

# CAFEPRESS INC.

## FORM DEF 14A (Proxy Statement (definitive))

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

**CafePress Inc.**

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(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.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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**CAFEPRESS INC.**  
**11909 Shelbyville Road**  
**Louisville, Kentucky 40243**  
**April 10, 2017**

Dear Stockholder:

You are cordially invited to attend our 2017 Annual Meeting of Stockholders. The Annual Meeting of Stockholders will be held at Frost Brown Todd LLC, 400 West Market Street, 32nd Floor, Louisville, KY 40202, beginning at 2:00 p.m., Eastern Time on Tuesday, May 9, 2017.

The formal notice of the Annual Meeting of Stockholders and the Proxy Statement have been made a part of this invitation.

Whether or not you attend the Annual Meeting of Stockholders, it is important that your shares be represented and voted at the Annual Meeting of Stockholders. After reading the Proxy Statement, please promptly vote and submit your proxy by dating, signing and returning the enclosed proxy card in the enclosed postage-prepaid envelope.

**Your shares cannot be voted unless you submit your proxy, vote by telephone, mail or via the Internet, or attend the Annual Meeting of Stockholders in person.**

The Board and management look forward to seeing you at the Annual Meeting of Stockholders.

Sincerely,

A handwritten signature in black ink, appearing to read 'EML', with a long horizontal flourish extending to the right.

Ekumene M. Lysonge  
Vice President, General Counsel & Secretary

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CAFEPRESS INC.  
11909 Shelbyville Road  
Louisville, KY 40243  
April 10, 2017

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held May 9, 2017**

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To our Stockholders:

CafePress Inc. will hold its Annual Meeting of Stockholders at 2:00 p.m. Eastern time, on Tuesday, May 9, 2017 at Frost Brown Todd LLC, 400 West Market Street, 32nd Floor, Louisville, KY 40202.

We are holding this Annual Meeting of Stockholders:

- to elect two (2) Class II directors to serve until the 2020 Annual Meeting of Stockholders, or until their successor is duly elected and qualified;
- to ratify the appointment of BDO USA, LLP as our independent registered public accountants for fiscal year 2017; and
- to transact such other business as may properly come before the Annual Meeting of Stockholders and any adjournments or postponements of the Annual Meeting of Stockholders.

Only stockholders of record at the close of business on March 24, 2017 are entitled to notice of, and to vote at this Annual Meeting of Stockholders and any adjournments or postponements of the Annual Meeting of Stockholders. For ten (10) days prior to the Annual Meeting of Stockholders, a complete list of stockholders entitled to vote at the Annual Meeting of Stockholders will be available at the Secretary's office at 11909 Shelbyville Road, Louisville, Kentucky 40243.

**It is important that your shares are represented at this Annual Meeting of Stockholders. Even if you plan to attend the Annual Meeting of Stockholders, we hope that you will promptly vote and submit your proxy by dating, signing and returning the enclosed proxy card. This will not limit your rights to attend or vote at the Annual Meeting of Stockholders.**

By Order of the Board of Directors,



Ekumene M. Lysonge  
Vice President, General Counsel & Secretary

Louisville, Kentucky  
April 10, 2017

**Important Notice Regarding the Availability of Proxy Materials  
for the Annual Stockholders Meeting to Be held on May 9, 2017:**

The proxy statement and annual report to security holders are available at  
<https://www.proxydocs.com/PRSS>.

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CAFEPRESS INC.

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PROXY STATEMENT

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INFORMATION CONCERNING VOTING AND SOLICITATION

This Proxy Statement is being furnished to you in connection with the solicitation by the Board of Directors of CafePress Inc., a Delaware corporation, or the Board, of proxies to be used at our 2017 Annual Meeting of Stockholders and any adjournments or postponements thereof. Our 2017 Annual Meeting of Stockholders will be held at Frost Brown Todd LLC, 400 West Market Street, 32nd Floor, Louisville, KY 40202, beginning at 2:00 p.m., Eastern Time on May 9, 2017. This Proxy Statement and the accompanying form of proxy card are being mailed to stockholders on or about April 10, 2017.

References to “the Company,” “we,” “us” or “our” throughout this Proxy Statement mean CafePress Inc.

**Appointment of Proxy Holders**

The Board asks you to appoint Phillip L. Milliner and Ekumene M. Lysonge as your proxy holders to vote your shares at the 2017 Annual Meeting of Stockholders. You may make this appointment by voting the enclosed proxy card using one of the voting methods described below.

If appointed by you, the proxy holders will vote your shares as you direct on the matters described in this Proxy Statement. In the absence of your direction, they will vote your shares as recommended by the Board.

Unless you otherwise indicate on the proxy card, you also authorize your proxy holders to vote your shares on any matters not known by the Board at the time this Proxy Statement was printed and which, under our bylaws, may be properly presented for action at the Annual Meeting of Stockholders.

**Who Can Vote**

Only stockholders who owned shares of our common stock at the close of business on March 24, 2017, the record date for the Annual Meeting of Stockholders, can vote at the Annual Meeting of Stockholders. As of the close of business on March 24, 2017, we had 16,643,519 shares of common stock outstanding and entitled to vote. Each holder of common stock is entitled to one vote for each share held as of March 24, 2017. There is no cumulative voting in the election of directors.

**How You Can Vote**

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

- *Voting by Mail* . You may vote by proxy by dating, signing and returning your proxy card in the enclosed postage-prepaid return envelope. Sign your name exactly as it appears on the proxy. The Board recommends that you vote by mail, as it is not practical for most stockholders to attend the Annual Meeting of Stockholders. Giving a proxy will not affect your right to vote your shares if you attend the Annual Meeting of Stockholders and want to vote in person. Stockholders who hold shares beneficially in street name may provide voting instructions by mail by completing, signing and dating the voting instruction forms provided by their brokers, banks or other nominees.
- *Voting by Telephone* . Stockholders of record may submit proxies by following the telephone voting instructions on their proxy cards. Most stockholders who hold shares beneficially in street name may

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provide voting instructions by telephone by calling the number specified on the voting instruction form provided by their brokers, banks or nominees. Please check the voting instruction form for telephone voting availability. Please be aware that if you submit voting instructions by telephone, you may incur costs such as telephone access charges for which you will be responsible. The telephone voting facilities will close at 11:59 p.m., Eastern Daylight Time, the day before the meeting date.

- *By Internet* . Stockholders of record may submit proxies by following the Internet voting instructions on their proxy cards. Most stockholders who hold shares beneficially in street name may provide voting instructions by accessing the website specified on the voting instruction form provided by their brokers, banks or nominees. Please check the voting instruction form for Internet voting availability. Please be aware that if you vote over the Internet, you may incur costs such as Internet access charges for which you will be responsible. The Internet voting facilities will close at 11:59 p.m., Eastern Daylight Time, the day before the meeting date.

Regardless of how you own your shares, if you are a stockholder of record, you may vote by attending the Annual Meeting of Stockholders at Frost Brown Todd LLC, 400 West Market Street, 32nd Floor, Louisville, KY 40202, beginning at 2:00 p.m., Eastern Time on May 9, 2017. Even if you plan to attend the Annual Meeting of Stockholders, 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 of Stockholders.

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 nominees for Class II directors; and
- **FOR** the ratification of the appointment of BDO USA, LLP, as our independent registered public accounting firm for 2017.

### **Revocation of Proxies**

Stockholders can revoke their proxies at any time before they are exercised in any of three ways:

- by voting in person at the Annual Meeting of Stockholders;
- by submitting written notice of revocation to the Secretary prior to the Annual Meeting of Stockholders; or
- by submitting another properly executed proxy of a later date prior to the Annual Meeting of Stockholders.

### **Required Vote**

Directors are elected by a plurality vote, which means that the two (2) nominees for Class II director receiving the most affirmative votes will be elected. However, if the majority of the votes cast for a director are marked “withheld,” and notwithstanding the valid election of such director, our bylaws provide that such director will voluntarily tender his or her resignation for the Board’s consideration. If such director’s resignation is accepted by the Board, then the Board, in its sole discretion, may fill the resulting vacancy in accordance with our bylaws, and taking into account the recommendation of the nominating and corporate governance committee. All other matters submitted for stockholder approval require the affirmative vote of the majority of shares present in person or represented by proxy and entitled to vote.

A quorum, which is a majority of the outstanding shares as of March 24, 2017, must be present to hold the Annual Meeting of Stockholders. A quorum is calculated based on the number of shares represented by the stockholders attending in person and by their proxy holders. If you indicate an abstention as your voting preference, your shares will be counted toward a quorum but they will not be voted on the matter.

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Abstentions on any matters are treated as shares present or represented and entitled to vote on that matter and have the same effect as a vote against such matter.

If your shares are held in street name and you do not instruct your broker on how to vote your shares, your broker, in its discretion, may either leave your shares un-voted or vote your shares on routine matters. Only Proposal 2 (ratifying the appointment of our independent registered public accounting firm) is considered a routine matter. Proposal 1 (election of directors) and any other business that is properly proposed at the Annual Meeting of Stockholders, are not considered routine matters, and without your instruction, your broker cannot vote your shares regarding these matters. If your broker returns a proxy card but does not vote your shares, this results in a “broker non-vote.” Broker non-votes will be counted as present for determining a quorum. However, as brokers do not have discretionary authority to vote on Proposal 1 or on any other business that is properly proposed at the Annual Meeting of Stockholders, broker non-votes will not be counted for determining the number of votes cast on Proposal 1 or on any other business that is properly proposed at the Annual Meeting of Stockholders.

