven (7) incumbent directors to serve on the Company’s board of directors until the next annual meeting of stockholders and until their respective successors are duly elected and qualified.

The ratification of the appointment of BDO USA, LLP to serve as the Company’s independent registered public accounting firm for its fiscal year ending June 30, 2015.

The approval of (i) the right to exercise warrants for up to One Million (1,000,000) shares of the Company’s common stock in connection with funding pursuant to a line of credit with Sillerman Investment Company III LLC of up to Twenty Million Dollars (\$20,000,000); and (ii) the right to exercise warrants for up to Five Hundred Thousand (500,000) shares of the Company’s common stock in connection with funding the purchase of up to Ten Million Dollars (\$10,000,000) of the Company’s Series C Preferred shares on the terms described in this Information Statement.

Such other business as may properly come before the annual meeting and any adjournment or postponement of the meeting.

The close of business on December 1, 2014 has been fixed by our board of directors as the record date for determining the holders of our common stock entitled to notice of, and to vote at, the annual meeting and any adjournment or postponement thereof. Each share of common stock is entitled to one vote. For ten days prior to the meeting, a complete list of stockholders entitled to vote at the annual meeting will be available for examination by any stockholder, for any purpose relating to the annual meeting, during ordinary business hours at the offices of Greenberg Traurig, LLP, 200 Park Avenue, 15th Floor, New York, New York 10166.

We are not soliciting proxies for this annual meeting. However, all stockholders are welcome to attend the meeting, meet with management and the board of directors and vote in person.

By Order of the Board of Directors,

/s/ Mitchell J. Nelson
Mitchell J. Nelson
Secretary

December 3, 2014

INFORMATION STATEMENT
OF
VIGGLE INC.
902 Broadway, 11th Floor
New York, New York

NOTICE OF 2015 ANNUAL MEETING OF STOCKHOLDERS

WE ARE NOT ASKING YOU FOR A PROXY
AND YOU ARE REQUESTED NOT TO SEND US A PROXY

This Information Statement contains information relating to the Company's 2015 annual meeting of stockholders to be held at the offices of Greenberg Traurig, LLP, 200 Park Avenue, 15th Floor, New York, New York 10166 on January 13, 2015 at 2:00 p.m. Eastern time, and at any adjournments or postponements thereof. The approximate date that this Information Statement, the preceding Notice of Annual Meeting and the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2014 are first being made available to stockholders is December 3, 2014. We are making this Information Statement available to our stockholders for use at the annual meeting. You should review this Information Statement in conjunction with the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2014.

TABLE OF CONTENTS

	Page
ACTION NO. 1: ELECTION OF DIRECTORS	2
Information Regarding Directors and Executive Officers	3
ACTION NO. 2: RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	23
Report of the Audit Committee	24
ANNUAL REPORT	
ACTION NO. 3: APPROVAL OF RIGHT TO EXERCISE WARRANTS	26
ANNUAL REPORT	27
OTHER MATTERS	27
INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON	27
WHERE YOU CAN FIND MORE INFORMATION	27
DELIVERY OF DOCUMENTS TO SECURITY HOLDERS SHARING AN ADDRESS	27
ANNEX A – FORM OF WARRANT	28

GENERAL INFORMATION

Meeting Information

The annual meeting of stockholders of Viggle Inc. (“Viggle,” the “Company,” “we,” “our” or “us”) will be held at the offices of Greenberg Traurig, LLP, 200 Park Avenue, New York, New York, beginning at 2:00 p.m., Eastern Time, on January 13, 2015.

Who May Vote

You are entitled to vote in person at the annual meeting if you owned shares of our common stock as of the close of business (5:00 p.m.) on December 1, 2014, the record date of the annual meeting. On the record date 16,110,806 shares of our common stock were issued and outstanding and held by 169 holders of record. Holders on the record date of our common stock which is (1) held directly in your name as the stockholder of record or (2) held for you as the beneficial owner through a stockbroker, bank or other nominee, are entitled to one vote per share at the annual meeting.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

How To Vote

Holders of record may vote in person at the meeting by ballot or grant a proxy to another person to vote in your place. If your shares are not held of record in your name, you must obtain a proxy from the record holder, usually a broker or other nominee, in order to vote in person at the meeting.

