

WEB.COM GROUP, INC.
12808 Gran Bay Parkway West
Jacksonville, Florida 32258

NOTICE OF 2015 ANNUAL MEETING OF STOCKHOLDERS

To Be Held On May 7, 2015

Dear Stockholder:

You are cordially invited to attend the 2015 Annual Meeting of Stockholders of **WEB.COM GROUP, INC.**, a Delaware corporation (the "Company"). The meeting will be held on Thursday, May 7, 2015 at 10:30 a.m. local time, at The Courtyard Marriott, Winston Room, 14402 Old St. Augustine Road, Jacksonville, Florida 32258.

The purpose of the Annual Meeting is to:

1. To elect three directors to hold office until the 2018 Annual Meeting of Stockholders.
2. To ratify the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.
3. To provide an advisory vote on the Company's executive compensation.

Stockholders who owned Web.com Group, Inc. common stock at the close of business on the record date, March 11, 2015, are entitled to vote at the meeting, or any postponement or adjournment thereof.

Important notice regarding the availability of proxy materials for the Annual Meeting of Stockholders to be held on May 7, 2015:

This Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, including consolidated financial statements, are available to you at: www.proxyvote.com.

By Order of the Board of Directors
Web.com Group, Inc.



Matthew P. McClure
Secretary

Jacksonville, Florida
March 27, 2015

YOUR VOTE IS IMPORTANT

Even if you plan to attend the meeting in person, please date, sign and return your proxy card in the enclosed envelope, or vote via telephone, or the internet, prior to the meeting and as promptly as possible to ensure your representation at the meeting. Even if you have voted by proxy, you may still vote in person if you attend the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder.

**WEB.COM GROUP, INC.
12808 Gran Bay Parkway West
Jacksonville, Florida 32258**

**PROXY STATEMENT
FOR THE 2015 ANNUAL MEETING OF STOCKHOLDERS**

May 7, 2015

QUESTIONS AND ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING

Why am I receiving these materials?

Web.com Group, Inc. (sometimes referred to as the “Company” or “Web.com”), on behalf of its Board of Directors (the “Board”), is soliciting your proxy to vote on certain matters at the 2015 Annual Meeting of Stockholders (or any postponement or adjournment thereof). This Proxy Statement summarizes the information you need to review in order to vote. You are invited to attend this annual meeting to vote on the proposals described in this proxy statement. However, you do not need to attend the meeting to vote your shares, and instead, you may simply complete, sign and return the enclosed proxy card, or follow the instructions below to submit your proxy over the telephone or Internet.

The Company intends to mail this proxy statement and accompanying proxy card on or about March 27, 2015 to all stockholders of record entitled to vote at the annual meeting.

Who can vote at the annual meeting?

Stockholders who owned Web.com common stock at the close of business on the record date, March 11, 2015, are entitled to vote at the meeting. As of the record date, there were 51,801,818 shares of common stock outstanding and entitled to vote.

Stockholder of Record:

If on March 11, 2015 your shares were registered directly in your name with the Company’s transfer agent, Computershare Trust Company, N.A., then you are a stockholder of record. As a stockholder of record, you may vote in person at the meeting or vote by proxy. Whether or not you plan to attend the meeting, we urge you to fill out and return the enclosed proxy card or vote by proxy over the telephone or Internet as instructed below to ensure your vote is counted.

Beneficial Owner:

If on March 11, 2015 your shares were held, not in your name, but rather in an account at a brokerage firm, bank, dealer, or other similar organization, then you are the beneficial owner of shares held in “street name” and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the annual meeting. As a beneficial owner, you have the right to direct your broker or other agent on how to vote the shares in your account. You are also invited to attend the annual meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the meeting unless you request and obtain a valid proxy from your broker or other agent.

Notice and Access

You will find information regarding the matters to be voted on in the attached Notice of Annual Meeting of Stockholders and Proxy Statement. We are sending our stockholders a notice regarding the availability of this proxy statement, our Annual Report on Form 10-K for year ended December 31, 2014 and other proxy materials via the Internet. This notice instructs you how to access and review the proxy materials and how to submit your vote over the Internet, and you should follow the instructions set forth in the notice.

How do I attend the annual meeting?

The meeting will be held on Thursday, May 7, 2015, at 10:30 a.m. local time in the Winston Room at The Courtyard Marriott, 14402 Old St. Augustine Road, Jacksonville, Florida 32258. If you plan to attend the annual meeting and need directions, please click <http://www.marriott.com/hotels/maps/travel/jaxjs-courtyard-jacksonville-flagler-center/> or contact our Investor Relations Department at 904-680-6600. Information on how to vote in person at the annual meeting is discussed below.

What am I voting on?

There are three proposals scheduled for a vote:

1. To elect three directors to hold office until the 2018 Annual Meeting of Stockholders.
2. To ratify the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.
3. To provide an advisory vote on the Company's executive compensation.

How do I vote?

- You may either vote “For” each nominee to the Board or you may “Withhold” your vote for each nominee.
- You may vote “For”, “Against”, or “Abstain” on the ratification of Ernst & Young as the Company’s auditors for 2015.
- You may vote “For”, “Against,” or “Abstain” on the advisory vote on the compensation for named executive officers.

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record, you may vote in person at the annual meeting, vote by proxy using the enclosed proxy card, vote by proxy over the telephone, or vote by proxy on the Internet. Whether or not you plan to attend the meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the meeting and vote in person if you have already voted by proxy.

- If you wish to vote in person, you will receive a ballot when you arrive at the annual meeting.
- To vote using the proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the annual meeting, we will vote your shares as you direct.
- To vote over the telephone, dial toll-free 1-800-690-6903 and follow the recorded instructions. You will be asked to provide your holder account number and proxy access number from the enclosed proxy card. Your vote must be received by 11:59 p.m. Eastern time on May 6, 2015 to be counted.
- To vote on the Internet, go to www.proxyvote.com to complete an electronic proxy card. You will be asked to provide your holder account number and proxy access number from the enclosed proxy card. Your vote must be received by 11:59 p.m. Eastern time on May 6, 2015 to be counted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If you are a beneficial owner of shares registered in the name of your broker, bank, or other agent, you should have received a proxy card and voting instructions with these proxy materials from that organization rather than from Web.com. Simply complete and mail the proxy card to ensure that your vote is counted. Alternatively, you may vote by telephone or over the Internet as instructed by your broker or bank. To vote in person at the annual meeting, you must obtain a valid proxy from your broker, bank, or other agent. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a proxy form.

We provide Internet proxy voting to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your Internet access, such as usage charges from Internet access providers and telephone companies.

How many votes do I have?

You have one vote for each share of common stock you own as of the close of business on March 11, 2015.

What if I return a proxy card but do not make specific choices?

If you return a signed proxy card without marking any voting selections, your proxy will follow the Board’s recommendations and vote your shares as follows:

“For” the election of nominees for director;

“For” the ratification of Ernst & Young as the Company’s auditors for 2015;

“For” the approval of the executive compensation.

If any other matter is properly presented at the meeting, your proxy (one of the individuals named on your proxy card) will vote your shares using his judgment.

Who is paying for this proxy solicitation?

The Company will pay for the entire cost of soliciting proxies. In addition to these mailed proxy materials, the Company’s directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. The Company may also reimburse brokerage firms, banks, and other agents for the cost of forwarding proxy materials to beneficial owners.

What does it mean if I receive more than one proxy card?

If you receive more than one proxy card, your shares are registered in more than one name or are registered in different accounts. Please complete, sign and return *each* proxy card to ensure that all of your shares are voted.

Can I change my vote after submitting my proxy?

Yes. You can revoke your proxy at any time before the final vote at the meeting. If you are the record holder of your shares, you may revoke your proxy in any one of three ways:

- You may submit another properly completed proxy card with a later date.
- You may send a written notice that you are revoking your proxy to the Company’s Secretary at 12808 Gran Bay Parkway West, Jacksonville, Florida 32258.
- You may attend the annual meeting and vote in person. Simply attending the meeting will not, by itself, revoke your proxy.

If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank.

When are stockholder proposals due for next year’s annual meeting?

To be considered for inclusion in next year’s proxy materials, your proposal must be submitted in writing by November 28, 2015 to the Secretary of Web.com at 12808 Gran Bay Parkway West, Jacksonville, Florida 32258.

A stockholder nomination for director or a proposal that will not be included in next year’s proxy materials, but that a stockholder intends to present in person at next year’s annual meeting, must comply with the notice, information and consent provisions contained in the Company’s Bylaws. In part, the Bylaws provide that to timely submit a proposal or nominate a director you must do so by submitting the proposal or nomination in writing, to the Company’s Secretary at the Company’s principal executive offices no later than the close of business on February 8, 2016, (90 days prior to the first anniversary of the 2015 Annual Meeting Date) nor earlier than the close of business on January 8, 2016 (120 days prior to the first anniversary of the 2015 Annual Meeting Date). In the event that the Company sets an annual meeting date for 2016 that is not within 30 days before or after the anniversary of the 2015 Annual Meeting date, notice by the stockholder must be received no earlier than the close of business on the 120 days prior to the 2016 Annual Meeting and not later than the close of business on the later of the 90 days prior to the 2016 Annual Meeting or the 10th day following the day on which public announcement of the date of the 2016 Annual Meeting is first made. The Company’s Bylaws contain additional requirements to properly submit a proposal or nominate a director. If you plan to submit a proposal or nominate a director, please review the Company’s Bylaws carefully. You may obtain a copy of the Company’s Bylaws by mailing a request in writing to the Secretary of Web.com at 12808 Gran Bay Parkway West, Jacksonville, Florida 32258.

How are votes counted?

Votes will be counted by the inspector of elections appointed for the meeting, who will separately count “For” and “Withhold” and, with respect to proposals other than the election of directors, “Against” votes, abstentions and broker non-votes. Abstentions will be counted towards the vote total for each proposal and will have the same effect as “Against” votes. Broker non-votes have no effect and will not be counted towards the vote total for any proposal.