#### **Solicitation of Proxies**

We will pay the cost of printing and mailing proxy materials. In addition to the solicitation of proxies by mail, solicitation may be made by our directors, officers and other employees by personal interview, telephone or facsimile. No additional compensation will be paid to these persons for solicitation. At this time, we have not engaged a proxy solicitor. If we do engage a proxy solicitor we will pay the customary costs associated with such engagement. We will reimburse brokerage firms and others for their reasonable expenses in forwarding solicitation materials to beneficial owners of our common stock.

#### **Important**

**Please promptly vote and submit your proxy by signing, dating and returning the enclosed proxy card in the postage-prepaid return envelope, or vote by telephone or via the Internet so that your shares can be voted. This will not limit your rights to attend or vote at the Annual Meeting of Stockholders.**

**PROPOSAL 1**  
**ELECTION OF DIRECTORS**

**Directors and Nominees**

At the Annual Meeting, Stockholders will vote to elect two (2) persons to serve as Class II directors for a term of three years expiring at the 2020 Annual Meeting of Stockholders and thereafter until their respective successors shall be duly elected and qualified or until the earlier of their resignation, death or removal.

Our bylaws provide for a board of directors consisting of not fewer than five (5) nor more than eight (8) members with the authorized number of directors set from time to time by resolution of the Board. The authorized number of directors is currently set at seven (7).

The Board is divided into three classes: Class I, Class II and Class III. The members of each class of directors serve staggered three-year terms and the Board is currently composed as follows:

- Our Class II directors are Mary Ann Arico and Nick Swinmurn and their terms will expire at the Annual Meeting.
- Our Class III directors are Kenneth T. McBride and Anthony C. Allen and their terms will expire at the annual meeting of stockholders to be held in 2018.
- Our Class I directors are Fred E. Durham III, Patrick J. Connolly and Roger D. Shannon and their terms will expire at the annual meeting of stockholders to be held in 2019.

The Board, upon the recommendation of the nominating and corporate governance committee, selected Mary Ann Arico and Nick Swinmurn as nominees for election as Class II directors at the Annual Meeting of Stockholders. Accordingly, stockholders will vote to elect two (2) persons to serve as Class II directors to hold office for a term of three (3) years expiring at the 2020 Annual Stockholders and thereafter the proxies given to the proxy holders will be voted or not voted as directed and, if no direction is given, will be voted FOR the two (2) nominees. If any nominee is unable or declines to serve as director at the time of the Annual Meeting of Stockholders, an event not now anticipated, proxies will be voted for any nominee designated by the Board to fill the vacancy.

The names of the nominees, which have been nominated by the Board upon the recommendation of the nominating and corporate governance committee, and certain biographical information about the nominees, including the director's business experience, director positions held currently or at any time during the last five (5) years, information regarding involvement in certain legal or administrative proceedings, if applicable, and the experiences, qualifications, attributes or skills that caused the nominating and corporate governance committee to recommend that the nominee should continue to serve on the Board, are set forth below.

*Mary Ann Arico* has served as a member of the Board since July 2016. Ms. Arico , formed an investor relations and strategic positioning consulting firm Arico Advisory, LLC in early 2016. Prior to Arico Advisory, LLC, she served as the chief investor relations officer at HealthSouth from August 2008 until September 2015. Prior to joining HealthSouth, she served as director of investor relations at Mirant Corp. (NYSE: MIR), an Atlanta-based energy company. A graduate of Pepperdine University with a bachelor's degree in business management, Ms. Arico previously served as director of investor relations at Duke Energy from 2002 to 2006 and Eastman Chemical Co. from 1998 until 2002. Prior to her investor relations position at Eastman Chemical, she held a variety of operations and staff positions beginning in 1983.

Ms. Arico's extensive experience in investor relations along with her finance background, provides valuable insight for the Board.

*Nick Swinmurn* has served as a member of the Board since July 2015. Mr. Swinmurn founded Zappos.com in 1999, guiding it through growth and building it into a leading destination for online footwear sales. Mr.

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Swinmurn is an entrepreneur and since his departure from Zappos.com in 2006, has founded a variety of specialty companies such as Lucha Ventures, including Basecamp Fitness, a chain of boutique fitness studios; and most recently he founded Dunk Contest, a basketball inspired retail company. Mr. Swinmurn holds a Bachelor of Arts degree in Film Studies from University of California, Santa Barbara.

Having founded multiple online retail and apparel businesses, including Zappos.com and Dethrone Royalty, Mr. Swinmurn has valuable industry experience and knowledge that will allow him to contribute unique insight to the Board.

**Vote Required**

The two (2) nominees for Class II director receiving the highest number of affirmative votes will be elected as Class II directors. However, if the majority of the votes cast for a director are marked “withheld” and notwithstanding the valid election of such director, our bylaws provide that such director will voluntarily tender his or her resignation for the Board’s consideration. If such director’s resignation is accepted by the Board, then the Board, in its sole discretion, may fill the resulting vacancy in accordance with our bylaws and taking into account the recommendation of the nominating and corporate governance committee. Unless marked to the contrary, proxies received will be voted “FOR” the nominees.

**The Board recommends a vote FOR the election of the nominees set forth above as Class II directors of CafePress.**

## EXECUTIVE OFFICERS AND DIRECTORS

The following table shows information about our executive officers and directors as of March 24, 2017, and information regarding the Board's existing committee membership:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Fred E. Durham III	46	Chief Executive Officer, Co-Founder and Chairman
Phillip L. Milliner	41	Chief Financial Officer
Robert D. Barton	49	Chief Operating Officer
Ekumene M. Lysonge	40	VP, General Counsel & Secretary
Anthony C. Allen(1)(4)	58	Director
Mary Ann Arico(1)(2)	61	Director
Patrick J. Connolly(2)(3)(5)	70	Director
Kenneth T. McBride(1)(4)	49	Director
Roger D. Shannon(1)(4)	52	Director
Nick Swinmurn(3)	44	Director

- (1) Member of the audit committee
- (2) Member of the compensation committee
- (3) Member of the nominating and corporate governance committee
- (4) Determined by the Board to be an "audit committee financial expert" as defined by SEC rules
- (5) Lead independent director

The following presents biographical information for each of our executive officers and continuing directors listed above in the table, other than the nominees whose information is on page 4. With respect to our continuing directors, the biographical information includes the director's business experience, director positions held currently or at any time during the last five (5) years, information regarding involvement in certain legal or administrative proceedings, if applicable, and the experiences, qualifications, attributes or skills that caused the nominating and corporate governance committee to recommend that the director should serve on the Board. There are no family relationships among any of our directors, nominees for director or executive officers.

*Fred E. Durham III* is our Chairman and Chief Executive Officer, a Co-Founder and a Director, and from April 2011 through December 2011, was our Chief Product Officer. Mr. Durham has served as a member of the Board since August 1999 and was appointed Chairman in April 2015. He has also served as our Chief Executive Officer since August 3, 2014, a position he previously held from August 1999 to April 2011. Mr. Durham served as our Strategic Research Director from January 2012 through March 2013. Mr. Durham received a B.A. in political science from Northwestern University.

Mr. Durham's extensive experience in the e-commerce industry and perspective as our Chief Executive Officer and co-founder provide valuable insight for the members of the Board.

*Phillip L. Milliner* has been the Chief Financial Officer of CafePress since August 2016. Prior to joining CafePress, Mr. Milliner served as Vice President, Finance at Churchill Downs ("CDI") from December 2010 through August 2016, and as Controller at CDI from December 2004 to December 2010. Prior to that, Mr. Milliner held financial leadership and advisory roles at Ventas, Inc., a real estate investment trust, from February 2004 through December 2004 and PricewaterhouseCoopers from January 1997 through February 2004. Mr. Milliner earned a B.A. in Accounting from Bellarmine College.

*Robert D. Barton* has been the Chief Operating Officer of CafePress since May 2016. Prior to joining CafePress, Mr. Barton served as the Managing Director for the Agriculture and Biofuels business line at Genscape, Inc., a provider of energy and commodity information, from January 2013 to May 2016 and as the Chief Operating Officer from July 2009 to December 2012. Before Genscape, Mr. Barton founded and was Chief Executive Officer of Agility Corp. where he managed day-to-day operations and product development for a

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product portfolio that included mobile software applications, wireless services and consulting, from May 2004 to December 2008. Before forming Agility Corp., Mr. Barton was Chief Information Officer at GE Consumer Products where he oversaw global sales and marketing information technology operations from April 2002 to May 2004. Mr. Barton holds a B.S. in Business Administration from the University of Tennessee.

*Ekumene M. Lysonge* has been the Vice President, General Counsel & Secretary of CafePress since November 2015. Prior to joining CafePress, Mr. Lysonge served as Vice President, Legal Affairs and Assistant Secretary for Churchill Downs Incorporated (“CDI”), a premier racing, gaming and entertainment company from January 2010 to November 2015. Prior to joining CDI, he served as Vice President & Counsel for the Pedcor Companies (“Pedcor”), a developer of market rate and affordable housing communities in the midwestern United States from April 2006 to December 2009. Mr. Lysonge joined Pedcor after serving as a staff attorney with the Simon Property Group (“SPG”), a S&P 100 company and real estate investment trust, from October 2004 to April 2006. He also practiced law as an associate with the law firm of Baker & Daniels. Mr. Lysonge graduated with a B.A., in Political Science, from Fisk University and received his J.D. from Vanderbilt University Law School.