Quorum

The presence at the annual meeting of the holders of a majority of the shares of our common stock outstanding on the record date will constitute a quorum. Abstentions are counted as present for the purpose of determining the presence of a quorum. A broker who holds shares in nominee or “street name” for a customer who is the beneficial owner of those shares may be prohibited from voting those shares in person on any proposal to be voted on at the annual meeting without specific instructions from such customer with respect to such proposal.

Votes Needed

Proposal 1: Election of Directors. The affirmative vote of a plurality of the votes cast at the annual meeting is required for the election of each of the seven (7) director nominees. You may vote “for” or “against” one or more director nominees or you may “abstain” as to one or more director nominees. A properly executed ballot marked “abstain” as to the election of one or more director nominees will not be counted with respect to the director or directors indicated, although it will be counted for purposes of determining whether there is a quorum. Stockholders do not have the right to cumulate their votes for directors. Under New York Stock Exchange rules, any broker who is the record holder of shares on behalf of a beneficial owner (the customer) may not vote shares at the meeting for the election of directors unless the broker receives instructions from the beneficial owner.

Proposal 2: Ratification of the Appointment of the Independent Registered Public Accounting Firm. The affirmative vote of the holders of a majority of all shares casting votes at the annual meeting is required to ratify the appointment of BDO USA, LLC as our independent registered public accounting firm for the fiscal year ending June 30, 2015. Abstentions and broker non-votes will have no effect on the outcome of the vote. You should note that brokers have the authority to vote their customers’ shares on this proposal even if they do not receive instructions as to how to

vote on this proposal.

Proposal 3: Right to Exercise Warrants. The affirmative vote of the holders of a majority of all shares casting votes at the annual meeting is required to approve the right to exercise warrants for up to One Million (1,000,000) shares of the Company's common stock in connection with funding pursuant to a line of credit with Sillerman Investment Company III LLC of up to Twenty Million Dollars (\$20,000,000); and (ii) the right to exercise warrants for up to Five Hundred Thousand (500,000) shares of the Company's common stock in connection with funding the purchase of up to Ten Million Dollars (\$10,000,000) of the Company's Series C Preferred shares on the terms described in this Information Statement.

As of the record date, Sillerman Investment Company III, LLC, an affiliate of Robert F.X. Sillerman, the Company's Executive Chairman and Chief Executive Officer, owned and was entitled to vote approximately 8,230,623 shares of our common stock, which represented approximately 51.1% of the shares of our common stock outstanding on that date. Sillerman Investment Company III LLC has indicated it will vote its shares in favor of the seven director nominees and the other proposals.

Other Matters

The board of directors does not know of any matter that will be presented for your consideration at the meeting other than the proposals described herein.

ACTION NO. 1

ELECTION OF DIRECTORS

Our board of directors currently consists of seven members, each of whom is standing for re-election at the Annual Meeting. The directors will serve until the next annual meeting of stockholders and until their respective successors are duly elected and qualified. Our board of directors, based on the recommendation of the nominating and governance committee, nominated each of Robert F.X. Sillerman, Peter C. Horan, Michael J. Meyer, John D. Miller, Mitchell J. Nelson, Harriet Seitler, and Birame N. Sock for re-election.

When analyzing whether directors and nominees for election by the holders of our common stock have the experience, qualifications, attributes and skills, individually and taken as a whole, the nominating and governance committee and our board of directors focus on the information as summarized in each of the directors' individual biographies set forth on pages 6 and 7 in this Information Statement. In particular, our board of directors selected Mr. Sillerman to serve as a director because he is our company's Executive Chairman and Chief Executive Officer and our board of directors believes he possesses significant entertainment and financial expertise, which will benefit our company. Mr. Horan was selected as a director because our board of directors believes that his technology, internet and advertising experience will benefit the Company. Mr. Meyer was selected by the board of directors because it believes his experience in financial planning and debt issues will benefit the Company. Our board of directors believes that Mr. Miller's venture capital and financial experience will benefit the Company, and has selected him as a director for that reason. Our board of directors has selected Mr. Nelson as a director because it believes his legal and business experience will benefit the Company. Ms. Seitler was selected as a director because our board of directors believes her experience in TV and digital media, sponsorships and marketing will benefit the Company. Our board of directors believes Ms. Sock's experience in technology and consumer marketing will benefit the Company, and has selected her as a director for that reason.