If your shares are held by your broker as your nominee (that is, in “street name”), you will need to obtain a proxy form from the institution that holds your shares and follow the instructions included on that form regarding how to instruct your broker to vote your shares. If you do not give instructions to your broker, your broker can vote your shares with respect to “discretionary” items, but not with respect to “non-discretionary” items. Discretionary items are proposals considered routine under the rules of the New York Stock Exchange (“NYSE”) on which your broker may vote shares held in street name in the absence of your voting instructions. On non-discretionary items for which you do not give your broker instructions, the shares will be treated as broker non-votes. Generally, “non-discretionary” matters include director elections and other matters like those involving a contest or a matter that may substantially affect the rights or privileges of stockholders, such as mergers or stockholder proposals. This year, only Proposal 2 (ratification of the appointment of the independent registered public accounting firm) is a discretionary matter on which your broker may vote without your instruction.

How many votes are needed to approve each proposal?

- For the election of directors, the three nominees receiving the most “For” votes (among votes properly cast in person or by proxy) will be elected. Only votes “For” or “Withheld” affect the outcome of this proposal.
- For the vote on the approval of Ernst & Young as the Company’s auditors for 2015 the proposal must receive a “For” vote from the majority of shares present and entitled to vote either in person or by proxy. If you “Abstain” from voting, it will have the same effect as an “Against” vote. Broker non-votes have no effect and will not be counted towards the vote total.
- For the vote regarding executive compensation to be considered approved, the proposal needs to receive “For” votes from the holders of a majority of the shares (among votes properly cast in person or by proxy). If you “Abstain” from voting, the abstention will have the same effect as an “Against” vote. Broker non-votes will have no effect. This vote is advisory in nature and is not binding on the Company.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if a majority of the shares outstanding on the record date are represented by stockholders present at the meeting or by proxy. On the record date, there were 51,801,818 shares outstanding and entitled to vote. Thus at least 25,900,910 shares must be represented by stockholders present at the meeting or by proxy to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote in person at the meeting. Abstentions and broker non-votes will be counted towards the quorum requirement. If there is no quorum, either the chairman of the meeting or a majority of the votes present at the meeting may adjourn the meeting to another date.

How can I find out the results of the voting at the annual meeting?

Preliminary voting results will be announced at the annual meeting. Final voting results will be published in a Form 8-K to be filed on or before May 13, 2015.

How can I access the Proxy Statement and Annual Report?

You can view the 2015 Proxy Statement and the 2014 Annual Report at <http://ir.web.com/annuals.cfm> or request a copy by mail, without charge, upon written request to: Secretary, Web.com Group, Inc., 12808 Gran Bay Parkway West, Jacksonville, Florida 32258.

HOUSEHOLDING OF PROXY MATERIALS

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as “householding,” potentially means extra convenience for stockholders and cost savings for companies. A single proxy statement will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that they will be “householding” communications to your address, “householding” will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in “householding” and would prefer to receive a separate proxy statement and annual report, please either notify your broker or direct your written request to the Secretary, Web.com Group, Inc., 12808 Gran Bay Parkway West, Jacksonville, Florida 32258. You may also make these requests by calling the

Secretary at (904) 680-6600. Stockholders who currently receive multiple copies of the proxy statement at their address and would like to request “householding” of their communications should contact their broker.

A COPY OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2014, IS AVAILABLE WITHOUT CHARGE AT <http://ir.web.com/> OR BY MAIL UPON WRITTEN REQUEST TO: SECRETARY, WEB.COM GROUP, INC., 12808 GRAN BAY PARKWAY WEST, JACKSONVILLE, FLORIDA 32258.

PROPOSAL 1 ELECTION OF DIRECTORS

Web.com's Board is divided into three classes. Each class consists, as nearly as possible, of one-third of the total number of directors, and each class has a three-year term. Vacancies on the Board may be filled only by persons elected by a majority of the remaining directors. A director elected by the Board to fill a vacancy in a class shall serve for the remainder of the full term of that class, and until the director's successor is elected and qualified or until the director's death, resignation or removal. This includes vacancies created by an increase in the number of directors.

As of December 31, 2014, the Board had seven members with two additional members added in February 2015. Of the three directors in the class whose term of office expires in 2015, all three directors are standing for re-election. Mr. Hugh M. Durden and Ms. Deborah H. Quazzo were last elected to the Board by the Company's stockholders at its Annual Meeting of Stockholders on May 2, 2012. Mr. Timothy P. Cost was appointed to the Board of Directors effective December 5, 2014 and is standing for election by the Company's stockholders at this annual meeting. If elected at this annual meeting, all three directors will serve until the 2018 annual meeting of stockholders, or until that time and until their successors are elected and have qualified, or until such director's death, resignation or removal.

It is the Company's policy to encourage directors and nominees for director to attend the annual meeting, and all directors participated in the Company's 2014 annual meeting.

Set forth below are brief biographies of Messrs. Durden and Cost and Ms. Quazzo, the nominees for election at the annual meeting, and of each additional director whose term will continue after the 2015 annual meeting.

NOMINEES FOR ELECTION FOR A THREE-YEAR TERM EXPIRING AT THE 2018 ANNUAL MEETING

Hugh M. Durden, age 72, has served as a member of the Company's Board of Directors since January 2006, and he is also Chairman of the Compensation Committee and a member of the Audit Committee. Since 2005, Mr. Durden has been the Chairman of the Board of Trustees of the Alfred I. DuPont Testamentary Trust, and a director of the Nemours Foundation since July 1997. Mr. Durden was a director of the St. Joe Company, a NYSE listed real estate development company, from 2000 until 2012, and Chairman of the St. Joe Board of Directors from 2009 until 2012. From January 1994 until December 2000, Mr. Durden served as President of Wachovia Corporate Services, and Executive Vice President of Wachovia Corporation, a banking corporation. Mr. Durden holds a B.A. degree from Princeton University and an M.B.A. from the Freeman School of Business at Tulane University.

Based on his specific experience, qualifications, attributes and skills, it is the belief of the Board and the Nominating and Corporate Governance Committee that Mr. Durden is well qualified to serve as a director of the Company. Specifically, when evaluating Mr. Durden's qualifications, the Board and the Nominating and Corporate Governance Committee considered his over 30 years of experience in corporate finance and his MBA in finance, and considered his skills and experience as very important attributes in providing valued advice and helping to guide the Company with its financial strategy. In addition, his current status as an "independent director" under the NASDAQ rules plays an important role in such evaluation.

Deborah H. Quazzo, age 54, has served as a member of the Board since January 6, 2011, and she is also a member of the Audit Committee and the Nominating and Corporate Governance Committee. She is the Managing Partner of GSV Advisors, a merchant bank providing advisory and investment services to the education and business services sectors, and has been in this position since April 2009. She was co-founder and President of ThinkEquity Partners, an investment bank from 2001 until 2007, when it was acquired by London-based Panmure Gordon, and she served on the Board of Directors of Panmure Gordon from March 2007 to October 2008. Prior to 2001, she was Managing Director of the Investment Banking Division of Merrill Lynch & Co., and previously held positions with JP Morgan. She is also an active investor in education technologies companies. Ms. Quazzo holds a B.A. from Princeton University and a M.B.A. from Harvard Business School.

Based on her specific experience, qualifications, attributes and skills, the Board and the Nominating and Corporate Governance Committee believe that Ms. Quazzo is well qualified to serve as a director of the Company. Specifically, when evaluating Ms. Quazzo's qualifications, the Board and the Nominating and Corporate Governance Committee considered her financial and entrepreneurial experience and considered her skills and experience in creating and growing businesses as a valuable asset to the Company. In addition, her current status as an "independent director" under the NASDAQ rules played an important role in such evaluation.

Timothy P. Cost, age 55, has served as a member of the Board since December 5, 2014, and he is also a member of the Compensation Committee and the Nominating and Corporate Governance Committee. Mr. Cost is currently the President of

Jacksonville University and has held that position since February 1, 2013. He was Executive Vice President of PepsiCo, a food and beverage company, from 2010 to 2012. He has 32 years of senior executive experience at many of the world's top companies, including Bristol-Myers Squibb, Kodak, ARAMARK, Wyeth/Pfizer, Centocor/Johnson & Johnson, and Pharmacia. Mr. Cost holds an undergraduate degree from Jacksonville University and an MBA in Finance and Economics from the William E. Simon School of Business at the University of Rochester.

Based on his specific experience, qualifications, attributes and skills, the Board and the Nominating and Corporate Governance Committee determined that Mr. Cost is well qualified to serve as a director of the Company; specifically, when evaluating Mr. Cost's qualifications, the Board and the Nominating and Corporate Governance Committee considered his 30 years plus of experience on mergers and acquisitions, strategy, marketing and communications, crisis/issues management, and capital markets and concluded that this experience and expertise will provide a valuable perspective to the Company. In addition, his current status as an "independent director" under the NASDAQ rules played an important role in such determination.

**THE BOARD OF DIRECTORS RECOMMENDS
A VOTE IN FAVOR OF EACH NAMED NOMINEE**

DIRECTORS CONTINUING IN OFFICE UNTIL THE 2016 ANNUAL MEETING

Robert S. McCoy, Jr., age 76 has served as a member of the Board since March 2006, and he is also Chairman of the Nominating and Corporate Governance Committee and a member of the Audit Committee. Since November 2003, Mr. McCoy has been a director of Krispy Kreme Doughnuts, Inc., a NYSE-listed food company, and is currently Lead Director, and Chairman of its Audit Committee. Mr. McCoy was a director of MedCath Corporation from October 2003 until its dissolution in September 2012. Mr. McCoy retired in September 2003 as Vice Chairman and Chief Financial Officer of Wachovia Corporation, a diversified financial services company, after spending two years co-managing the integration of Wachovia and First Union Corporation subsequent to their 2001 merger, where he had served as a senior executive officer since 1991. He was also the President and Chief Financial Officer of South Carolina National Corporation from 1984 to 1991. Mr. McCoy holds a BBA from Western Michigan University with an Accounting Major. He was also a certified public accountant, and was a partner in the firm of PricewaterhouseCoopers from 1974 through 1984.