*Anthony C. Allen* has served as a member of the Board since May 2015. Mr. Allen has served as the Chief Financial Officer and Vice President of Sypris Solutions, Inc. (NASDAQ: SYPR) since January 2015, where he had previously been Vice President, Treasurer and Assistant Secretary since December 2004, and held various other financial positions at Sypris and its predecessor since 1986. Sypris is a diversified provider of outsourced services and specialty products based in Louisville, Kentucky. Mr. Allen holds a bachelor’s degree in Business Administration from Eastern Kentucky University and an M.B.A. from Bellarmine University. He is also a certified public accountant in the Commonwealth of Kentucky.

We believe that Mr. Allen’s extensive finance experience at a public company and accounting background and qualifications will provide the Board with valuable insight.

*Patrick J. Connolly* has served as a member of the Board since October 2007. Mr. Connolly has held various positions in direct marketing and e-commerce at Williams-Sonoma, Inc., a specialty retailer of home furnishings and gourmet cookware, since 1979. Mr. Connolly has served as the Executive Vice President and Chief Marketing Officer of Williams-Sonoma since 2000 from 2000-2014 and as EVP Chief Strategy and Development Officer until his retirement in July 2016. Mr. Connolly has served on the board of directors of Williams-Sonoma (NYSE: WSM) from 1983 to 2016. He is on the board of directors of Canadian Tire Corporation and Total Wine and More. He has served on the board of directors for the Direct Marketing Association and on the Management Board of the Stanford Graduate School of Business. Mr. Connolly received a B.S. in mechanical engineering from Oregon State University and an M.B.A. from Stanford University.

We believe that Mr. Connolly’s extensive e-commerce and marketing experience at a public company provides the Board with valuable insight.

*Kenneth T. McBride* has served as a member of the Board since May 2015. Mr. McBride has served as the Chief Executive Officer and a board member of Stamps.com Inc. since August 2001. Stamps.com is a leading provider of Internet-based mailing postage and shipping software solutions to consumers, small businesses, eCommerce users/shippers, and large enterprises, and large volume shippers. Beginning in 1999, Mr. McBride has held various positions at Stamps.com, as President from 2001 until January 2012, as Chief Financial Officer from August 2000 to January 2004, and as Senior Director and Vice President of Finance from 1999 to 2000. Mr. McBride has also been Chairman of the board of directors of Stamps.com since January 2012. From August 2012 through January 2014, Mr. McBride served on the board of directors of LegalZoom.com, Inc., the leading provider of Internet-based legal services for small businesses and consumers, where he also served as the chairman of the audit committee, and as a member of the compensation committee. Mr. McBride holds a bachelor’s degree, with honors, and a master’s degree, in Electrical Engineering from Stanford University. Mr. McBride also holds an M.B.A. from the Graduate School of Business at Stanford University, and was named the 2014 Ernst & Young Entrepreneur of the Year in Los Angeles.

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We believe that Mr. McBride's experience as the chief executive officer of a public internet commerce company, along with his finance background and audit committee experience, provides valuable insight for the Board.

*Roger D. Shannon* has served as a member of the Board since November 2016. Mr. Shannon has more than 20 years' experience leading financial organizations at large multi-national public companies. He has served as the Senior Vice President of Finance and Chief Financial Officer of ADTRAN, Inc. since November 2015. He previously served as Chief Financial Officer and Treasurer of Steel Technologies LLC from 2006 to 2015, and Assistant Treasurer and Director of Treasury of Brown-Forman Corporation from 1997 to 2006. Prior to that, Mr. Shannon held various other accounting and financial positions. Mr. Shannon holds a bachelor's degree in Business Administration from Auburn University and an M.B.A. from University of Georgia. He is also a certified public accountant and a chartered financial analyst.

We believe that Mr. Shannon's extensive finance experience at a public company and accounting background and qualifications will provide the Board with valuable insight.

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## CORPORATE GOVERNANCE

### Board Composition

The Board is currently composed of seven (7) members. The Board and its committees met throughout the year on a set schedule, held special meetings, and acted by unanimous written consent from time to time as appropriate. The Board held 5 meetings during 2016. Each director attended at least 75% of the total aggregate of the regularly scheduled and special meetings held by the Board and the committees on which such director served during his or her tenure in 2016. Our non-management directors meet in regularly scheduled sessions without the presence of management in executive sessions. The lead independent director of the Board presides over each such executive session. We do not have a policy regarding directors' attendance at the Annual Meeting of Stockholders, however, we encourage our directors to attend.

### Director Independence

Our Corporate Governance Guidelines provide that a majority of our directors will be independent. Based on the review and recommendation by the nominating and corporate governance committee, the Board determined that Anthony C. Allen, Mary Ann Arico, Patrick J. Connolly, Kenneth T. McBride, Roger D. Shannon and Nick Swinburn, representing a majority of our directors in 2016 and currently, were and are "independent directors" as defined under NASDAQ rules. Additionally, the Board determined that Brad W. Buss, who served on our Board from January 1, 2016 until his retirement from the Board on July 26, 2016, was also an "independent director".

### Board Leadership Structure

The Board determined as part of our corporate governance principles that one of our independent directors should serve as a lead director at any time when the title of chairman is held by an employee director or there is no current chairman. The Board has determined that Patrick J. Connolly qualifies as an independent director under NASDAQ rules and the Board has appointed Mr. Connolly as our lead independent director. Mr. Connolly presides over periodic meetings of our independent directors and oversees the function of the Board and committees, among other responsibilities when the chairman, Fred E. Durham III, an employee director, is unable to participate or is not present in such meetings.

### Board Committees

We have established an audit committee, a compensation committee and a nominating and corporate governance committee. We believe that the composition of the audit committee, compensation committee and nominating and corporate governance committees meets the criteria for independence under, and the functioning of these committees complies with, the applicable requirements of the Sarbanes-Oxley Act of 2002, the current rules of NASDAQ and SEC rules and regulations. We intend to comply with future requirements as they become applicable to us. The Board has approved a charter for each of these committees, which can be found on our website at [investor.cafepress.com](http://investor.cafepress.com). Each committee currently has the composition and responsibilities described below.

#### *Audit committee*

Members:           Anthony C. Allen, Chairperson  
                          Mary Ann Arico  
                          Kenneth T. McBride  
                          Roger D. Shannon

Number of Meetings in 2016: 7

Functions:

The audit committee assists the Board 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 approving the services performed by our independent registered public accounting firm and reviewing their reports regarding our accounting practices and systems of internal accounting controls. The audit committee also oversees the audit efforts of our independent registered public accounting firm and takes actions as it deems necessary to satisfy itself that the accountants are independent of management. The audit committee is also responsible for monitoring the integrity of our consolidated financial statements and our compliance with legal and regulatory requirements as they relate to financial statements or accounting matters. Our former director Brad W. Buss was a member of the audit committee until his retirement from the Board on July 26, 2016. Ms. Arico and Mr. Shannon joined the audit committee upon their appointment to the Board, on July 26, 2016 and November 1, 2016, respectively.

The Board has determined that each member of the audit committee qualifies as an independent member, as defined by NASDAQ rules, and qualifies as a financial expert, as defined by the rules promulgated by the SEC.

*Compensation committee*

Members: Patrick J. Connolly, Chairperson  
Mary Ann Arico

Number of Meetings in 2016: 3

Functions:

The compensation committee assists the Board in meeting its responsibilities with regard to oversight and determination of executive compensation and assesses whether the compensation structure establishes appropriate incentives for officers and employees. The compensation committee reviews and makes recommendations to the Board with respect to our major compensation plans, policies and programs. In addition, the compensation committee approves 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 former director Brad W. Buss was a member of the compensation committee until his retirement from the Board on July 26, 2016. Ms. Arico joined the compensation committee upon her appointment to the Board on July 26, 2016.

The Board has determined that each member of the compensation committee qualifies as an independent member, as defined by NASDAQ rules, a non-employee director, as defined pursuant to Rule 16b-3 promulgated under the Securities Exchange Act of 1934, and an outside director, as defined pursuant to Section 162(m) of the Internal Revenue Code of 1986, or the Internal Revenue Code.

*Nominating and corporate governance committee*

Members: Patrick J. Connolly, Chairperson  
Nick Swinmurn

Number of Meetings in 2016: 1

Functions:

The nominating and corporate governance committee is responsible for making recommendations to the Board regarding candidates for directorships and the size and composition of the Board. In addition, the nominating and corporate governance committee is responsible for overseeing our corporate governance guidelines, and reporting and making recommendations to the Board concerning corporate governance matters.

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The Board has determined that each member of the nominating and corporate governance committee qualifies as an independent member, as defined by NASDAQ rules.

Subject to the election of the director nominees, as discussed herein under “Election of Directors,” the members of the committees following the Annual Meeting of Stockholders are not expected to change.

### **Role of the Board in Risk Oversight**

One of the key functions of the Board is informed oversight of our risk management process. The Board does not have a standing risk management committee, but rather administers this oversight function directly through the Board, as a whole, as well as through various Board standing committees that address risks inherent in their respective areas of oversight. In particular, the Board is responsible for monitoring and assessing strategic risk exposure, and the audit committee has the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures. The audit committee also has the responsibility to issue guidelines and policies to govern the process by which risk assessment and management is undertaken, monitor compliance with legal and regulatory requirements, and oversee the performance of our internal audit function. The nominating and corporate governance committee monitors the effectiveness of our corporate governance guidelines, including whether they are successful in preventing illegal or improper liability-creating conduct. The compensation committee assesses and monitors whether any of the compensation policies and programs have the potential to encourage excessive risk-taking.