We expect each of the seven director nominees to be able to serve if elected. If any nominee is not able to serve, ballots will be counted to determine the election of the remainder of those nominated and able to serve.

Vote Required and Recommendation of Our Board of Directors

The affirmative vote of a plurality of the votes cast at the annual meeting is required for the election of each of the seven director nominees. You may vote "for" or "against" one or more director nominees or you may "abstain" as to one or more director nominees. A properly executed ballot marked "abstain" as to the election of one or more director nominees will not be counted with respect to the director or directors indicated, although it will be counted for purposes of determining whether there is a quorum. Stockholders do not have the right to cumulate their votes for directors.

Our board of directors unanimously recommends that you vote "FOR" the election of each of the seven director nominees named above.

INFORMATION REGARDING NOMINEES FOR DIRECTOR AND EXECUTIVE OFFICERS

The following table sets forth the nominees (all of whom are incumbent directors) to be elected at the annual meeting and our executive officers and each such person's age and positions with our company as of December 1, 2014:

Directors

Name	Age	Position
Robert F.X. Sillerman	66	Director*
Mitchell J. Nelson	66	Director*
Peter Horan	59	Director
Michael J. Meyer	49	Director
John D. Miller	69	Director
Harriet Seitler	58	Director
Birame N. Sock	38	Director

* Also an executive officer (see below)

Executive Officers

Robert F.X. Sillerman	66	Executive Chairman and Chief Executive Officer**
Kevin Arrix	45	Chief Revenue Officer
Gregory Consiglio	48	President and Chief Operating Officer
Mitchell J. Nelson	66	Executive Vice President and Secretary**
John Small	47	Chief Financial Officer

** Also a director (see above)

The business experience of each such person is set forth below.

Robert F.X. Sillerman was elected a director of the Company and Executive Chairman of our board of directors effective as of February 7, 2011 and Chief Executive Officer effective June 19, 2012. He is also Executive Chairman and Chief Executive Officer of SFX Entertainment Inc. ("SFX"), a company in the Electronic Dance Music area. Between January 10, 2008 and December 31, 2012, he served as Chairman and Chief Executive Officer of Circle Entertainment Inc. ("Circle"). Mr. Sillerman also served as the Chief Executive Officer and Chairman of CKX Inc. from February 2005 until May 2010. From August 2000 to February 2005, Mr. Sillerman was Chairman of FXM, Inc., a private investment firm. Mr. Sillerman is the founder and has served as managing member of FXM Asset Management LLC, the managing member of MJX Asset Management, a company principally engaged in the management of collateralized loan obligation funds, from November 2003 through April 2010. Prior to that, Mr. Sillerman served as the Executive Chairman, a Member of the Office of the Chairman and a director of SFX Entertainment, Inc., from its formation in December 1997 through its sale to Clear Channel Communications in August 2000. The Board of Directors selected Mr. Sillerman as a director because it believes he possesses significant entertainment and financial expertise, which will benefit the Company.

Peter C. Horan was appointed as a Non-Executive Board Member of the Company on February 15, 2011. Mr. Horan is currently the Founder and Principal at Horan MediaTech Advisors. Additionally, he is a director of Tree.com. Mr. Horan has held senior management positions at many internet companies, including serving as Executive Chairman of Halogen Network and CEO of Goodmail Systems, Inc. from 2008 to 2010. Previously, Mr. Horan was CEO of IAC's Media and Advertising Group from 2007 to 2008. He was CEO of AllBusiness.com from 2005 to 2007. As CEO of

About.com from 2003 to 2005, Mr. Horan led the sale of the company to the New York Times Company. Mr. Horan was CEO of DevX.com from 2000 to 2003. Previously at International Data Group, he served as Senior Vice President from 1991 until 2000, where he was also the publisher of their flagship publication Computerworld. He held senior account management roles at leading advertising agencies including BBD&O and Ogilvy & Mather. Mr. Horan was selected as a director because the Board of Directors believes that his technology, internet and advertising experience will benefit the Company.