Based on his specific experience, qualifications, attributes and skills, the Board and the Nominating and Corporate Governance Committee believe that Mr. McCoy is well qualified to serve as a director of the Company. Specifically, when evaluating Mr. McCoy's qualifications, the Board and the Nominating and Corporate Governance Committee considered his experience as a member of the Boards of Krispy Kreme Doughnuts, Inc. and MedCath Corporation; his risk-management and financial experience as Chief Financial Officer of Wachovia Corporation and his accounting experience as a partner at PricewaterhouseCoopers, the Board and the Nominating and Corporate Governance Committee determined that his experience during a 42-year career, and his roles involving integration, finance, and preparation of financial statements are invaluable assets that are useful to the Company in dealing with the Board's oversight responsibilities of the Company's public company reporting requirements, particularly in the financial arena. In addition, his current status as an "independent director" under the NASDAQ rules played an important role in such determination. Mr. McCoy also qualifies as an "audit committee financial expert" under SEC guidelines.

Philip J. Facchina, age 53, has served as a member of the Board since November 24, 2010, and he is also a member of the Audit Committee, Compensation Committee, and the Nominating and Corporate Governance Committee. He is currently a Partner, Co-Portfolio Manager and the Chief Operating Officer of Ramsey Asset Management, LLC, an investment management firm, where he has been employed since April 2008. From August 1998 to March 2008, he served as Head of Financial Sponsors and Senior Managing Director and Group Head of Technology, Media and Telecom and Healthcare Groups within Friedman, Billings, Ramsey and FBR Capital Markets, an investment banking firm. Mr. Facchina currently also serves as an Advisor to Johanna Foods, Inc. He holds a B.S. degree in Accounting from the University of Maryland, and an MBA degree from the University of Pennsylvania, Wharton School of Business.

Based on his specific experience, qualifications, attributes and skills, the Board and the Nominating and Corporate Governance Committee believe that Mr. Facchina is well qualified to serve as a director of the Company. Specifically, when evaluating Mr. Facchina's qualifications, the Board and the Nominating and Corporate Governance Committee determined that his over 30 years of business experience in investment banking, investment management and as a senior corporate executive, the Board and the Nominating and Corporate Governance Committee determined that this experience combined with his acumen and skills are valuable assets helping guide the Company with its financial strategy. In addition, his current status as an "independent director" under the NASDAQ rules played an important role in such determination.

John Giuliani, age 53, has served as a member of the Board since February 6, 2015, and he is also a member of the Compensation Committee. Mr. Giuliani is currently Chief Executive Officer of Conversant, a subsidiary of Alliance Data Systems, Inc., a NYSE-listed provider of marketing, loyalty, and credit solutions company since December 2012. He was Chief Operating Officer of ValueClick (now Conversant), from May 2012 to December 2012. Since December 2005 to August 2011, he was Chairman and Chief Executive Officer of Dotomi, Inc., an internet Media and Advertising Company until its sale to ValueClick in August 2011. Mr. Giuliani has served on the boards of Q Interactive, Claria, and Bluestem Brands. He holds an MBA degree from Kellogg School of Management.

Based on his specific experience, qualifications, attributes and skills, the Board and the Nominating and Corporate Governance Committee believe that Mr. Giuliani is qualified to serve as a director of the Company. Specifically, when evaluating Mr. Giuliani's qualifications, the Board and the Nominating and Corporate Governance Committee determined that his experience as having served in internet advertising companies, his 20+ years in the market servicing/advertising sectors, and in his previous role of director/advisor for early stage companies, bring technology and marketing knowledge to the Company that will help guide it in its business arena. In addition, his current status as an "independent director" under the NASDAQ rules played an important role in such determination.

Richard Rudman, age 54, has served as a member of the Board since February 6, 2015, and he is also a member of the Nominating and Corporate Governance Committee. Mr. Rudman co-founded Vocus, a cloud-based public relations and marketing

software company, and served as its Chairman, Chief Executive Officer and President from March 1992 until its sale to GTRC in May 2014. From September 1986 to March 1992, he was one of the co-founders of Dataway Corporation, a software company. Mr. Rudman has served on the board of BDL Media Ltd., Innovectra Corporation, Parature, Inc. and Vocus. He is a certified public accountant and holds a B.S. in Accounting from the University of Maryland.

Based on his specific experience, qualifications, attributes and skills, the Board and the Nominating Corporate Governance Committee believe that Mr. Rudman is qualified to serve as a director of the Company. Specifically, when evaluating Mr. Rudman's qualifications, the Board and the Nominating and Corporate Governance Committee determined that his experience as co-founder of software companies and having served as chief executive officer for over 20 years, will be valuable assets to the Company. In addition his current status as an "independent director" under the NASDAQ rules played an important role in such determination.

Pursuant to the terms of an agreement with Okumus Fund Management Ltd., Okumus Opportunistic Value Fund, Ltd., and Ahmet H. Okumus, the Board elected Messrs. Giuliani and Rudman to the Board as Class II directors, with their term expiring at the Company's 2016 annual meeting of stockholders.

DIRECTORS CONTINUING IN OFFICE UNTIL THE 2017 ANNUAL MEETING

David L. Brown, age 61, has served as the Company's Chief Executive Officer since August 2000, Chairman of the Board since October 2000, and a member of the Board since August 1999. Mr. Brown is also President and has served in this position since October 2009, and previously from August 1999 until March 2000, and from August 2000 until September 2007. Mr. Brown was a managing partner of Atlantic Partners Group, a private equity firm, from March 2000 until August 2000. Prior to joining us, Mr. Brown founded Atlantic Teleservices, a technology services company in 1997, and served as its Chief Executive Officer from 1997 until its acquisition by the Company in August 1999. Mr. Brown holds a B.A. from Harvard University.

Based on his specific experience, qualifications, attributes and skills, the Board and the Nominating and Corporate Governance Committee have determined that Mr. Brown is well qualified to serve as a director of the Company. Specifically, when evaluating Mr. Brown's qualifications, the Board and the Nominating and Corporate Governance Committee considered his valuable contributions in leadership to the Company and his experience as the Company's Chief Executive officer for the past 15 years; his operational expertise, and his prior years of employment with a private equity firm and a technology services company as qualifications are significant assets and beneficial to the Company in his role as a director of the Board.

Timothy I. Maudlin, age 64, has served as a member of the Company's Board of Directors since February 2002 and was appointed Lead Director in January 2007. He is Chairman of the Audit Committee, and a member of the Compensation Committee. From May 2008 until its sale in July 2013, Mr. Maudlin was the Chair of the Audit committee, the Lead Director since May 2010, and the Chair of the Nominating and Governance committee since March 2012 of Exact Target, Inc., a NYSE-listed cross-channel, interactive marketing company. Mr. Maudlin was a director of MediaMind Technologies, Inc., a NASDAQ listed advertising management solutions company from August 2008 until its sale in 2011. Mr. Maudlin is a member of the Board, Lead Director, Chair of the Audit Committee and a member of the Compensation Committee of Monetate, Inc., a privately-held multi-channel personalization company; a member of the Board, Chair of the Audit Committee and a member of the Compensation Committee of eVestment Alliance, a privately-held intelligence company serving the institutional investing community; and he is a member of the Board, Chair of the Audit Committee and a member of the Compensation Committee of Drillinginfo, a privately-held intelligence company serving the oil and gas industry. Mr. Maudlin is a certified public accountant and holds a BA from St. Olaf College and a M.M. from Kellogg School of Management at Northwestern University with Majors in Accounting, Finance and Management.

Based on his specific experience, qualifications, attributes and skills, the Board and the Nominating and Corporate Governance Committee have determined that Mr. Maudlin is well qualified to serve as a director of the Company. Specifically, when evaluating Mr. Maudlin's combination of extensive financial experience, qualifications, attributes and skills, the Board and the Nominating and Corporate Governance Committee considered his experience as a board member over the last 11 years of a number of public and private companies and his 20 plus years as the managing partner of a venture capital firm as qualifications that play a significant role in the Board's oversight and in guiding the Company on its business strategy, public company reporting requirements, and financial responsibilities. In addition, his current status as an "independent director" under the NASDAQ rules played an important role in such determination. Mr. Maudlin also qualifies as an "audit committee financial expert" under SEC guidelines.

INDEPENDENCE OF THE BOARD OF DIRECTORS

As required under NASDAQ listing standards, a majority of the members of a listed company's Board must qualify as "independent," as affirmatively determined by the Board. The Board consults with the Company's counsel to ensure that the Board's

determinations are consistent with all relevant securities and other laws and regulations regarding the definition of “independent,” including those set forth in pertinent listing standards of NASDAQ, as in effect from time to time.

Consistent with these considerations, after review of all relevant transactions or relationships between each director, or any of his or her family members, and the Company, its senior management and its independent registered public accounting firm, the Board affirmatively has determined that the following directors are independent directors within the meaning of the applicable NASDAQ listing standards: Messrs. Durden, Cost, Facchina, Giuliani, Maudlin, McCoy, Rudman and Ms. Quazzo. In making this determination, the Board found that none of the independent directors or nominees for director has a material or other disqualifying relationship with the Company. Mr. Brown, the Chief Executive Officer and President of the Company, is not an independent director.

MEETINGS OF THE BOARD OF DIRECTORS

The Board met eleven times during the last fiscal year. Each incumbent Board member attended 75% or more of the aggregate of the meetings of the Board and of the committees on which each director served, held during the period for which each person was a director or committee member, respectively.