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

None of the members of the compensation committee is or has in the past served as an officer or employee of our company. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on the Board or compensation committee.

### **Director Nominations**

The Board nominates directors for election at each Annual Meeting of Stockholders and appoints new directors to fill vacancies when they arise. The nominating and corporate governance committee has the responsibility to identify, evaluate, recruit and recommend qualified candidates to the Board for nomination or appointment.

*Director Criteria* . The nominating and corporate governance committee has a policy regarding consideration of director candidates recommended by stockholders. The nominating and corporate governance committee reviews suggestions for director candidates recommended by stockholders and considers such candidates for recommendation based upon an appropriate balance of knowledge, experience and capability. In addition to considering an appropriate balance of knowledge, experience and capability, the Board has as an objective that its membership be composed of experienced and dedicated individuals with diversity of backgrounds, perspectives and skills. The nominating and corporate governance committee selects candidates for director based on their character, judgment, diversity of experience, business acumen, and his or her willingness and ability to devote sufficient time to effectively carry out his or her duties as a director. The nominating and corporate governance committee believes it appropriate for at least one, and, preferably, multiple, members of the Board to meet the criteria for an “audit committee financial expert” as defined by SEC rules, and for a majority of the members of the Board to meet the definition of “independent director” under the rules of the NASDAQ. The nominating and corporate governance committee also believes it appropriate for certain key members of our management to participate as members of the Board.

Prior to each annual meeting of stockholders, the nominating and corporate governance committee identifies nominees first by reviewing the current directors whose term expires at the annual meeting of stockholders and

who are willing to continue in service. These candidates are evaluated based on the criteria described above, including as demonstrated by the candidate's prior service as a director, and the needs of the Board with respect to the particular talents and experience of its directors. In the event that a director does not wish to continue in service, the nominating and corporate governance committee determines not to nominate the director, or a vacancy is created on the Board as a result of a resignation, an increase in the size of the Board or other event, the nominating and corporate governance committee will consider various candidates for Board membership, including those suggested by members of the nominating and corporate governance committee, by other members of the Board, by any executive search firm engaged by the nominating and corporate governance committee and by stockholders.

*Stockholder Nominees* . In addition, our bylaws contain provisions that address the process by which a stockholder may nominate an individual to stand for election to the Board at our annual meeting of stockholders. In order to nominate a candidate for director, a stockholder must give timely notice in writing to CafePress' Secretary and otherwise comply with the provisions of our bylaws. To be timely, our bylaws provide that we must have received the stockholder's notice not more than 120 days nor less than 90 days prior to the anniversary of the date our proxy statement was provided to stockholders in connection with previous year's annual meeting. However, if we did not hold an annual meeting in the prior year or if the date of the annual meeting is more than 30 days before or after the anniversary date of the prior year's annual meeting, we must receive the stockholder's notice by the close of business on the later of 90 days prior to the annual meeting and the 10th day after the day we provided such public disclosure of the meeting date. Information required by the bylaws to be in the notice include the name and contact information for the candidate and the person making the nomination and other information about the nominee that must be disclosed in proxy solicitations under Section 14 of the Securities Exchange Act of 1934 and the related rules and regulations under that Section. We received no director nominees from our stockholders.

Stockholder nominations must be made in accordance with the procedures outlined in, and include the information required by, our bylaws and must be addressed to 11909 Shelbyville Road, Louisville, Louisville, Kentucky 40243, Attn: Secretary. You can obtain a copy of our bylaws by writing to the Secretary at this address.

### **Communications with the Board**

The Board recommends that stockholders initiate communications with the Board, or any committee of the Board in writing to the attention of our Secretary to 11909 Shelbyville Road, Louisville, KY 40243. This process will assist the Board in reviewing and responding to stockholder communications in an appropriate manner. The Board has instructed our Secretary to review such correspondence and, at his discretion, not to forward items if he deems them to be of a commercial or frivolous nature or otherwise inappropriate for the Board's consideration.

### **Corporate Governance Principles and Practices**

We believe our corporate governance initiatives comply with the Sarbanes-Oxley Act of 2002 and the rules and regulations of the SEC adopted thereunder. In addition, we believe our corporate governance initiatives comply with the rules of the NASDAQ Stock Market.

The Board adopted a code of business conduct that applies to each of our directors, officers and employees. The code addresses various topics, including:

- compliance with laws, rules and regulations, including the Foreign Corrupt Practices Act;
- conflicts of interest;
- insider trading;

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- corporate opportunities;
  - competition and fair dealing;
  - equal employment and working conditions;
  - record keeping;
  - confidentiality;
  - giving and accepting gifts;
  - compensation or reimbursement to customers;
  - protection and proper use of company assets; and
  - payments to government personnel and political contributions.

The Board also has adopted a code of ethics for senior financial officers applicable to our Chief Executive Officer, Chief Financial Officer, Corporate Controller and other key management employees addressing ethical issues. The code of business conduct and the code of ethics each are posted on our website under Corporate Governance. The code of business conduct and the code of ethics can only be amended by the approval of a majority of the Board. Any waiver of the code of business conduct for an executive officer or director or any waiver of the code of ethics may only be granted by the Board or the nominating and corporate governance committee and must be timely disclosed as required by applicable law. We also have implemented whistleblower procedures that establish formal protocols for receiving and handling complaints from employees. Any concerns regarding accounting or auditing matters reported under these procedures will be communicated promptly to the audit committee.

## COMPENSATION OF DIRECTORS

*Retainers* . Our non-employee directors receive an annual retainer of \$30,000, prorated for partial service in any year and paid in cash or restricted stock units at the election of the Board. Members of the audit committee, compensation committee and nominating and corporate governance committee, other than the chairpersons of those committees, receive an additional annual retainer of \$10,000, \$5,750 and \$2,500, respectively. The chairpersons of the audit committee, compensation committee and nominating and corporate governance committee each receive an additional annual retainer of \$22,000, \$10,000 and \$7,500, respectively and the individual acting as Lead Director receives an additional \$10,000 annually. For 2017, we anticipate that retainers paid to our non-employee directors will be in the form of restricted stock units granted under our Amended and Restated 2012 Stock Incentive Plan, or the 2012 Stock Plan, or in cash, at the direction of each director. Stock units granted in lieu of cash retainers give each non-employee director the right to acquire a number of shares of our common stock equal to the prorated amount of the director's aggregate retainer divided by the fair market value of one share of our common stock, as determined under the 2012 Stock Plan. Cash retainers, if elected, would be paid in arrears at the end of each quarter for service during the previous quarter.

*Stock Compensation*. Nondiscretionary, automatic grants of nonstatutory stock options are made to outside directors. Any outside director who first joins the Board is automatically granted an initial nonstatutory option to purchase a number of shares of our common stock equal to the quotient of \$140,000 divided by the fair value of one share of our common stock as of the date of grant, as determined by the compensation committee, based upon the valuation method we use for our financial reporting. The initial option vests and becomes exercisable over four years such that 1/4th of the shares subject to the option vest and become exercisable on the first anniversary of the date of grant and the remaining 3/4th vest and become exercisable over a three-year period in equal monthly installments. The initial option becomes fully vested if the director is not re-elected after standing for re-election at the end of his or her term. On the first business day after each of our regularly scheduled annual meeting of stockholders, each continuing outside director is automatically granted restricted stock units equal to the quotient of \$70,000 divided by the fair market value of one share of our common stock as of the date of grant, provided that the outside director has served on the Board for at least six (6) months. Each grant vests on the first anniversary of the date of grant, or immediately prior to the next regular annual meeting of stockholders following the date of grant if the meeting occurs prior to the first anniversary date.

### 2016 Director Compensation

The following table sets forth the compensation paid or accrued by us to our non-employee directors during fiscal year 2016. The table excludes Mr. Durham, who did not receive any additional compensation from us for his role as a director because he is our Chief Executive Officer.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards \$(1)(2)(3)	Total (\$)
Anthony C. Allen	\$ 43,000	\$ 69,998	\$ 112,998
Mary Ann Arico(4)	0	185,741	185,741
Brad W. Buss(5)	36,104	69,998	106,102
Patrick J. Connolly	18,021	127,498	145,519
Kenneth T. McBride	44,167	69,998	114,165
Roger D. Shannon(6)	6,667	139,964	146,631
Nick Swinmurn	32,500	69,998	102,498

- (1) Amounts listed in this column represent the aggregate fair value of the awards computed as of the grant date of each award in accordance with Financial Accounting Standard Board Accounting Standards Codification No. 718, Compensation-Stock Compensation, or FASB ASC Topic 718, rather than amounts paid to or realized by the named individual. Our assumptions with respect to the calculation of these values are set forth in "Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates—Stock-Based Compensation Expense" included in our Annual

Report on Form 10-K for fiscal year ended December 31, 2016. There can be no assurance that options will be exercised (in which case no value will be realized by the individual) or that the value on exercise will approximate the fair value as computed in accordance with FASB ASC Topic 718.

- (2) The following table lists all outstanding restricted stock awards held by non-employee directors as of the end of fiscal year 2016:

<u>Name</u>	<u>Stock Awards</u>
Anthony C. Allen	21,943
Mary Ann Arico	10,557
Brad W. Buss	0
Patrick J. Connolly	30,955
Kenneth T. McBride	21,943
Roger D. Shannon	0
Nick Swinmurn	21,943

- (3) The following table lists all outstanding option awards held by non-employee directors as of the end of fiscal year 2016:

<u>Name</u>	<u>Option Awards</u>
Anthony C. Allen	73,432
Mary Ann Arico	80,482
Brad W. Buss	0
Patrick J. Connolly	17,543
Kenneth T. McBride	73,432
Roger D. Shannon	91,846
Nick Swinmurn	67,590

- (4) Mary Ann Arico joined the Board on July 26, 2016. The amounts listed above reflect amounts paid or accrued by us for partial service in 2016.  
(5) Brad W. Buss retired from our Board on July 26, 2016. The amounts listed above reflect amounts paid or accrued by us for partial service in 2016.  
(6) Roger D. Shannon joined the Board on November 1, 2016. The amounts listed above reflect amounts paid on or accrued by us for partial service in 2016.