Michael Meyer was appointed as a Non-Executive Board Member of the Company on June 1, 2013. He is a Partner and Head of Sales and Trading at The Seaport Group, a position he has held since 2009. The Seaport Group provides investment banking, research and analysis, and institutional sales and trading services. From 2008 to 2009, Mr. Meyer was employed as Director at UBS O'Conner, a hedge fund located in New York City. Prior to that, he served as Head of Investment Grade Trading and Sales for Bank of America from 2002 to 2007. From 1998 through 2002, Mr. Meyer was the Head of Investment Grade Bond Trading at Union Bank of Switzerland. He was also Managing Director of Credit Trading at Merrill Lynch from 1992 through 1998 and Vice-President of Credit Trading at Credit Suisse from 1988 through 1992. Mr. Meyer has served as a director for Circle, a company developing location-based entertainment venues, which is controlled by Mr. Sillerman, since 2008. The Board of Directors selected Mr. Meyer to serve as a director because the Board of Directors believes his experience in financial planning and debt issues will benefit the Company.

John D. Miller was appointed as a Non-Executive Board Member of the Company on February 15, 2011. Mr. Miller served as a director of Circle Entertainment Inc. from January 2009 until August 2012. Mr. Miller is the Chief Investment Officer of W.P. Carey & Co. LLC, a net lease real estate company. Mr. Miller is also a founder and Non-Managing Member of StarVest Partners, L.P., a \$150 million venture capital investment fund formed in 1998. From 1995 to 1998 Mr. Miller was President of Rothschild Ventures Inc., the private investment unit of Rothschild North America, a subsidiary of the worldwide Rothschild Group. He was also President and CEO of Equitable Capital Management Corporation, an investment advisory subsidiary of The Equitable, where he worked for 24 years beginning in 1969. From February 2005 through January 2009, when he resigned, Mr. Miller served as a director of CKX, Inc. Mr. Miller became a director of SFX Holding Corporation in October, 2012. . Mr. Miller also serves as a trustee with several not-for-profit organizations. The Board of Directors believes that Mr. Miller's venture capital and financial experience will benefit the Company, and has selected him as a director for that reason.

Mitchell J. Nelson was appointed Director, Executive Vice President, General Counsel and Secretary on February 7, 2011. He stepped down as General Counsel effective April 16, 2013, but remains a director and the Company's Executive Vice President and Secretary. Mr. Nelson also serves as Executive Vice President, General Counsel and Secretary of Circle, having served in such capacity since January 2008, and served as President of its wholly-owned subsidiary, FX Luxury Las Vegas I, LLC (which was reorganized in bankruptcy) in 2010. He has been a Senior Legal Advisor to SFX since January 1, 2012. He also served as President of Atlas Real Estate Funds, Inc., a private investment fund which invested in United States-based real estate securities, from 1994 to 2008, and as Senior Vice President, Corporate Affairs for Flag Luxury Properties, LLC from 2003 to present. Prior to 2008, Mr. Nelson served as counsel to various law firms, having started his career in 1973 at the firm of Wien, Malkin & Bettex. At Wien, Malkin & Bettex, which he left in 1992, he became a senior partner with supervisory responsibility for various commercial real estate properties. Mr. Nelson is an Adjunct Assistant Professor of Real Estate Development at Columbia University. He was a director of The Merchants Bank of New York and its holding company until its merger with, and remains on the Advisory Board of, Valley National Bank. Additionally, he has served on the boards of various not-for-profit organizations, including as a director of the 92nd Street YMHA and a trustee of Collegiate School, both in New York City. The Board has selected Mr. Nelson as a director because it believes his legal and business experience will benefit the Company.