INFORMATION REGARDING THE BOARD OF DIRECTORS AND ITS COMMITTEES

The Board maintains governance practices followed by the Company as documented in the Corporate Governance Principles to assure that the Board will have the necessary authority and practices in place to review and evaluate the Company’s business operations as needed and to make decisions that are independent of the Company’s management. The principles are also intended to align the interests of directors and management with those of the Company’s stockholders. The Corporate Governance Principles set forth the practices the Board will follow with respect to board composition and selection, board meetings and involvement of senior management, Chief Executive Officer’s performance, evaluation and succession planning, and board committees and compensation. The Corporate Governance Principles were adopted by the Board to, among other items, reflect the changes to the NASDAQ listing standards and Securities and Exchange Commission rules adopted to implement provisions of the Sarbanes-Oxley Act of 2002, and although pledging or hedging of Company stock has never been allowed, the Corporate Governance Principles were amended in July 2014 to actually add this provision to the principles. The Corporate Governance Principles, as well as the charters for each committee of the Board, are periodically reviewed by the Board, and may be viewed at [ir:web.com/corporate-governance.cfm](http://ir.web.com/corporate-governance.cfm)

As required under applicable NASDAQ listing standards, during the fiscal year ended December 31, 2014, the Company’s independent directors met four times in regularly scheduled executive sessions at which only independent directors were present. Mr. Maudlin, Lead Director and chairman of the Audit Committee, presided over the executive sessions. Persons interested in communicating with the independent directors with their concerns or issues may address correspondence to a particular director or to the independent directors generally, in c/o Web.com at 12808 Gran Bay Parkway West, Jacksonville, Florida 32258. If no particular director is named, letters will be forwarded, depending on the subject matter, to the respective chairman of the Audit, Compensation, or Nominating and Corporate Governance Committees.

Mr. Brown serves as Chairman of the Board, Chief Executive Officer and President. The Board believes that having a combined Chief Executive Officer and Chairman of the Board role, helps to ensure that the Board and management act with a common purpose and if these offices were separated, it could have a potential to give rise to a divided leadership, which could interfere with good decision-making and weaken the Company’s ability to develop and implement strategy. Instead, the Board believes that combining these two positions provides a single, clear chain of command to execute the Company’s strategic initiatives and business plans. In addition, the Board believes that this combination serves to act as a bridge between management and the Board, facilitating the regular flow of information, and knowledge of the Company.

The Board appointed Mr. Maudlin as Lead Director to help reinforce the independence of the Board as a whole. Mr. Maudlin’s responsibilities as Lead Director include: presiding at all executive sessions of the Board and giving the Chairman and CEO feedback on matters discussed; reviewing and providing input with respect to possible agenda items to be presented at the meeting; serving as principal liaison between the Chairman and the other independent directors of the Board; providing feedback to the Chairman and acting as a sounding board with respect to strategies, accountability, relationships and other issues; overseeing that the Board discharges its responsibilities, and ensuring that the Board evaluates the performance of management objectively. Mr. Maudlin, in his position as Lead Director, plays a significant role not only in the Board’s leadership but in maintaining the independence of the Board.

The Board has an active role, as a whole and also at the committee level, in overseeing management of the Company’s risks. The Board regularly reviews information regarding the Company’s credit, liquidity and operations, as well as the risks associated with each. The Compensation Committee is responsible for overseeing the management of risks related to the Company’s executive compensation plans and arrangements. The Audit Committee oversees management of financial risks, as well as oversight of the enterprise risk management of the Company. The Nominating and Corporate Governance Committee manages risks associated with

the independence of the Board and potential conflicts of interest. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board is regularly informed through committee reports about the risks overseen by other committees.

The Board has three committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. The following table provides the current membership and the meeting information for the fiscal year ended December 31, 2014 for each of the Board committees:

Name	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Timothy P. Cost	x	x**	x**
Hugh M. Durden	x	x*	
Philip J. Facchina		x	x
Timothy I. Maudlin	x*	x	
Robert S. McCoy, Jr.	x		x*
Deborah H. Quazzo	x		x
Total meetings during 2014:	5	5	5

* Committee Chairperson.

** Mr. Cost became a member of the Board, the Compensation Committee and the Nominating and Corporate Governance Committee effective December 5, 2014.

Below is a description of each committee of the Board. The Board has determined that each member of each committee meets the applicable rules and regulations regarding “independence” and that each member is free of any relationship that would interfere with his or her individual exercise of independent judgment with regard to the Company.

AUDIT COMMITTEE

The Audit Committee of the Board oversees the Company’s corporate accounting and financial reporting process. For this purpose, the Audit Committee performs several functions. The Audit Committee evaluates the performance of and assesses the qualifications of the independent registered public accounting firm; determines and approves the engagement of the independent registered public accounting firm; determines whether to retain or terminate the existing independent registered public accounting firm or to appoint and engage a new independent registered public accounting firm; reviews and approves the retention of the independent registered public accounting firm to perform any proposed permissible non-audit services; monitors the rotation of partners of the independent registered public accounting firm on the Company’s audit engagement team as required by law; confers with management and the independent registered public accounting firm regarding the effectiveness of internal controls over financial reporting; establishes procedures, as required under applicable law, for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and meets to review the Company’s annual audited financial statements and quarterly financial statements with management and the independent auditor, including reviewing the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operation” set forth in the Company’s quarterly reports on Form 10-Q and annual report on Form 10-K. During 2014 the Audit Committee met four times in executive session with the Company’s independent auditor.

The Audit Committee reviews with management and the Company’s auditors, as appropriate, the Company’s guidelines and policies with respect to risk assessment, risk management, and financial risk exposure, and the steps that management takes to monitor and control these exposures. The Audit Committee charter was amended in July 2002 to clarify certain Audit Committee’s obligations with relation to the NASDAQ rules. The Audit Committee Charter gives specific authority to the Audit Committee for this assessment of risk, and for oversight of the enterprise risk management of the Company.

The Audit Committee charter can be found on the Company’s website at <http://ir.web.com/corporate-governance.cfm>. The Board annually reviews the NASDAQ listing standards definition of independence for Audit Committee members and has determined that all members of the Company’s Audit Committee are independent (as required by Rule 5605 of the NASDAQ Listing Rules). The Board has determined that Mr. Maudlin and Mr. McCoy qualify as “audit committee financial experts,” under applicable SEC rules.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The following report of the Audit Committee shall not constitute “soliciting material,” shall not be deemed “filed” with the SEC and is not to be incorporated by reference into any of the Company’s other filings under the Securities Act or the Exchange Act, except to the extent the Company specifically incorporates this report by reference therein.

The Audit Committee oversees the quality and integrity of our financial reporting processes and our systems of internal accounting controls and reviews with management and the external auditors, as appropriate, the guidelines and policies with respect to risk assessment, risk management, and financial risk exposures, and the steps that management takes to monitor and control these exposures. Management is responsible for preparing the financial statements and for establishing and maintaining adequate internal control over financial reporting, and establishing and implementing guidelines and policies with respect to risk assessment, risk management and financial risk exposures. The external auditors are responsible for performing an independent audit of those financial statements and an independent audit of the effectiveness of our internal controls over financial reporting.

Communications with Management and Independent Registered Public Accounting Firm

The Audit Committee oversees the integrity and quality of the Company’s financial reporting processes and the systems for internal accounting control. The Company’s management is responsible for preparing the financial statements and for maintaining the internal controls for financial reporting. The Audit Committee has reviewed and discussed the Company’s audited financial statements with management. In addition, the Audit Committee has met and has discussed with management and with Ernst & Young, LLP, the Company’s independent registered public accounting firm for 2014 with respect to the 2014 consolidated financial statements and the Company’s internal controls over financial reporting and the matters required to be discussed by Statement of Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU Section 380), as adopted by the Public Company Accounting Oversight Board (“PCAOB”) in Rule 3200T. The Audit Committee has discussed with Ernst & Young, LLP, without management present, the results of their examinations, the overall quality of the company’s financial reporting as well as the results of their review of the Company’s internal controls over financial reporting. The Audit Committee has also received written disclosures and the letter from Ernst & Young LLP required by the Public Company Accounting Oversight Board Rule No. 1, which relates to Ernst & Young LLP’s independence from the Company and its related entities, and has discussed their independence from the Company, including whether Ernst & Young LLP’s provision of non-audit services was compatible with that independence.

Committee Member Independence and Financial Expert

From January 1, 2014 to December 31, 2014, the Audit Committee was comprised of Messrs. Maudlin (Chair), Durden and McCoy and Ms. Quazzo, all of whom satisfied the independence criteria of the NASDAQ listing standards for serving on an audit committee. SEC regulations require the Company to disclose whether its Board has determined that a director qualifying as a “financial expert” serves on the Company’s Audit Committee. The Board has made qualitative assessments of Mr. Maudlin’s level of knowledge and experience based on a number of factors, including, but not limited to, his formal education and previous experience as an audit manager with Arthur Andersen and as a chief financial officer, his understanding of internal controls and procedures for financial reporting, and an understanding of audit committee functions and responsibilities, and the Board has determined that Mr. Maudlin qualifies as a “financial expert” within the meaning of such regulations.

In 2014, the Board also made a qualitative assessment of Mr. McCoy’s experience and knowledge based on, including but not limited to, his previous positions as Vice Chairman and Chief Financial Officer of Wachovia Corporation and South Carolina Bank, serving as chairman of the Audit Committee of two companies, having been a certified public accountant, and having been a partner in Pricewaterhouse Coopers, his understanding of internal controls and financial reporting, and made a determination that Mr. McCoy qualifies as a “financial expert” within the SEC regulations.

Recommendation Regarding Financial Statements

Based on the review and discussions referred to above, the Audit Committee recommended to the Board that the Company's audited financial statements for the fiscal year ended December 31, 2014, be included in its Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

AUDIT COMMITTEE

Timothy I. Maudlin, Chair

Hugh M. Durden

Robert S. McCoy, Jr.

Deborah H. Quazzo

COMPENSATION COMMITTEE

The Compensation Committee of the Board reviews and approves the overall compensation policies, plans and programs for the Company. The Compensation Committee reviews and approves corporate performance goals and objectives relevant to the compensation of the Company's executive officers and other senior management; determines and approves the compensation and other terms of employment of the Company's Chief Executive Officer; reviews and approves the compensation and other terms of employment of the other executive officers; reviews and, in consultation with the Nominating and Corporate Governance Committee, recommends to the full Board compensation for independent directors; and administers the Company's stock equity programs, stock bonus plans, deferred compensation plans and other similar programs. However, the Compensation Committee may, at its discretion and in accordance with the philosophy of making information available to the Board, present executive compensation matters to the entire Board for its review and approval. In the Compensation Discussion and Analysis section of this proxy statement, the material elements of the compensation program and an analysis of the factors underlying the Compensation Committee's compensation policies are more fully discussed. Based on this, the Compensation Committee has recommended to the Board of Directors that this analysis be included in the proxy statement and in the Company's annual report on form 10-K for the year ended December 31, 2014. Furthermore, all members of the Company's Compensation Committee are independent (for purposes of the NASDAQ Listing Rules).