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information as of March 24, 2017, as to shares of our common stock beneficially owned by: (i) each person who is known by us to own beneficially more than 5% of our common stock, (ii) each of our named executive officers listed in the 2016 Summary Compensation Table on page 21 (iii) each of our directors and (iv) all our current directors and executive officers as a group. Unless otherwise stated below, the address of each beneficial owner listed on the table is c/o CafePress Inc., 11909 Shelbyville Road, Louisville, Kentucky 40243. The percentage of common stock beneficially owned is based on 16,643,519 shares outstanding as of March 24, 2017.

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership Shares Beneficially Owned(1)</u>	<u>Percentage Beneficially Owned(1)(2)</u>
<b>5% Stockholders:</b>		
Entities affiliated with Sequoia Capital(3)	2,902,783	17.4%
Lloyd I. Miller III(4)	3,088,650	18.6%
Stratim Capital(5)	958,672	5.8%
<b>Directors and Named Executive Officers:</b>		
Fred E. Durham III(6)	2,536,636	15.2%
Garett Jackson	0	*
Maheesh Jain (Jain Family Trust)(7)	2,037,465	12.2%
Ekumene M. Lysonge(8)	40,687	*
Robert D. Barton(9)	30,125	*
Anthony C. Allen(10)	57,129	*
Mary Ann Arico(11)	7,039	*
Patrick J. Connolly(12)	113,282	*
Kenneth T. McBride(13)	57,129	*
Roger D. Shannon(14)	0	*
Nick Swinmurn(15)	28,184	*
<b>All current directors and executive officers as a group (10 persons)(16)</b>	<b>2,881,877</b>	<b>17.3%</b>

\* Amount represents less than 1% of our common stock.

- (1) We have determined beneficial ownership in accordance with the SEC rules. To our knowledge, the persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws, where applicable, and the information contained in the footnotes to this table.
- (2) For purposes of computing the percentage of outstanding shares held by each person or group of persons named above, shares which such person or group has the right to acquire within 60 days of March 24, 2017 are deemed to be outstanding, but are not deemed to be outstanding for the purposes of computing the percentage ownership of any other person.
- (3) Consists of 16,587 shares held by Sequoia Capital Entrepreneurs Annex Fund, L.P., 912,304 shares held by Sequoia Capital Franchise Fund, L.P., 124,405 shares held by Sequoia Capital Franchise Partners, L.P., 398,095 shares held by Sequoia Capital IX, L.P., 1,272,726 shares held by Sequoia Capital XI, LP., 138,463 shares held by Sequoia Capital XI Principals Fund, LP, and 40,203 shares held by Sequoia Technology Partners XI, LLC (collectively, the "Sequoia Capital Entities"). SCFF Management, LLC is the general partner of each of Sequoia Capital Franchise Fund, L.P. and Sequoia Capital Franchise Partners, L.P. The managing members of SCFF Management, LLC are Douglas Leone, Michael Moritz, Michael Goguen and Mark Stevens. SC IX.I Management, LLC is the General Partner of each of Sequoia Capital IX, LP and Sequoia Capital Entrepreneurs Annex Fund, LP. The managing members of SC IX.I Management, LLC are Douglas M. Leone, Michael I. Moritz, Michael L. Goguen, and Mark Stevens. SC XI Management, LLC is the general partner of Sequoia Capital XI, LP and Sequoia Technology Partners

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- XI, LP and is the managing member of Sequoia Capital XI Principals Fund, LLC. The managing members of SC XI Management, LLC are Michael Goguen, Douglas Leone, and Michael Moritz. As a result, and by virtue of the relationships described in this footnote, each of the managing members of SCFF Management, LLC, SC IX.1 Management, LLC and SC XI Management, LLC may be deemed to share beneficial ownership of the shares held by the applicable Sequoia Capital Entities. Such individuals expressly disclaim any such beneficial ownership. The principal address for each of the Sequoia Capital Entities is 3000 Sand Hill Road, 4-250, Menlo Park, CA 94025.
- (4) Based solely on a report on Schedule 13G/A filed on January 26, 2017. Mr. Miller has sole voting and dispositive power over 3,151,623 shares and shared voting and dispositive power over 10,400 shares. The principal address for Mr. Miller is 3300 South Dixie Highway, Suite 1-365, West Palm Beach, Florida 33405.
  - (5) Based solely on a report on Schedule 13D filed on April 20, 2012. The principal address for Stratim Capital is 1609 Baker Street, San Francisco, CA 94115.
  - (6) Includes 46,805 shares subject to options exercisable and shares issuable under stock awards within 60 days of March 24, 2017.
  - (7) Shares beneficially owned by (i) Jain Family Trust, (ii) Hayuta Jain, and (iii) Maheesh Jain. The Jain Family Trust has sole voting and dispositive power with respect to 1,900,834 shares, and Maheesh Jain has sole voting and dispositive power with respect to 149,141 shares.
  - (8) Includes 9,813 shares subject to options exercisable and shares issuable under stock awards within 60 days of March 24, 2017.
  - (9) Includes 30,125 shares subject to options exercisable and shares issuable under stock awards within 60 days of March 24, 2017.
  - (10) Includes 25,003 shares issuable under stock awards and options within 60 days of March 24, 2017.
  - (11) Includes 3,519 shares issuable under stock awards and options within 60 days of March 24, 2017.
  - (12) Includes 26,449 shares issuable under stock awards and options within 60 days of March 24, 2017.
  - (13) Includes 25,003 shares issuable under stock awards and options within 60 days of March 24, 2017.
  - (14) Includes 0 shares issuable under stock awards and options within 60 days of March 24, 2017.
  - (15) Includes 21,943 shares issuable under stock awards and options within 60 days of March 24, 2017.
  - (16) Includes 194,826 shares issuable under stock awards and options within 60 days of March 24, 2017.

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## CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

In addition to the compensation arrangements with directors and executive officers described elsewhere in this proxy statement, the following is a description of each transaction since January 1, 2016 and each currently proposed transaction in which:

- we have been or are to be a participant;
- the amount involved exceeds or will exceed \$120,000; and
- any of our directors, executive officers or beneficial holders of more than 5% of our capital stock, or any immediate family member of or person sharing the household with any of these individuals (other than tenants or employees), had or will have a direct or indirect material interest.

### **Indemnification Agreements**

We have entered into indemnification agreements with each of our current directors and executive officers. These agreements require us to indemnify these individuals to the fullest extent permitted under Delaware law against liabilities that may arise by reason of their service to us, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified. We also intend to enter into indemnification agreements with our future directors and executive officers.

### **Procedures for Approval of Related Party Transactions**

Our Related Person Transactions Policy provides for approval by the audit committee of the Board of transactions with our company valued at or more than \$120,000 in which any director, officer, 5% or greater stockholder or certain related persons or entities has a direct or indirect material interest. In approving or rejecting any such proposal, the audit committee will consider all relevant facts and circumstances reasonably available to them.

## EXECUTIVE COMPENSATION

### Compensation Decisions and the Role of the Compensation Committee

The compensation committee of the Board is currently comprised of two independent, non-employee directors, Mary Ann Arico and Patrick J. Connolly. The compensation committee is responsible for the executive compensation programs for our executive officers and reports to the Board on its discussions, decisions and other actions. Typically, our Chief Executive Officer and Chief Financial Officer make recommendations to the compensation committee, attend committee meetings and are involved in the determination of compensation for our executive officers; provided, however, that neither our Chief Executive Officer nor our Chief Financial Officer makes recommendations as to their own compensation. Our Chief Executive Officer and Chief Financial Officer make recommendations to the compensation committee regarding short- and long-term compensation for our executive officers based on our results, an individual executive officer's contribution toward these results and performance toward goal achievement. The compensation committee then reviews the recommendations and other data and approves each executive officer's total compensation, as well as each individual compensation component. The compensation committee's decisions are based on its assessment of the performance of our company and each individual executive officer, as well as other factors, such as prevailing industry trends.

In making decisions on salaries, bonuses and equity in 2016, management and the compensation committee retained the services of Radford Surveys + Consulting, or Radford, to provide the following services:

- assess and provide recommendations with respect to the list of peer companies against which we benchmark our executive compensation;
- brief the compensation committee on current compensation market trends; and
- assist the compensation committee in developing a competitive executive compensation program to reinforce our long-term strategic goals.

### Narrative to 2016 Summary Compensation Table

The primary components of compensation for (1) our principal executive officer, Fred E. Durham III, (2) our two most highly compensated executive officers, other than our principal executive officer, who were serving as executive officers at the end of the last completed fiscal year, who are Robert D. Barton and Ekumene M. Lysonge and (3) the two additional individuals who would have constituted the two most highly compensated executive officers, other than our principal executive officer, at the end of the last completed fiscal year, but for the fact that such individuals were not serving as executive officers at the end of the last completed fiscal year, who are Garrett Jackson and Maheesh Jain, all of whom we collectively refer to in this Proxy Statement as the named executive officers, were base salary, cash incentive compensation, equity-based compensation and severance. We do not have a policy on the division of compensation between the primary components.