Harriet Seidler was appointed as a Non-Executive Board Member of the Company on February 15, 2011. Ms. Seidler is currently Chief Marketing Officer and Executive Vice President for Oprah Winfrey's Harpo Studios and the Oprah Winfrey Network. Joining Harpo over 15 years ago in 1995, Ms. Seidler is responsible for marketing, development of strategic brand partnerships, and digital extensions for OWN, The Oprah Winfrey Network and other Oprah related businesses, from e-learning to live events. Ms. Seidler was also instrumental in the development and launch of "The Dr. Oz Show." Prior to working at Harpo, Ms. Seidler served as Vice President, Marketing at ESPN from 1993 to 1994. She was responsible for the branding of ESPN, SportsCenter, as well as the branding and launch of ESPN2. Ms. Seidler began her career at MTV Networks serving from 1981 to 1993 in marketing and promotions, rising to the rank of Senior Vice President. At MTV, Ms. Seidler pioneered branded entertainment initiatives and built major new franchises such as the MTV Movie Awards and MTV Sports. Ms. Seidler has served on the board of directors of The Oprah Winfrey Foundation and is currently a board member of Sharecare.com.

Birame Sock was appointed as a Non-Executive Board Member of the Company on February 12, 2013. Ms. Sock is the founder of a new startup, Flyscan, a real-time interactive mobile marketing platform. She was the founder and CEO of Third Solutions, Inc., the leading digital receipts company, which she founded in 2007. In 2002, Ms. Sock founded Musicphone, a wireless entertainment company that launched the first music recognition platform in the US, which she led until its acquisition by Gracenote, Inc. in 2007. Birame Sock served as a member of the board of directors of CKX Inc. from 2005 until 2006, when she became a consultant for CKX Inc. and affiliated companies. The Board of Directors selected Ms. Sock as a director because it believes her experience in technology and consumer marketing will benefit the Company.

Kevin Arrix serves as the Company's Chief Revenue Officer. Mr. Arrix joined Viggle Inc. after spending nine years as EVP, Digital Advertising at MTV Networks, where he was in charge of sales, operations, strategy and integrated marketing for all of the company's digital brands including MTV, Nickelodeon & Comedy Central. Prior to MTV Networks, Kevin held management positions at CBS Sports Line and Turner Broadcasting. Kevin is a graduate of Duke University.

Gregory Consiglio, the Company's President and Chief Operating Officer, joined the Company in May 2011 as Head of Business Development. He was named President and Chief Operating Officer on November 1, 2012. Prior to joining the Company, Mr. Consiglio was most recently Executive Vice President of Business Development at Ticketmaster, where he oversaw teams responsible for new business initiatives including online affiliate sales and marketing, online sponsorships, advertising sales, third party alliances, resale sponsorships, and the creation and management of new revenue streams beyond ticketing. In 2006, prior to joining Ticketmaster, Mr. Consiglio led Corporate Development for GoFish, an online video network, and was the CEO of Wellness Solutions International, a provider of online sales and marketing systems to the direct sales industry. Previously he spent seven years at America Online serving in a variety of business development and operating roles including Managing Director, AOL Asia based in Hong Kong, China. Greg left AOL in 2003 as Senior Vice President, overseeing International Operations and Business Development. His early career included roles in the consulting practice of KPMG and government affairs for Nortel and advising companies on new market development strategies.

John Small was named as the Company's Head of Corporate Strategy and Development in August 2011 and was named as Chief Financial Officer and Principal Accounting Officer on September 10, 2012. Mr. Small came to the Company after serving as a Senior Asset Manager for GLG Partners from April 2000 until August 2011. At GLG Partners, Mr. Small was responsible for TMT and Renewable Energy positions. John Small is on the board of directors of ViSole, and has previously served on the boards of directors of Loyalty Alliance, Infinia Corporation, PayEaseCorporation, New Millenium Solar Equipment Co., and ShortList Media Ltd.

Corporate Governance Guidelines and Director Independence

The Company has Corporate Governance Guidelines which provide, among other things, that a majority of the members of our board of directors must meet the criteria for independence required by The Nasdaq Stock Market®. The Nasdaq Stock Market® requires that a majority of our board of directors qualify as "independent" and that the Company shall at all times have a standing audit committee, compensation committee and nominating and corporate governance committee, which committees will be made up entirely of independent directors.