The Compensation Committee charter can be found on the Company's corporate website at <http://ir.web.com/corporate-governance.cfm>

During 2014, the Compensation Committee met five times in executive session. In addition, various members of Management and other employees as well as outside advisors and consultants are invited by the Compensation Committee to make presentations, provide financial or other background information or advice or otherwise participate in Compensation Committee meetings. The charter of the Compensation Committee grants the Compensation Committee full access to all books, records, facilities and personnel of the Company, as well as authority to obtain, at the expense of the Company, advice and assistance from internal and external legal, accounting or other advisors and consultants and other external resources that the Compensation Committee considers necessary or appropriate in the performance of its duties. In particular, the Compensation Committee has the authority to retain compensation consultants to assist in its evaluation of executive and director compensation, including the sole authority to approve the consultant's reasonable fees and other retention terms.

In connection with setting board and executive compensation for the 2014, the Compensation Committee engaged Compensation & Leadership Solutions, LLC ("CLS"), a compensation consulting firm to evaluate the Company's existing compensation posture, strategy and practices in connection with the Company's long-term strategic goals and to assist in refining the Company's compensation program. As part of its engagement, and pursuant to the SEC and NASDAQ Listing Rules, the Compensation Committee reviewed the independence of CLS in light of the factors enumerated in the NASDAQ Listing Rules, and based on this review and, the Compensation Committee determined that CLS is independent of management and the Compensation Committee. CLS, as part of its engagement work, developed a comparative peer group of companies and performed analyses of compensation levels for that group and that review is and the specific duties of CLS in 2014 are more fully described in the Compensation Discussion and Analysis section of this proxy statement. No additional services in excess of \$120,000 were performed by CLS.

The Compensation Committee generally acts on all equity awards to be granted under the Company's equity incentive plan at its regularly scheduled meetings, although from time to time, grants may be made outside of these regularly scheduled meetings to accommodate special business needs.

Historically, the Compensation Committee has made most significant adjustments to executive compensation, determined bonus and equity awards and established new performance objectives at one or more meetings held during the first quarter of the year. However, the Compensation Committee also considers matters related to individual compensation as necessary throughout the year. The Compensation Committee solicits and considers evaluations and recommendations submitted to the Compensation Committee by the Chief Executive Officer. For all executives and directors, as part of its deliberations, the Compensation Committee may review and consider materials such as financial reports and projections, operational data, tax and accounting information, summary descriptions of the total compensation that may become payable to executives in various hypothetical scenarios, executive and director stock ownership information, Company stock performance data, analyses of historical executive compensation levels and current Company-wide compensation levels, and recommendations of management, the Chief Executive Officer and the Compensation Committee's compensation consultant.

The specific determinations made by the Committee with respect to executive compensation for fiscal 2014 are described in greater detail in the Compensation Discussion and Analysis section of this proxy statement.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

From January 1 to December 5, 2014, the Compensation Committee consisted of Messrs. Durden (Chair), Maudlin, and Facchina, and from December 5, 2014 to December 31, 2014, the Compensation Committee consisted of Messrs. Durden (Chair), Cost, Maudlin, and Facchina. Mr. Levy was a member of the Compensation Committee from January 1, 2014 until May 7, 2014. No member of the Compensation Committee is an officer or employee of the Company, and none of the Company's executive officers serve as a member of a compensation committee of any entity that has one or more executive officers serving as a member of the Company's Compensation Committee. Therefore, there is no relationship that requires disclosure as a Compensation Committee interlock. Each of the Company's directors holds Web.com's securities as set forth under the heading "*Security Ownership of Certain Beneficial Owners and Management*".

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

The Nominating and Corporate Governance Committee of the Board is responsible for identifying, reviewing and evaluating candidates to serve as directors of the Company, reviewing and evaluating incumbent directors, recommending to the Board for selection candidates for election to the Board, making recommendations to the Board regarding the membership of the committees of the Board, assessing the performance of the Board and developing a set of corporate governance principles for the Company. The Nominating and Corporate Governance Committee charter can be found on the Company's corporate website at <http://ir.web.com/corporate-governance.cfm>. All members of the Nominating and Corporate Governance Committee are independent.

The Nominating and Corporate Governance Committee reviews candidates for director in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of stockholders. In conducting this assessment, the Nominating and Corporate Governance Committee may consider skills, age, and such other factors as it deems appropriate given the current needs of the board and the Company, to maintain a balance of knowledge, experience and capability. The Nominating and Corporate Governance Committee also considers such factors as possessing relevant expertise upon which to be able to offer advice and guidance to management, having sufficient time to devote to the affairs of the Company, having demonstrated excellence in his or her field, having demonstrated the ability to exercise sound business judgment and having the commitment to rigorously represent the long-term interests of the Company's stockholders. However, the Nominating and Corporate Governance Committee retains the right to modify these qualifications from time to time. The Nominating and Corporate Governance Committee does not have a formal policy on diversity. Candidates for board membership are evaluated using the criteria identified above. During 2014 the Nominating and Corporate Governance Committee met one time in executive session.

In the case of incumbent directors whose terms of office are set to expire, the Nominating and Corporate Governance Committee reviews such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any other relationships and transactions that might impair such directors' independence. In the case of new director candidates, the Nominating and Corporate Governance Committee also determines whether the nominee must be independent for NASDAQ purposes, which determination is based upon applicable NASDAQ listing standards, applicable SEC rules and regulations and the advice of counsel, if necessary. The Nominating and Corporate Governance Committee then uses its network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm. The Nominating and Corporate Governance Committee conducts any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the Board. The Nominating and Corporate Governance Committee meets to discuss and consider such candidates' qualifications and then selects a nominee for recommendation to the Board by majority vote. To date, the Nominating and Corporate Governance Committee has not paid a fee to any third party to assist in the process of identifying or evaluating director candidates, and has not rejected a timely director nominee from a stockholder or stockholders holding more than 5% of the Company's voting stock.

The Nominating and Corporate Governance Committee believes that it is in the best position to identify, review, evaluate and select qualified candidates for Board membership, based on the comprehensive criteria for Board membership approved by the Board, and the Nominating and Corporate Governance Committee recommends to the Board of Directors that the nominees for election at the annual meeting be presented to the shareholders for approval.

STOCKHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS

The Company's Board has adopted a formal process by which stockholders may communicate with the Board or any of its directors. Stockholders who wish to communicate with the Board may do so by sending written communications addressed to the Secretary of Web.com at 12808 Gran Bay Parkway West, Jacksonville, Florida 32258. All communications will be compiled by the Secretary of the Company and submitted to the Board or the individual directors on a periodic basis. These communications will be reviewed by one or more employees of the Company designated by the Board, who will determine whether they should be presented

to the Board. The purpose of this screening is to allow the Board to avoid having to consider irrelevant or inappropriate communications (such as advertisements, solicitations and communications not requiring Board consideration). The screening procedures have been approved by a majority of the independent directors of the Board. All communications directed to the Audit Committee in accordance with the Company's Whistleblower Policy that relates to questionable accounting or auditing matters involving the Company will be promptly and directly forwarded to the Audit Committee.

CODE OF CONDUCT

The Company has adopted the Web.com Group, Inc. Code of Conduct that applies to all officers, directors and employees. The Code of Conduct is available on the Company's website at <http://ir.web.com/corporate-governance.cfm>. In 2014, the Code of Conduct was amended to update the address of our outside counsel. If the Company makes any substantive amendments to the Code of Conduct or grants any waiver from a provision of the Code of Conduct to any executive officer or director, the Company will promptly disclose the nature of the amendment or waiver on its website.

PROPOSAL 2

RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors has selected Ernst & Young LLP (“Ernst & Young”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015 and has further directed that management submit the selection of the independent registered public accounting firm for ratification by the stockholders at the annual meeting. Ernst & Young has audited the Company’s financial statements since 2002. Representatives of Ernst & Young are expected to be present at the annual meeting at which they will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither the Company’s Bylaws nor other governing documents or law require stockholder ratification of the selection of Ernst & Young as the Company’s independent registered public accounting firm. However, the Audit Committee of the Board is submitting the selection of Ernst & Young to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee of the Board will reconsider whether to retain Ernst & Young as the Company’s independent registered public accounting firm. Even if the selection is ratified, the Audit Committee of the Board 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 the Company and its stockholders.

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the annual meeting will be required to ratify the selection of Ernst & Young as the Company’s independent registered public accounting firm. Abstentions will be counted toward the tabulation of votes cast on proposals presented to the stockholders and will have the same effect as negative votes. Broker non-votes are counted towards a quorum, but are not counted for any purpose in determining whether this matter has been approved.

INDEPENDENT AUDITORS

Ernst & Young audited the accounts of the Company and its consolidated entities and performed other services for the year ended December 31, 2014.

PRINCIPAL ACCOUNTANT FEES AND SERVICE

The following table represents aggregate fees billed to the Company for fiscal years ended December 31, 2014 and 2013, by Ernst & Young, the Company’s principal accountant (all fees described below were approved by the Audit Committee):

	Fiscal Year Ended December 31,	
	2014	2013
	(in thousands \$)	
Audit Fees ⁽¹⁾	1,181	918
Audit-Related Fees ⁽²⁾	54	66
Tax Fees ⁽³⁾	23	27
All Other Fees ⁽⁴⁾	3	3

(1) Includes integrated audit fees, quarterly review fees, and fees for services related to SEC filings, including comfort letters and consents.

(2) Includes fees for IT assurance services.

(3) Includes fees for tax consulting services.

(4) Subscription to EY Online, a research tool of Ernst & Young.

PRE-APPROVAL POLICIES AND PROCEDURES

The Audit Committee pre-approves all audit and non-audit services rendered by the Company’s independent registered accounting firm, Ernst & Young. While the Audit Committee Charter permits the Audit Committee to delegate pre-approval authority to one or more Committee members, as well as to the pre-approval of defined categories of services, the Audit Committee has not

yet done so. To date, all pre-approval has been given as part of the Audit Committee's approval of the scope of the engagement of the independent auditor or on an individual explicit case-by-case basis before the independent auditor is engaged to provide each service.