#### *Base Salary*

With regards to base salary, each named executive officer entered into an at-will employment agreement or offer letter with us at the time of his hire that provides for his initial base salary, and the Board reviews the base salaries annually. All compensation terms in the offer letters other than standard employee benefits have since been superseded.

#### *Cash Incentive Compensation*

With regards to cash incentive compensation, each member of our senior management team was eligible to receive cash awards under our 2016 cash bonus plan upon achievement of certain financial goals. For 2016, the financial goals for our named executive officers were entirely based on achievement of corporate targets (specifically, Revenue, Adjusted EBITDA, and Free Cash Flow), except for Messrs. Barton and Lysonge, whose

awards were 50% based on the aforementioned and 50% based on individual management by objectives (MBO) targets. Payouts under the 2016 cash bonus plan were earned by achievement of payout targets with 50% payable upon the achievement of certain minimum target levels, 75% payable upon achievement of certain middle-level target levels and 100% payable upon the achievement of certain maximum target levels. Maximum bonus amounts (expressed as a percentage of base salary, pro-rated for partial service) were set as follows for our named executive officers:

Fred E. Durham III	75%
Maheesh Jain	50%
Garett Jackson	50%
Robert D. Barton	25%
Ekumene M. Lysonge	25%

For the year ended December 31, 2016, as to our financial targets, we achieved our minimum revenue target only, and thus, each of Messrs. Durham and Jain was eligible to receive cash compensation equal to 15% of their maximum bonus amounts. For Messrs. Barton and Lysonge, the individual MBO objectives were determined by the Compensation Committee to be 100% achieved, and as such, they each received the full 50% of their maximum bonus amount determined by MBO objectives, and as to the remaining 50% of their maximum bonus amounts determined by corporate financial targets, they received 15% of such amount due to the achievement of our minimum revenue target. Messrs. Durham, Jain, Barton and Lysonge received cash bonus payouts of approximately \$33,750, \$18,750, \$19,406, and \$34,500, respectively. Mr. Jackson was not eligible to receive any cash compensation due to his departure from CafePress in August 2016.

Additionally, in March 2017, the compensation committee approved a 2017 cash bonus plan, whereby our executive officers and certain other non-executive officers, may be eligible to receive a cash bonus. Payouts under this plan for named executive officers will be expressed as a percentage of their base salary in the event the Company achieves certain Adjusted EBITDA goals. The 2017 cash bonus plan is filed as an exhibit to our Current Report on Form 8-K filed on March 15, 2017.

#### *Long-Term Incentives (Equity Based Compensation)*

The objective of the Company's long-term incentive compensation program is to support the entrepreneurial mindset desired of management by the Board of Directors by providing an opportunity to earn significant equity in the Company for achieving significant performance improvements and providing continued service to the Company over time. The long-term incentive compensation program is formally called the Executive Equity Incentive Program ("EEIP"). The purpose of the EEIP is to provide the participants with a long-term incentive program, which is market-competitive and provides long-term incentives on a regular, predictable, and annual basis. Eligible participants (as determined by the compensation committee) may be members of our senior executive team and such other executives and key contributors as the compensation committee may designate from time to time. No individual has an automatic right to participate in the EEIP.

In fiscal year 2016, our EEIP included grants of restricted stock units ("RSUs") and performance-based stock options ("PSOs"). Our named executive officers were granted RSUs subject to time-based vesting over a four-year period from January 1, 2016 through December 31, 2019, and PSOs based upon the Company achieving certain key performance metrics over a 36-month period from January 1, 2016 through December 31, 2018. The maximum number of PSOs that may be earned during the performance period is 100%, and each PSO was assigned an exercise price equal to 100% of the fair market value on the grant date. At the end of the performance period, the compensation committee will review performance achieved on each performance measure that was established at the beginning of the performance period. The goals are intended to be challenging, but achievable with strong management performance. The earn-out for each performance metric is determined by a curve. Achievement between points is interpolated. The holder must generally remain in our service through the end of the performance period to vest, subject to exceptions discussed below under "Employment Agreements and Change in Control Arrangements."

The compensation committee approved initial awards for our named executive officers on April 22, 2016, as follows:

<u>Named Executive Officer</u>	<u>RSUs #(1)</u>	<u>PSOs #(2)</u>	<u>Total</u>
Fred E. Durham, III	72,000	280,000	352,000
Garett Jackson	22,000	69,000	91,000
Maheesh Jain	22,000	69,000	91,000
Robert D. Barton(3)	0	100,000	100,000
Ekumene M. Lysonge	11,000	35,000	46,000

- (1) The vesting for the RSUs is as follows: one-fourth (1/4) of any RSUs will vest on December 31, 2016, December 31, 2017, December 31, 2018, and December 31, 2019, respectively. The RSUs awarded to Mr. Jackson and Mr. Jain were forfeited upon their departure from CafePress in August 2016 and December 2016, respectively.
- (2) The performance conditions for the PSOs are tied to the Company's achievement of certain metrics involving Revenue (40%), Adjusted EBITDA (40%), and Free Cash Flow measures (20%). The PSOs granted to Mr. Jackson and Mr. Jain were forfeited upon their departure from CafePress in August 2016 and December 2016, respectively.
- (3) Mr. Barton was a new hire at the time of the EEIP grant, and received an additional NSO grant outside of the EEIP as part of his offer of employment with the Company.

In March 2017, the compensation committee approved certain changes to the EEIP. Thus, awards granted to eligible employees under the EEIP, as revised, may be in the form of RSUs, Nonstatutory Stock Options ("NSOs") and/or Performance Share Units ("PSU"). Additionally, commencing in 2018, prior to March 31 of each year, our Chief Executive Officer will recommend employees to the compensation committee for participation in the EEIP and their respective specific levels of proposed participation. At the compensation committee's discretion, the Chief Executive Officer may participate in the EEIP at a rate determined by the Compensation Committee.

The compensation committee approved subsequent awards (with, as to the PSUs, a 2017-2019 performance period) for Mr. Durham, Mr. Barton, and Mr. Lysonge on March 10, 2017, as follows:

<u>Executive Name</u>	<u>RSUs #(1)</u>	<u>NSOs #(2)</u>	<u>PSUs #(3)</u>	<u>Total</u>
Fred E. Durham, III	120,000	224,000	65,407	409,407
Robert D. Barton	38,000	66,000	32,703	136,703
Ekumene M. Lysonge	34,000	62,000	27,907	123,907

- (1) The vesting for the RSUs is as follows: quarterly vesting over 4-years beginning March 31, 2017.
- (2) The vesting for the NSOs is as follows: monthly vesting over 4-years beginning March 31, 2017.
- (3) The performance conditions for the PSUs are tied to the Company's achievement of certain metrics involving Adjusted EBITDA (50%) and Free Cash Flow (50%).

With respect to the RSU and non-performance based NSO awards, vesting shall occur in accordance with the Company standard schedule, quarterly and monthly, respectively, and subject to the executive's continued employment through the applicable vesting date. The Company intends to settle the vested RSUs in shares of Company common stock. The NSOs have an exercise price equal to 100% of fair market value on the grant date.

For additional information regarding equity awards held by the named executive officers, please see the table entitled "2016 Outstanding Equity Awards at Fiscal Year-End."

Finally, the named executive officers also have change in control and severance agreements as described below under "Employment Agreements and Change in Control Arrangements."

## 2016 Summary Compensation Table

The following tables set forth compensation for services rendered in all capacities to us for the fiscal years ended December 31, 2016 and, if applicable, 2015, for our named executive officers:

<u>Name &amp; Position</u>	<u>Year</u>	<u>Salary</u>	<u>Stock Awards(1)</u>	<u>Option Awards(1)</u>	<u>Non-Equity Incentive Plan Compensation</u>	<u>All Other Compensation(2)</u>	<u>Total</u>
Fred E. Durham, III Chief Executive Officer	2016	\$300,000	\$269,280	\$ 587,356	\$ 33,750	\$ 810	\$1,191,196
	2015	\$300,000	\$412,000	\$1,044,900	\$ 168,750	\$ —	\$1,925,650
Garett Jackson Former Chief Financial Officer	2016	\$189,327	\$ 82,280	\$ 144,741	\$ —	\$ 7,926	\$ 424,275
	2015	\$275,000	\$ 94,760	\$ 234,350	\$ 103,125	\$ 11,324	\$ 718,559
Maheesh Jain Former Chief Marketing Officer	2016	\$250,000	\$ 82,280	\$ 144,741	\$ 18,750	\$ 551	\$ 496,322
	2015	\$250,000	\$ 94,760	\$ 234,350	\$ 93,750	\$ —	\$ 672,860
Robert Barton Chief Operating Officer	2016	\$110,769	\$ —	\$ 283,340	\$ 19,406	\$ 4,477	\$ 417,992
Ekumene Lysonge Vice President, General Counsel & Secretary	2016	\$240,000	\$ 41,140	\$ 73,420	\$ 34,500	\$ 9,656	\$ 398,716

- (1) The amounts reported in this column are valued based on the fair value of the award or grant as of the grant date calculated in accordance with Accounting Standards Codification 718, Stock Compensation (ASC 718), excluding any estimate of future forfeitures. Our assumptions with respect to the calculation of these values are set forth in “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Critical accounting policies and estimates—Stock-Based Compensation Expense” included in our Annual Report on Form 10-K for fiscal year ended December 31, 2016. Regardless of the value on the grant date, the actual value that may be recognized by the executive officers will depend on the market value of our common stock on a date in the future when the award vests or the option is exercised.
- (2) Registrant contributions or other allocations to vested and unvested defined contribution plans and payment of life insurance premiums.