Messrs. Horan, Meyer and Miller, and Mmes. Seitler and Sock, whose biographical information is included above under the heading "Information Regarding Directors and Executive Officers" are incumbent directors and director nominees who qualify as independent director under the applicable rules of The Nasdaq Stock Market®.

The Corporate Governance Guidelines also outline director responsibilities, provide that our board of directors shall have full and free access to officers and employees of the Company and require our board of directors to conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Corporate Governance Guidelines can be found on the Company's website at www.viggle.com.

Election of Directors

The Company's directors are elected to serve until the next annual meeting of stockholders and until their respective successors have been duly elected and qualified. The Company's bylaws provide that all elections for the Board of Directors will be decided by a plurality of the votes cast by the holders of shares entitled to vote.

Wetpaint Nomination Agreement

Pursuant to the merger agreement with Wetpaint, the Company entered into a nomination agreement, effective at the closing of the Wetpaint Acquisition, with certain former shareholders of wetpaint.com, inc. (the "Former Wetpaint Shareholders") pursuant to which such holders were granted certain rights with respect to nominating a member of our Board of Directors or selecting a representative to attend all meetings of our Board of Directors in a nonvoting observer capacity. The Former Wetpaint Shareholders have not notified us whether they intend to elect a designee at the annual meeting to serve as their board representative.

Director Independence

The Company's Board of Directors determined that Peter C. Horan, Michael Meyer, John D. Miller, Harriet Seitler and Birame N. Sock satisfy the criteria for independence under applicable Nasdaq rules and SEC rules for independence of directors and committee members.

Board of Directors Leadership Structure and Role in Risk Oversight

Our board of directors believes the interests of all stockholders are best served at the present time through a leadership model with a combined Chairman and CEO position. Our board of directors has overall responsibility for risk oversight. The role of the board of directors in the risk oversight of the Company includes, among other things:

appointing, retaining and overseeing the work of the independent auditors, including resolving disagreements between the management and the independent auditors relating to financial reporting;

- approving all auditing and non-auditing services permitted to be performed by the independent auditors;
- reviewing annually the independence and quality control procedures of the independent auditors;
- reviewing and approving all proposed related party transactions;
- discussing the annual audited financial statements with the management; and

meeting separately with the independent auditors to discuss critical accounting policies, management letters, recommendations on internal controls, the auditor's engagement letter and independence letter and other material written communications between the independent auditors and the management.

Code of Business Conduct and Ethics

The Company has a Code of Business Conduct and Ethics, which is applicable to all our employees and directors, including our principal executive officer, chief financial officer, principal accounting officer, controller and persons performing similar functions. The Code of Business Conduct and Ethics is posted on our website at www.viggle.com.

We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of our Code of Business Conduct and Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions by posting such information on our website at www.viggle.com.

Meetings and Committees of the Board of Directors

During the fiscal year ended June 30, 2014, our board of directors held six (6) meetings and acted by unanimous written consent twelve (12) times. Each of Messrs. Sillerman, Horan, Meyer, Miller and Nelson, and Mmes. Seidler and Sock, attended at least seventy-five percent (75%) of the total number of meetings of our board of directors and committees (if any) on which he or she served that were held during 2014.

The following chart sets forth the current membership of each board committee. Our board of directors reviews and determines the membership of the committees at least annually.

Committee	Members
Audit Committee	Peter Horan Michael J. Meyer (Chair) John D. Miller
Compensation Committee	Peter Horan John D. Miller (Chair)
Nominating and Corporate Governance Committee	John D. Miller (Chair) Harriet Seidler

Information about the committees, their respective roles and responsibilities and their charters is set forth below.

Audit Committee

The audit committee is currently comprised of Messrs. Horan, Meyer (Chair) and Miller. The audit committee assists our board of directors in fulfilling its responsibility to oversee management's conduct of our financial reporting process, including the selection of our outside auditors, review of the financial reports and other financial information we provide to the public, our systems of internal accounting, financial and disclosure controls and the annual independent audit of our financial statements. The audit committee met four (4) times during the fiscal year ended June 30, 2014.