The Audit Committee has determined that the rendering of the services other than audit services by Ernst & Young is compatible with maintaining the principal accountant's independence. In 2014 the Audit Committee approved 100% of all the services performed by Ernst & Young.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR"
THE RATIFICATION OF ERNST & YOUNG AS THE COMPANY'S INDEPENDENT AUDITORS
FOR YEAR ENDED DECEMBER 31, 2015**

PROPOSAL 3

ADVISORY VOTE ON EXECUTIVE COMPENSATION

At the 2011 Annual Meeting of Stockholders, the stockholders indicated their preference that the Company solicit a non-binding advisory vote on the compensation of the named executive officers, commonly referred to as a “say-on-pay vote,” every year. The Board has adopted a policy that is consistent with that preference.

This vote is not intended to address any specific item of compensation, but rather the overall compensation of the Company’s named executive officers. a reflection of the philosophy, policies and practices of the Company and the Compensation Committee described in this proxy statement. The compensation of the Company’s named executive officers subject to this vote is disclosed in the “Compensation Discussion and Analysis,” the compensation tables, and the related narrative disclosure contained in this proxy statement. As discussed in those disclosures, the Compensation Committee, which is responsible for designing and administering our executive compensation program, continuously refines the Company’s executive compensation structure and processes, consistent with evolving corporate governance practices and the views of our stockholders. The Compensation Committee designs our executive compensation programs to focus executive decision-making on our overall business strategy, reinforce a pay for performance culture, to remain responsible in the face of economic adversity, and to allow the Company to attract and retain executives with the skills critical to the Company’s long-term success. We believe that our compensation philosophy provides a very real linkage between Company results, stockholder value and executive compensation. We encourage you to carefully review the “Compensation Discussion and Analysis” for additional details on our executive compensation, including our compensation philosophy and objectives, as well as the processes the Compensation Committee used to determine the structure and amounts of the compensation of our NEOs in 2014.

The Board is asking our stockholders to indicate your support for the compensation of the Company’s named executive officers as described in this proxy statement by casting a non-binding advisory vote “FOR” the following resolution:

“RESOLVED, that the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion is hereby APPROVED.”

Because the vote is advisory, it is not binding on the Board of Directors or the Company. Nevertheless, the views expressed by the stockholders, whether through this vote or otherwise, are important to management and the Board and, accordingly, the Board and the Compensation Committee intend to consider the results of this vote in making determinations in the future regarding executive compensation arrangements.

Advisory approval of this proposal requires the vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the annual meeting.

Unless the Board decides to modify its policy regarding the frequency of soliciting advisory votes on the compensation of the Company’s NEOs, the next scheduled say-on-pay vote will be at the 2016 Annual Meeting of Stockholders.

**THE BOARD OF DIRECTORS RECOMMENDS A NON-BINDING ADVISORY VOTE “FOR”
THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED
IN THIS PROXY STATEMENT.**

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the ownership of the Company's common stock as of March 11, 2015 by: (i) each director; (ii) each of the executive officers named in the Summary Compensation Table; (iii) all executive officers and directors of the Company as a group; and (iv) all those known by the Company to be beneficial owners of more than five percent of its common stock.

Beneficial Owner Greater than 5% Holder	Beneficial Ownership ⁽¹⁾ Number of Shares	Percent of Total (%)
FMR LLC 245 Summer Street Boston, MA 02210	7,900,728	15.25
Ahmet H. Okumus c/o Okumus Fund Management Ltd. 767 Third Avenue, 35 th Floor New York, New York 10017	7,782,555	15.02
Wellington Management Group LLP 280 Congress Street Boston, MA 02210	3,962,329	7.65
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	3,072,440	5.93
BlackRock, Inc. 55 East 52nd Street New York, NY 10022	2,903,563	5.61
<u>Executive Officers and Directors:</u>		
David L. Brown ^{(2)**}	1,923,993	3.71
Kevin M. Carney ⁽³⁾	518,509	*
Jason T. Teichman ⁽⁴⁾	249,926	*
Roseann Duran ⁽⁵⁾	191,373	*
Timothy P. Cost ^{(6)**}	15,972	*
Hugh M. Durden ^{(7)**}	149,032	*
Philip J. Facchina ^{(8)**}	142,962	*
John Giuliani ***	12,500	*
Timothy I. Maudlin ^{(9)**}	228,697	*
Robert S. McCoy, Jr. ^{(10)**}	161,375	*
Richard Rudman**	12,500	*
Deborah H. Quazzo ^{(11)**}	116,441	*
All current executive officers and directors as a group (12 persons) ⁽¹²⁾	3,723,280	7.19

* Less than 1%

** Non-Executive Director

- (1) This table is based upon information supplied by officers, directors and stockholders and Schedules 13G filed with The Securities and Exchange Commission (the "SEC"). Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, the Company believes that each of the stockholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. Applicable percentages are based on 51,801,818 shares outstanding as of March 11, 2015, adjusted as required by rules promulgated by the SEC.
- (2) Includes 68 shares held by Mr. Brown's spouse; 68 shares held by Mr. Brown's son; and 859,960 shares issuable upon the exercise of options exercisable within 60 days after March 11, 2015.
- (3) Includes 300,854 shares issuable upon the exercise of options exercisable within 60 days after March 11, 2015.
- (4) Includes 132,970 shares issuable upon the exercise of options exercisable within 60 days after March 11, 2015.
- (5) Includes 79,375 shares issuable upon the exercise of options exercisable within 60 days after March 11, 2015.
- (6) Includes 3,472 shares issuable upon the exercise of options exercisable within 60 days after March 11, 2015.
- (7) Includes 89,782 shares issuable upon the exercise of options exercisable within 60 days after March 11, 2015, and 30,000 restricted stock units, issuable in stock upon retirement from the Board.
- (8) Includes 82,250 shares issuable upon the exercise of options exercisable within 60 days after March 11, 2015.
- (9) Includes 157,375 shares issuable upon the exercise of options exercisable within 60 days after March 11, 2015, 28,672 shares held by Mr. Maudlin's spouse; and 30,000 restricted stock units, issuable in stock upon retirement from the Board.
- (10) Includes 97,375 shares issuable upon the exercise of options exercisable within 60 days after March 11, 2015, 10,000 shares held by Mr. McCoy's spouse; and 30,000 restricted stock units, issuable in stock upon retirement from the Board.
- (11) Includes 82,250 shares issuable upon the exercise of options exercisable within 60 days after March 11, 2015.
- (12) Includes 1,885,663 shares issuable upon the exercise of options exercisable within 60 days after March 11, 2015.

EQUITY COMPENSATION PLAN INFORMATION

The number of shares issuable upon exercise of outstanding stock options, the weighted-average exercise price of the outstanding options, and the number remaining for future issuance for each of the equity compensation plans as of December 31, 2014 are summarized as follows:

Plan Category	Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights (#)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$)	Number of Securities Remaining Available for Issuance Under Equity Compensation Plans (#) (Excluding Securities Reflected in Column (a))
	(a)	(b)	(c)
Equity compensation plans approved by stock holders	5,279,380	15.01	5,533,457
Equity compensation plans not approved by stock holders	390,890	9.02	—
Total	5,670,270	14.60	5,533,457

Beginning in May 2014, the Company granted options to its executive officers and directors under the 2014 Equity Incentive Plan (the “2014 Plan”) approved by the Company’s stockholders at the Company’s Annual Meeting in May 2014. Pursuant to this approval by the stockholders, all new options will be granted solely from the 2014 Plan and all other plans of the Company ceased to have shares available for grant. Prior to the 2014 Plan, the Company granted stock options to its executives under the 2008 and 2005 Equity Incentive Plans (the “2008 Plan” and the “2005 Plan”), respectively, and also granted restricted stock to executive officers and management under the 2008 Plan. Prior to the adoption of the 2005 Plan, the Company granted stock options to its executive officers under the 1999 Equity Incentive Plan (the “1999 Plan”). On September 30, 2007, each outstanding stock option to purchase shares of common stock of Web.com, Inc. (“Legacy Web.com”) converted into and became an option to purchase Company common stock, and the Company assumed such option in accordance with the terms of the stock option plan under which such option was issued (the “Legacy Web.com Plan”) subject to an option exchange ratio calculated in accordance with the Agreement and Plan of Merger and Reorganization executed on June 26, 2007 by and among the Company, Augusta Acquisition Sub, Inc., a wholly owned subsidiary of the Company, and Legacy Web.com.

As of December 31, 2014, (i) options to purchase a total of 254,543 shares were outstanding, and 5,533,457 shares remained available for grant under the 2014 Plan; (ii) options to purchase a total of 2,063,695 and 1,098,702 shares of restricted stock were outstanding, and zero shares remained available for grant under the 2008 Plan; (iii) options to purchase a total of 1,430 shares and zero shares remained available for grant under the 2005 Plan; (iv) options to purchase a total of 36,929 shares were outstanding under the 1999 Plan; (v) options to purchase a total of 22,026 shares were outstanding under the 2009 Inducement Plan; (vi) options to purchase a total of 93,617 shares under the 2010 Inducement Plan; (vii) options to purchase a total of 275,247 shares were outstanding under the 2011 Inducement Plan; (viii) options to purchase a total of 8,636 shares were outstanding under the 2011 UK Plan; and (ix) options to purchase a total of 345,376 shares outstanding under the Amended and Restated 2005 Non-Employee Directors’ Stock Plan. Except for the 2014 Plan, no shares remain available for grant under all of the other previous plans. The Company has never granted any stock appreciation rights.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

There was one late Section 16 filing for all Reporting Persons during the 2014 fiscal year for Mr. Jason Teichman, due to an administrative error.

EXECUTIVE OFFICERS

The following table sets forth certain information about the Company’s executive officers, including their ages as of March 11, 2015.