## 2016 Outstanding Equity Awards at Fiscal Year-End

The following table lists all outstanding equity awards held by our named executive officers as of December 31, 2016.

	Option Awards					Stock Awards	
	Number of securities underlying unexercised options exercisable (#)(1)	Number of securities underlying unexercised options unexercisable (#)(1)(3)	Equity Incentive Plan Awards: Number of securities underlying Unexercised Unearned Options (#)(1)	Option exercise price (\$/sh)	Option expiration date	Number of Shares or Units of Stock that Have Not Vested (#)(2)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(2)
Fred E. Durham, III	59,169	39,446		5.58	08/04/2019		
	144,341	103,101		5.07	08/04/2021		
	96,187	146,813		4.30	05/15/2022		
			280,000(4)	3.74	12/31/2025	62,500	183,750
					54,000	158,760	
Garett Jackson(5)	—		—			—	—
Maheesh Jain	53,865		—	5.58	08/04/2021		
	47,068		—	5.07	08/04/2021		
	21,572		—	4.30	05/15/2022		
Ekumene Lysonge	23,020	61,980		4.66	11/11/2022		
			35,000(4)	3.74	12/31/2025	18,750	55,125
					8,250	24,255	
Robert Barton	—	100,000		3.27	05/16/2026		
			100,000(4)	3.27	12/31/2025		

- (1) Except as otherwise noted, all option awards listed in the table vest over four years, with 1/4th of the shares subject to the option vesting on the first anniversary of the date of grant and the remainder vesting in equal monthly installments thereafter over the subsequent three years.
- (2) Except as otherwise noted, all awards are RSUs that vest over four years, with 25% vesting each year on a quarterly basis. Market value calculated using the closing price of our common stock as of December 31, 2016 of \$3.84.
- (3) Option award vests monthly over four (4) years.
- (4) PSOs earned and vested based on achievement of performance metrics from 2016-2018 as described in detail above under “Narrative to Summary Compensation Table”
- (5) All outstanding equity awards held by Mr. Jackson were cancelled upon his departure from CafePress in August 2016.

### Employment Agreements and Change in Control Arrangements

Each of our named executive officers entered into our Form of Amended and Restated Change of Control Agreement for Senior Management, or the 2014 CIC Agreement, which provides that if the executive officer’s employment is terminated by us without cause or the executive officer is constructively terminated on or following a change in control and he signs and does not revoke a release of claims with us, then he is entitled to: a lump sum payment equal to 12 months of his annual base salary in effect on his termination date and:

- as to options granted prior to the later of March 21, 2014 or, if applicable, the executive’s 2014 hire date, accelerated vesting as to the greater of (a) the number of shares that would accelerate as provided in any existing option agreement(s) or (b) 50% of the unvested shares as of the termination date; and

- as to options and stock units granted on or after the later of March 21, 2014 or, if applicable, the executive's 2014 hire date, accelerated vesting as to 50% of the unvested shares as of the termination date.

For purposes of the 2014 CIC Agreement, the following definitions apply:

- The term "cause" is defined as (a) conviction of any felony or any misdemeanor where imprisonment is imposed, (b) the commission of any act of fraud, embezzlement or dishonesty with respect to the Company, (c) any unauthorized use or disclosure of confidential information or trade secrets, (d) willful misconduct or gross negligence in the commission of duties or (e) repeated, unexcused absences.
- The term "change in control" is defined as (a) a merger, consolidation or other corporate reorganization of CafePress if the persons who were not stockholders prior to the reorganization own 50% or more of the voting power of the company or a parent corporation after the reorganization, (b) a liquidation or sale of all or substantially all of CafePress' assets and (c) the acquisition by any individual or entity of enough CafePress shares to deem such individual or entity a beneficial owner of 50% or more of the voting power CafePress. The term "change in control", however, does not include a change in the state of CafePress' incorporation, the formation of a holding company that is owned in substantially the same proportions by the persons who held CafePress' shares immediately before the transaction or an initial or secondary public offering of our stock or debt.
- The term "constructive termination" is defined as voluntary resignation within 60 days of a (a) material change in position which materially reduces duties, but not a mere change in title or reporting responsibilities, (b) material reduction in base salary except where such change applies to all similarly situated officers or employees across the successor corporation or (c) change in place of employment more than 50 miles from the individual's current place of employment, provided that in each case the change was effected without the written concurrence of the officer and the change is not remedied within 30 days after written notice from the officer. The term "constructive termination" does not include a mere change in title, change in the person to whom the officer reports or the occurrence of a mere change in control or change in corporate status.

Additionally, under the terms of the 2014 CIC Agreement, in the event of a change in control of CafePress where the acquirer does not assume or otherwise cash out the unvested options and stock units held by such executive, 50% of the unvested shares covered by such awards will accelerate immediately prior to the closing of the change in control. The Form of Amended and Restated Change in Control Agreement for Senior Management is attached as an exhibit to our Annual Report on Form 10-K for the year ended December 31, 2013.

With respect to RSUs granted under the EEIP, vesting accelerates through December 31<sup>st</sup> of the year of termination occurs in the event the executive officer terminates by reason of death or total and permanent disability and vesting 100% accelerates in the event that either the acquirer refuses to assume and continue the RSUs after the merger or the executive officer's employment is involuntarily terminated by us without cause or is constructively terminated by the executive within 12 months following a change in control. With respect to PSOs granted under the EEIP, vesting accelerates ratably based on the proportion of the performance period completed by the executive officer in the event the executive officer terminates by reason of death or Total and Permanent Disability, but only to the extent that the performance metrics are ultimately determined to have been achieved. Furthermore, with respect to PSOs, the awards convert into RSUs (on a 2 PSO:1 RSU ratio) immediately prior to a change in control and then vesting 100% accelerates in the event that either the acquirer refuses to assume and continue the converted RSUs after the merger or the executive officer's employment is involuntarily terminated by us without cause or is constructively terminated by the executive within 12 months following such change in control. For purposes of the EEIP, the term total and permanent disability is defined to mean any permanent and total disability as defined by Section 22(e)(3) of the Internal Revenue Code of 1986. All other definitions for the EEIP are consistent with the definitions provided above.

## REPORT OF THE AUDIT COMMITTEE

*The following report of the audit committee does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any other filing by CafePress under the Securities Act of 1933 or the Securities Exchange Act of 1934.*

The audit committee provides assistance to the Board in fulfilling its legal and fiduciary obligations in matters involving CafePress' accounting, auditing, financial reporting, internal control and legal compliance functions by approving the services performed by CafePress' independent accountants and reviewing their reports regarding CafePress' accounting practices and systems of internal accounting controls as set forth in a written charter adopted by the Board. CafePress' management is responsible for preparing CafePress' financial statements and the independent registered public accountants are responsible for auditing those financial statements. The audit committee is responsible for overseeing the conduct of these activities by CafePress' management and the independent registered public accountants.

In this context, the audit committee has met and held discussions with management and the independent registered public accountants. Management represented to the audit committee that CafePress' consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the audit committee has reviewed and discussed the consolidated financial statements with management and the independent registered public accountants.

The audit committee has discussed with the independent registered public accountants, matters required to be discussed by the statement on Auditing Standards No. 1301 (Communications with Audit Committees). In addition, the independent registered public accountants provided to the audit committee the written disclosures required by Public Company Accounting Oversight Board Rule 3526 (Communication with Audit Committees Concerning Independence) and the audit committee and the independent registered public accountants have discussed such accountants' independence from CafePress and its management, including the matters in those written disclosures. Additionally, the audit committee considered whether the provision of non-audit services was compatible with maintaining such accountants' independence. The audit committee has discussed with management the procedures for selection of consultants and the related competitive bidding practices and fully considered whether those services provided by the independent registered public accountants are compatible with maintaining such accountant independence.

The audit committee has discussed with CafePress' internal and independent registered public accountants, with and without management present, their evaluations of CafePress' internal accounting controls and the overall quality of CafePress' financial reporting.

In reliance on the reviews and discussions with management and the independent registered public accountants referred to above, the audit committee recommended to the Board, and the Board has approved, the inclusion of the audited financial statements in CafePress' Annual Report on Form 10-K for the fiscal year ended December 31, 2016, for filing with the SEC.

*Respectfully submitted on April 10, 2017, by the members of the audit committee of the Board:*

Mr. Anthony C. Allen, Chairman  
Mr. Kenneth T. McBride  
Ms. Mary Ann Arico  
Mr. Roger D. Shannon

## PROPOSAL 2

### RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

The audit committee, which is composed entirely of non-employee independent directors, has selected BDO USA, LLP as independent accountants to audit our books, records and accounts and our subsidiaries for the fiscal year ending December 31, 2017. The Board has endorsed this appointment. Ratification of the selection of BDO USA, LLP by stockholders is not required by law. However, as a matter of good corporate practice, such selection is being submitted to the stockholders for ratification at the Annual Meeting of Stockholders. If the stockholders do not ratify the selection, the Board and the audit committee will reconsider whether to retain BDO USA, LLP, but may nonetheless retain BDO USA, LLP. Even if the selection is ratified, the audit committee in its discretion may change the appointment at any time during the year if it determines that such change would be in the best interests of CafePress and its stockholders. Representatives of BDO USA, LLP are expected to be present at the Annual Meeting of Stockholders. They will have an opportunity to make a statement, if they desire to do so, and will be available to respond to appropriate questions.