All members of the audit committee are independent within the meaning of the rules and regulations of the SEC and our Corporate Governance Guidelines. In addition, Mr. Meyer is qualified as an audit committee financial expert

under the regulations of the SEC and has the accounting and related financial management expertise required by our Corporate Governance Guidelines. The audit committee's charter can be found on the Company's website at www.viggle.com.

Compensation Committee

We have a standing compensation committee currently comprised of Messrs. Horan (Chair) and Miller. The compensation committee represents our Company in reviewing and approving the executive employment agreements with our Chief Executive Officer, President, Principal Accounting Officer and General Counsel. The compensation committee also reviews management's recommendations with respect to executive compensation and employee benefits and is authorized to act on behalf of our board of directors with respect thereto. The compensation committee also administers the Company's stock option and incentive plans, including our 2011 Executive Incentive Plan. All members of the compensation committee are independent within the meaning of the rules and regulations of the SEC and our Corporate Governance Guidelines. The compensation committee's charter can be found on the Company's website at www.viggle.com. During the fiscal year ended June 30, 2014, the compensation committee acted by unanimous consent four (4) times.

Nominating and Corporate Governance Committee

The nominating and corporate governance committee is currently comprised of Mr. Miller (Chair) and Ms. Seitler. The nominating and corporate governance committee is responsible for recommending qualified candidates to our board of directors for election as directors of our Company, including the slate of directors proposed by our board of directors for election by stockholders. The nominating and corporate governance committee also advises and makes recommendations to our board of directors on all matters concerning directorship practices and recommendations concerning the functions and duties of the committees of our board of directors. To assist in formulating such recommendations, the nominating and corporate governance committee utilizes feedback that it receives from our board of directors' annual self-evaluation process, which it oversees and which includes a committee and director self-evaluation component. The nominating and corporate governance committee developed and recommended to our board of directors Corporate Governance Guidelines and will review, on a regular basis, the overall corporate governance of our Company. The nominating and corporate governance committee met one (1) time during the fiscal year ended June 30, 2014. All members of the nominating and corporate governance committee are independent within the meaning of our Corporate Governance Guidelines. The nominating and corporate governance committee's charter can be found on the Company's website at www.viggle.com.

When considering the nomination of directors for election, the Nominating and Governance Committee takes into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills and the extent to which the candidate would fill a present need on our board of directors. The Nominating and Governance Committee may engage, as appropriate, a third party search firm to assist in identifying qualified candidates. The process may also include interviews and all necessary and appropriate inquiries into the background and qualifications of possible candidates. The nominating and corporate governance committee currently does not have a policy whereby it will consider recommendations from stockholders for its director nominees.

Communications by Stockholders with Directors

The Company encourages stockholder communications to our board of directors and/or individual directors. Stockholders who wish to communicate with our board of directors or an individual director should send their communications to the care of Mitchell J. Nelson, Secretary, Viggie Inc., 902 Broadway, New York, New York 10010. Communications regarding financial or accounting policies should be sent to the attention of the chair of the audit committee. Mr. Nelson will maintain a log of such communications and will transmit as soon as practicable such communications to the chair of the audit committee or to the identified individual director(s), although communications that are abusive, in bad taste or that present safety or security concerns may be handled differently, as determined by Mr. Nelson.

COMPENSATION OF DIRECTORS

Employee directors do not receive any separate compensation for their board service. Independent directors receive the compensation described below.

Each of our independent directors will receive an annual fee of \$80,000, which includes attendance fees for four meetings a year. Each independent director will also receive an additional \$7,500 for attendance at additional meetings of our board of directors (over four). The chairperson of the audit committee will receive an additional fee of \$15,000 per annum and the chairpersons of each other committee will receive an additional fee of \$5,000 per annum. Each of the other members of the audit committee will receive \$3,000 per annum and the other members of each of the other committees will receive a fee of \$1,000 per annum. The Company pays non-employee directors for all compensation in equity in lieu of cash and prices all grants of options therefor on the date granted. During fiscal year 2014, directors' fees were paid through the issuance of options to purchase the Company's common st