Name	Age	Position
David L. Brown	61	Chairman, Chief Executive Officer and President
Jason T. Teichman	40	Executive Vice President and Chief Operating Officer
Kevin M. Carney	51	Executive Vice President and Chief Financial Officer
Roseann Duran	63	Executive Vice President and Chief People Officer

David L. Brown has served as our Chief Executive Officer since August 2000, as Chairman of the Board since October 2000, and as a member of our Board since August 1999. Mr. Brown is also President of the Company and has served in that position since October 2009, and previously from August 1999 until March 2000, and from August 2000 until September 2007. Mr. Brown was a managing partner of Atlantic Partners Group, a private equity firm, from March 2000 until August 2000. Prior to joining us, Mr. Brown founded Atlantic Teleservices, a technology services company in 1997, and served as its Chief Executive Officer from 1997 until its acquisition by the Company in August 1999. Mr. Brown holds a B.A. from Harvard University. Mr. Brown has directed the Company’s acquisitions, integration and product development efforts, and the growth of the Company since the Company went public in 2005.

Jason T. Teichman has served as the Company’s Executive Vice President and Chief Operating Officer since September 30, 2013; From October 2011 until September 2013, he served as Executive Vice President and Chief Marketing Officer and from August 2010 until October 2011 as its Chief Marketing Officer. He was previously Senior Vice President of Marketing and Products at Register.com, a web domain company, from January 2010 until its acquisition by the Company in July 2010. Prior to Register.com, he was General Manager for Online at Affinova, a consumer analytics company. From 2004 to 2007, he held several management positions at American Express, a financial services company, with his most recent position being Vice President of Marketing of the Consumer Card Group. He has a B.A. from the University of Michigan.

Kevin M. Carney has served as the Company's Executive Vice President and Chief Financial Officer since October 27, 2011 and as Senior Vice President and Chief Financial Officer since January 2002. Mr. Carney served as director of finance from September 2000 until January 2002 and from August 1999 until June 2000. Mr. Carney was employed by Atlantic Partners Group, a private equity firm, from June 2000 until September 2000. Prior to joining us, Mr. Carney served as the chief financial officer of Atlantic Teleservices, a technology services company, from June 1998 until its acquisition by us in August 1999. Mr. Carney is a certified public accountant and holds a B.S. in accounting and finance from Boston College.

Roseann Duran has served as the Company's Executive Vice President and Chief People Officer since October 27, 2011, and as its Senior Vice President and Chief People Officer from August 2010. From March 2002 until August 2010, she was Senior Vice President and Chief Marketing Officer. Ms. Duran was managing partner and founder of Odyssey, Inc., a Company specializing in strategic planning and marketing for small businesses and internet companies from January 2001 until March 2002. From August 2000 until January 2001, Ms. Duran was Vice President of e-dr.com, a business-to-business internet company for eye care practitioners. Ms. Duran holds an undergraduate degree from Pennsylvania State University and an M.B.A. from the University of North Florida.

COMPENSATION DISCUSSION AND ANALYSIS

To provide context for our executives' fiscal year compensation, we provide below highlights of Web.com's performance for our 2014 fiscal year and a brief overview of our compensation program in fiscal 2014. We then describe our compensation philosophy and objectives, the compensation setting process, elements of compensation, compensation earned and paid for fiscal 2014 and other compensation-related policies. For fiscal 2014, our named executive officers (NEOs) were:

David L. Brown	Chief Executive Officer and President
Jason T. Teichman	Executive Vice President and Chief Operating Officer
Kevin M. Carney	Executive Vice President and Chief Financial Officer
Roseann Duran	Executive Vice President and Chief People Officer

Summary of Full Year 2014 Financial Results

As we reported, our full-year financial results were as follows:

- Total revenue, calculated in accordance with Generally Accepted Accounting Principles ("GAAP"), was \$543.9 million for 2014. Non-GAAP revenue, which adds back the impact of the fair value adjustment to acquired deferred revenue, was \$570.1 million for 2014.
- Operating income, calculated in accordance with GAAP, was \$37.7 million for 2014 and included a \$27.2 million negative impact related to the fair value adjustment to acquired deferred revenue and deferred expenses, as well as \$0.7 million in restructuring charges and corporate development expenses.
- GAAP net loss was \$12.5 million, or \$0.24 per diluted share, for 2014 and included the above-mentioned impact related to the fair value adjustment to acquired deferred revenue and deferred expenses, restructuring charges and corporate development expenses, a \$1.8 million loss related to the extinguishment of debt, and an income tax expense of \$21.5 million. Non-GAAP net income was \$130.8 million for 2014, or \$2.41 per diluted share.
- Adjusted EBITDA was \$161.9 million for 2014, representing a 28% annual adjusted EBITDA margin, respectively.
- Cash flow from operations was \$117.2 million for 2014.

While these results exceeded our 2013 performance, overall we did not meet our business plan for 2014. As a result of these and other circumstances, our stock price declined during 2014 to \$18.99 per share on December 31, 2014.

Highlights of Our 2014 Executive Compensation Programs

The highlights of our 2014 executive compensation programs include:

- Our annual cash incentive program is designed to reward our NEOs for achieving targeted corporate and individual performance goals. Because we did not achieve these results, no bonuses were paid to our NEOs for 2014 performance.
- The equity awards to our NEOs in 2014 consisted of a combination of stock options and restricted stock awards. Due to the decline in our stock price, the vested portions of those stock options are not exercisable. However, this emphasizes the important role that the restricted stock awards play under our long-term incentive program, because such awards balance some of the volatility in our stock, and serve a critical role in promoting retention of our executives.
- Pursuant to our Stock Ownership Guidelines, as of December 31, 2014, our Chief Executive Officer held equity with a value in excess of five times his base salary, our Chief Financial Officer and our Chief Operating Officer held equity with a value in excess of four times their base salary, and our Chief People Officer held equity with a value in excess of three times her base salary.
- Our NEOs are prohibited from engaging in short sales, transactions in put or call options, hedging transactions or other inherently speculative transactions in Web.com stock.

- Our Compensation Committee concluded that the risks arising from our employee compensation programs do not encourage excessive and unnecessary risk taking, and that the level of risk they do encourage is not reasonably likely to have a material adverse effect on the Company.

Compensation Philosophy and Objectives

The goal of our compensation programs is to ensure that we have the talented executives and employees that we need to achieve our strategic plans and deliver financial returns to stockholders over the short and long term. To do this, we need to attract and retain talented managers and employees, and to compensate them in a way that encourages and rewards their performance. Our compensation programs include salaries, an annual cash incentive plan that rewards annual (short-term) performance, and a long-term equity plan that links the value the executive receives to the value of our company as measured by our stock price and company performance. Awards are balanced between short-term and long-term compensation to incent our executives to achieve superior operating and financial results every year, while at the same time, achieving longer-term strategic objectives to drive stockholder value.

Occasionally the Compensation Committee may grant one-time equity awards for our executives under circumstances to recognize certain achievements, provide additional recognition or retention, or for other reasons. No such awards were granted to our NEOs in 2014.

Consistent with our philosophy of paying for performance, the compensation earned by our executives is closely linked to our achievements and increases in stockholder value. The Compensation Committee believes that our compensation programs give our NEOs appropriate incentives, based on each officer's responsibilities, achievements and ability to contribute to our performance and make significant contributions toward creating stockholder value. The Compensation Committee believes that our compensation structure and practices encourage management to work for real innovation, business improvements and outstanding stockholder returns, without taking unnecessary or excessive risks.

We believe that the compensation programs for our NEOs should:

- provide a means for us to attract, retain and reward talented executives who will contribute to our long-term success;
- incentivize our NEOs to achieve our business objectives; and
- align the financial interests of our NEOs with those of our stockholders.

To achieve these objectives, we use a mix of compensation elements, including:

- base salary;
- annual cash incentives;
- long-term equity incentives;
- employee benefits and limited perquisites; and
- change of control benefits and severance.

In determining the amount and form of these compensation elements, the Compensation Committee may consider a number of factors in any given year, including:

- Compensation levels paid by companies in our peer group and as reflected in published survey data, with a particular focus on having the target total cash and equity compensation levels at or around the 75th percentile of the compensation paid to similarly situated officers in the marketplace (assuming exceptional performance by the Company). We believe this approach helps us to compete in hiring and retaining the best possible talent while at the same time maintaining a reasonable and responsible cost structure;
- Corporate and individual performance, as we believe this encourages our NEOs to focus on achieving the Company's business objectives;
- Particular or unique business challenges that need to be addressed in any given year;

- Each NEO's role and responsibilities in relation to our other NEOs. In general, the Compensation Committee believes that the compensation paid to each executive should reflect the importance of his or her role to the Company as compared to the roles of the other executives, with internal pay equity also being considered as an important contributor to retention and a spirit of teamwork among our executives;
- The recommendations of our Chief Executive Officer and the Compensation Committee's independent compensation consultant; and
- Broader economic conditions, to ensure that our pay strategies are effective yet responsible, particularly in the face of any unanticipated consequences of the broader economy on our business.

As part of its deliberations in any given year, the Compensation Committee may review and consider materials such as our financial reports and projections, operational data, tax and accounting information, summary descriptions of the total compensation that may become payable to executives in various hypothetical scenarios, executive stock ownership information, our stock performance data, analyses of historical executive compensation levels and current Company-wide compensation levels, and the recommendations of the Chief Executive Officer and the Compensation Committee's compensation consultant.

Although the Compensation Committee reviews from time to time the values of vested equity awards held by, and equity award profits realized by our executives, the value of equity awards that were previously granted have no significant impact in the Compensation Committee's determination of current levels of cash or equity-based compensation.

Role of the Compensation Committee

Our Compensation Committee has general oversight and responsibility for the compensation policies and practices applicable to our executives, including the administration of our equity plans and employee benefit plans. The Compensation Committee establishes, reviews and modifies the compensation structure for our NEOs, although decisions regarding the compensation of our Chief Executive Officer are most often determined by the independent members of our Board of Directors, based on input and recommendations from the Compensation Committee.

For 2014, the Compensation Committee approved the base salaries, target bonus levels and equity awards for the NEOs other than our CEO. With respect to our Chief Executive Officer, the Compensation Committee presented its recommendations on base salary, target bonus levels and equity awards for the Chief Executive Officer to the independent, non-employee members of the Board for review and discussion. The Board approved the Compensation Committee's recommendations as presented.