BDO USA, LLP's reports on the Company's consolidated financial statements for the fiscal year ended December 31, 2016 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principle.

On June 12, 2015, the audit committee dismissed PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm and appointed BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.

During the fiscal years ended December 31, 2013 and 2014, and the subsequent interim periods through June 12, 2015 there were (i) no disagreements with PricewaterhouseCoopers LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope of procedure, any of which, if not resolved to PricewaterhouseCoopers LLP's satisfaction, would have caused, PricewaterhouseCoopers LLP to make reference thereto in their reports on the financial statements for such fiscal years, and (ii) no "reportable events" within the meaning of Item 304(a)(1)(v) of Regulation S-K except for the material weakness existing at December 31, 2014 and March 31, 2015 as reported in the respective Forms 10-K and 10-Q.

#### Audit and Non-Audit Fees

Aggregate fees for professional services rendered for us by BDO USA, LLP for the years ended December 31, 2016 and 2015, were as follows:

<u>Auditor</u>	<u>Year</u>	<u>Audit Fees</u>	<u>Audit-Related Fees</u>	<u>Tax Fees</u>	<u>All Other Fees</u>	<u>Total Fees</u>
<b>BDO USA, LLP</b>	2016	\$431,000	\$ —	\$ —	\$ —	\$431,000
	2015	\$426,000	\$ —	\$ —	\$ —	\$426,000

#### Audit Committee Pre-Approval Policies and Procedures

The audit committee has implemented pre-approval policies and procedures related to the provision of audit and non-audit services. Under these procedures, the audit committee pre-approves both the type of services to be provided by BDO USA, LLP and the estimated fees related to these services.

During the approval process, the audit committee considers the impact of the types of services and the related fees on the independence of the registered public accountant. The services and fees must be deemed compatible with the maintenance of such accountants' independence, including compliance with SEC rules and regulations.

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Throughout the year, the audit committee will review any revisions to the estimates of audit and non-audit fees initially approved.

**Required Vote**

Ratification of the appointment of BDO USA, LLP requires the affirmative vote of a majority of the shares present and voting at the Annual Meeting of Stockholders in person or by proxy. Unless marked to the contrary, proxies received will be voted “FOR” ratification of the appointment.

Stockholder ratification of the selection of BDO USA LLP as our independent registered public accounting firm is not required by our Bylaws or otherwise. However, the Board is submitting the selection of BDO USA, LLP to the stockholders for ratification as a matter of corporate practice. If the stockholders fail to ratify the selection, the audit committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the audit committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if the audit committee determines that such a change would be in the best interests of our company and our stockholders.

**The Board recommends a vote FOR the ratification of BDO USA, LLP as our independent registered public accountants.**

## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and directors, and persons who own more than ten (10) percent of a registered class of the Company's equity securities, to file with the Securities and Exchange Commission reports of ownership of Company securities and changes in reported ownership. Officers, directors and greater than ten (10) percent shareholders are required by SEC rules to furnish the Company with copies of all Section 16(a) reports they file.

Based solely on a review of the reports furnished to the Company and written representations from reporting persons that all reportable transaction were reported, the Company believes that during the fiscal year ended December 31, 2016 the Company's officers, directors and greater than ten (10) percent owners timely filed all reports they were required to file under Section 16(a).

### STOCKHOLDER PROPOSALS FOR THE 2018 ANNUAL MEETING OF STOCKHOLDERS

If a stockholder wishes to present a proposal to be included in our Proxy Statement for the 2018 Annual Meeting of Stockholders, the proponent and the proposal must comply with the proxy proposal submission rules of the SEC. One of the requirements is that the proposal be received no later than December 11, 2017 by the Secretary at 11909 Shelbyville Road, Louisville, Kentucky 40243. Proposals we receive after that date will not be included in the Proxy Statement. We urge stockholders to submit proposals by Certified Mail—Return Receipt Requested.

A stockholder proposal not included in our proxy statement for the 2018 Annual Meeting of Stockholders will be ineligible for presentation at the 2018 Annual Meeting of Stockholders unless the stockholder gives timely notice of the proposal in writing to the Secretary of CafePress at the principal executive offices of CafePress. Under our bylaws, in order for a matter to be deemed properly presented by a stockholder, timely notice must be delivered to, or mailed and received by, us not more than one hundred twenty (120) days nor less than ninety (90) days in advance of the one-year anniversary of the date of our proxy statement provided in connection with the previous year's annual meeting of stockholders; provided, however, that in the event that we did not hold an annual meeting in the prior year or if the date of the annual meeting is more than thirty (30) days before or after the anniversary date of the prior year's annual meeting, we must receive the stockholder's notice by the close of business on the later of ninety (90) days prior to the annual meeting and the 10th day after the day we provided such public disclosure of the meeting date.

The stockholder's notice must set forth, as to each proposed matter, the following: (a) a brief description of the business desired to be brought before the meeting and reasons for conducting such business at the meeting; (b) the name and address, as they appear on our books, of the stockholder proposing such business; (c) the class and number of shares of our securities that are beneficially owned by the stockholder; (d) any material interest of the stockholder in such business; and (e) any other information that is required to be provided by such stockholder pursuant to proxy proposal submission rules of the SEC. The presiding officer of the meeting may refuse to acknowledge any matter not made in compliance with the foregoing procedure.

You may obtain a copy of the current rules for submitting stockholder proposals from the SEC at:

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
100 F Street, N.E.  
Washington, DC 20549

or through the Commission's Internet web site: [www.sec.gov](http://www.sec.gov). Request SEC Release No. 34-40018, May 21, 1998.

## STOCKHOLDERS SHARING THE SAME LAST NAME AND ADDRESS

To reduce the expense of delivering duplicate proxy materials to stockholders who may have more than one account holding CafePress stock but who share the same address, we have adopted a procedure approved by the SEC called "householding." Under this procedure, certain stockholders of record who have the same address and last name will receive only one copy of our proxy materials until one or more of these stockholders notifies us that they want to receive separate copies. This procedure reduces duplicate mailings and saves printing costs and postage fees, as well as natural resources. Stockholders who participate in householding will continue to have access to and utilize separate proxy voting instructions.

If you receive a single set of proxy materials as a result of householding, and you would like to have separate copies of our annual report or proxy statement mailed to you, please submit a request to 11909 Shelbyville Road, Louisville, Kentucky 40243, Attention: Investor Relations, or call 502-995-2267, and we will promptly send you what you have requested. You can also contact our Secretary at the phone number above if you received multiple copies of the annual meeting materials and would prefer to receive a single copy in the future, or if you would like to opt out of householding for future mailings.

## OTHER MATTERS

The Board does not know of any other business that will be presented at the Annual Meeting of Stockholders. If any other business is properly brought before the Annual Meeting of Stockholders, your proxy holders will vote on it as they think best unless you direct them otherwise in your proxy instructions.

Whether you intend to be present at the Annual Meeting of Stockholders, we urge you to submit your signed proxy promptly.

By Order of the Board of Directors,



Ekumene M. Lysonge  
Vice President, General Counsel & Secretary

Louisville, Kentucky  
April 10, 2017

**CafePress' 2016 Annual Report on Form 10-K has been mailed with this Proxy Statement. We will provide copies of exhibits to the Annual Report on Form 10-K, but will charge a reasonable fee per page to any requesting stockholder. Stockholders may make such request in writing to CafePress Inc. at 11909 Shelbyville Road, Louisville, Kentucky 40243 Attention: Investor Relations. The request must include a representation by the stockholder that as of March 24, 2017, the stockholder was entitled to vote at the Annual Meeting of Stockholders. Our Annual Report on Form 10-K and the exhibits thereto are also available at [investor.cafepress.com](http://investor.cafepress.com).**





q IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

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**Proxy — CafePress Inc.**

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## **Notice of 2017 Annual Meeting of Stockholders**

**400 West Market Street, Louisville, KY 40202**

**Proxy Solicited by Board of Directors for Annual Meeting — May 9, 2017**

Phillip L. Milliner and Ekumene M. Lysonge, or any of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders of CafePress Inc. to be held on May 9, 2017 or at any postponement or adjournment thereof.

**Shares represented by this proxy will be voted by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR all nominees and FOR Proposal 2.**

**In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.**

(Items to be voted appear on reverse side.)



IMPORTANT ANNUAL MEETING INFORMATION



Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas. 

### Annual Meeting Proxy Card

PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

**A Proposals** — The Board of Directors recommends a vote **FOR** all the nominees listed and **FOR** Proposal 2.

1. Election of Directors:	<b>For</b>	<b>Withheld</b>		<b>For</b>	<b>Withheld</b>
01 - Nick Swinmurn	<input type="checkbox"/>	<input type="checkbox"/>	02 - Mary Ann Arico	<input type="checkbox"/>	<input type="checkbox"/>



	<b>For</b>	<b>Against</b>	<b>Abstain</b>
2. Proposal to ratify independent public accounting firm for 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**B Authorized Signatures** — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.

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q PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

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## Proxy — CafePress Inc.

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### Notice of 2017 Annual Meeting of Stockholders

**400 West Market Street, Louisville, KY 40202**

**Proxy Solicited by Board of Directors for Annual Meeting — May 9, 2017**

Phillip L. Milliner and Ekumene M. Lysonge, or any of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders of CafePress Inc. to be held on May 9, 2017 or at any postponement or adjournment thereof.

**Shares represented by this proxy will be voted by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR all nominees and FOR Proposal 2.**

**In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.**

(Items to be voted appear on reverse side.)