We conducted our fourth advisory vote on executive compensation at our 2014 Annual Meeting. While this vote was advisory and therefore not binding on us, our Board or our Compensation Committee, we believe that it is important for our stockholders to have an opportunity to vote on this proposal on an annual basis as a means to express their views regarding our executive compensation philosophy, our compensation policies and programs, and our decisions regarding executive compensation, all as disclosed in our proxy statement. Our Board and our Compensation Committee value the opinions of our stockholders and, to the extent there is any significant vote against the compensation of our NEOs as disclosed in the proxy statement, we will consider our stockholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

At our 2014 Annual Meeting, our stockholders again showed strong support for our executive compensation pay and program. The stockholders approved, on an advisory basis, the compensation of our NEOs, as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, compensation tables and narrative discussion set forth in our 2014 annual proxy statement. Approximately 85% of the votes cast (excluding broker non-votes) were voted in favor of approving our executive compensation programs. Our Board and Compensation Committee reviewed these vote results and determined that no changes to our executive compensation policies and decisions were necessary at this time, given this level of significant shareholder support. In considering the results of this most recent favorable advisory vote on executive compensation, the Compensation Committee and our Board continue to believe that the Company's current executive compensation program has been effective in implementing the Company's stated compensation philosophy and objectives.

Role of the Compensation Consultant

For 2014, the Compensation Committee engaged Compensation & Leadership Solutions, LLC ("CLS") to act as its compensation consultant. The Compensation Committee directed CLS to provide its analysis of whether our existing compensation levels, strategy and practices were consistent with our compensation objectives and whether any modifications to our compensation

program for executive officers were appropriate to better achieve our objectives. As part of its engagement, CLS provided the Compensation Committee with the following services:

- reviewed and provided recommendations on the composition of the peer group;
- provided compensation data for similarly situated executive officers at the peer group companies as well as compensation survey data from published survey sources;
- conducted an annual review of the compensation arrangements for the NEOs and other senior officers, including providing advice on the design and structure of our annual management bonus plan and executive equity programs, including equity mix and target grant levels;
- provided advice on compensation for other senior officers;
- conducted a review of compensation for the Board, and provided recommendations to the Compensation Committee regarding the Board pay structure;
- updated the Compensation Committee on emerging trends and best practices in the area of executive and Board compensation; and
- reviewed this Compensation Discussion and Analysis for inclusion in the 2015 proxy statement.

CLS does not attend meetings of the Compensation Committee but confers with the Chairman of the Compensation Committee. In 2014, the Chairman of the Compensation Committee reviewed with all members of the Compensation Committee, with and without management present, the information that CLS provided to the Compensation Committee. As discussed below under “Role of Management,” our Human Resources, and Legal departments worked with CLS to provide CLS with the information it needed about us and our compensation programs in order for CLS to perform the analysis requested by the Compensation Committee.

Although the Compensation Committee retained the sole authority to direct, terminate or continue CLS’s services, the Company paid the cost of CLS’s services. CLS did not provide any other services to the Company in 2014.

Role of Management

Our Human Resources and Legal departments work with our Chief Executive Officer to design and develop compensation programs applicable to NEOs (other than the CEO) and other senior executives. Our Chief Executive Officer then recommends these programs to the Compensation Committee. These departments also work with the Chief Executive Officer to recommend changes to existing compensation programs, to recommend financial and other performance targets to be achieved under those programs, to prepare analyses of financial data, to prepare peer group data summaries, to prepare other Compensation Committee briefing materials and ultimately, to implement the decisions of the Compensation Committee. During 2014, members of these departments and the Chief Executive Officer also worked separately with CLS to provide information on proposals that management may make to the Compensation Committee, as well as to assist CLS with the collection of information necessary for it to perform its services to the Compensation Committee.

The Compensation Committee solicits and considers the Chief Executive Officer’s evaluation of the performance of each of the other NEOs as well as his recommendations for adjustments to their compensation. The evaluations and recommendations of the Chief Executive Officer are just one of the factors considered by the Compensation Committee in its deliberations, as described above under “Compensation Philosophy and Objectives.”

The Chief Executive Officer participated in the executive session of the Compensation Committee related to the determination of 2014 compensation to be awarded to the other NEOs, but he was not present for the Compensation Committee’s recommendations or the Board’s review and approval of his own compensation for 2014. Other members of management, including the Chief Financial Officer may attend portions of meetings of the Compensation Committee and the Board to provide information about or explanation of compensation recommendations. However, no NEO was present or participated directly in the Compensation Committee’s or the Board’s final determinations regarding the amount of any component of his or her own 2014 compensation.

Compensation Benchmarking

As noted above under “Compensation Philosophy and Objectives,” the Compensation Committee reviews relevant market and industry practices on executive compensation to balance the need to compete for talent with the need to maintain a reasonable and responsible cost structure, as well as with the goal of aligning the executive officers’ interests with those of the stockholders.

To assist the Compensation Committee in its deliberations on executive compensation in 2014, CLS collected and analyzed compensation data from the peer group approved by the Compensation Committee. CLS drew this data for peer group companies from individual company proxy filings. CLS also provided data drawn from published surveys. The Compensation Committee uses the survey data to review trends in compensation, as well as to provide a frame of reference. References in this Compensation Discussion and Analysis to the peer group company data are intended also to refer to the survey data, as applicable to the given decision.

Peer Group

In determining the peer group used for setting 2014 compensation, CLS worked with the Company’s Chief Executive Officer and Chief People Officer to develop a recommended list of peers for the Compensation Committee’s consideration. This recommended list contained companies that (1) are in the Internet software and services industry; (2) are similar in size to the Company based on revenues, total assets, and market capitalization; and (3) CLS and our management believes compete for talent with the Company. For fiscal year 2014, the Compensation Committee approved the recommended list of 14 peer group companies, without change from CLS’s recommendations:

Active Network, Inc.	Digital River Inc.	Valueclick Inc.
Comscore Inc.	Internap Network Services Corp.	Verisign Inc.
Concur Technologies, Inc.	LinkedIn Corp.	Vistaprint N.V. (now, Cimpress, NV)
Dealertrack Holdings Inc.	Pandora Media Inc.	WebMD Health Corp.
Demand Media Inc.	United Online Inc.	

Competitive Positioning

In general, the Compensation Committee aims to provide for target total direct compensation (cash plus equity) levels at or around the 75th percentile of the total direct compensation provided to similarly situated executives assuming exceptional performance. To achieve this 75th percentile positioning for target levels of compensation, the Compensation Committee generally sets the various compensation elements as follows:

- base salaries at or around the market median;
- target cash bonus compensation at a level such that, when combined with base salary, the target cash compensation is at the market 75th percentile; and
- target equity compensation at a level such that, when combined with target cash compensation, target total cash and equity compensation is at the market 75th percentile.

The Compensation Committee believes targeting total cash and equity compensation at the 75th percentile is appropriate to achieve the primary objectives of our executive compensation program, as described above.

The Compensation Committee’s approach to allocating compensation among the various components places significant emphasis on incentive compensation (both cash and equity), since base salaries are targeted at the median. In doing so, a significant portion of the NEOs’ total compensation is performance-based, and therefore “at risk.” This allocation helps to drive a “pay-for-performance” culture in which the NEOs know that their compensation, to a large extent, depends on Company performance well as their own individual performance. In assigning a value to target equity compensation, for these purposes, the Compensation Committee uses the actual grant value for restricted stock and restricted stock units and the estimated Black-Scholes value for options. Since incentive cash and equity awards have both upside opportunities and downside risks, our executives may not realize these target levels from the awards granted in any particular year.

In addition to considering market compensation data, the Compensation Committee considers other factors, such as economic conditions, individual performance, and internal pay equity in setting the compensation to be awarded to an NEO in any given year.

Individual negotiations may also play a role, especially as to newly-hired executives. We believe this approach helps us compete in hiring and retaining the best possible talent, while at the same time maintaining a reasonable and responsible cost structure.

Compensation Elements and Determination of Compensation in 2014

Base Salary

We provide base salary as a fixed source of compensation for our executives, allowing them a degree of certainty in the face of having a significant portion of their compensation “at risk.” The Compensation Committee recognizes the importance of base salaries as an element of compensation that helps to attract and retain our executives. Therefore, base salaries are set at levels that are market competitive. As noted above, the Committee generally targets base salary levels at the market median.

Each year, the Compensation Committee reviews the annual salaries for each of our NEOs, considering whether existing base salary levels continue to be at the market median. In addition to considering the market data, the Compensation Committee may consider other factors, including the salary level negotiated by an executive in his or her existing employment agreement, broader economic conditions, our financial health, and whether the Compensation Committee is generally satisfied with an executive’s past performance and expected future contributions.

For 2014, our Compensation Committee determined not to make any adjustments to base salary for most of our NEOs, but did increase Mr. Teichman’s base salary to bring it more in line with the Committee’s goal of targeting base salary at the market median. As adjusted, Mr. Teichman’s base salary was brought to 97% of the market median.

Name	2013 Base Salary(\$)	2013 Salary As % Of Peer Group Median	2014 Base Salary(\$)	2014 Salary Increase
David L. Brown	560,000	97.6%	560,000	—
Jason T. Teichman	340,000	91.4%	360,000	\$20,000
Kevin M. Carney	350,000	98.8%	350,000	—
Roseann Duran	260,000	98.1%	260,000	—

Annual Cash Incentives

Variable Cash Compensation. In addition to earning a base salary, the NEOs are eligible to earn additional cash compensation through annual (that is, short term) variable cash bonuses. We have structured our annual cash bonus program so that our executives’ cash compensation is significantly impacted by our overall financial performance, and by our executives’ achievement against, or contributions to, our corporate and individual performance objectives. The Compensation Committee sets target bonus goals at a level that it believes motivates executives to achieve Company-wide operating and strategic objectives and to perform at the highest levels of their individual abilities. The Compensation Committee also recognizes the important role that variable cash compensation plays in attracting and retaining our executives, and therefore has set target bonus levels so that target total cash compensation falls at or near the 75th percentile for total cash compensation, assuming exceptional performance.

Determining the Target Bonus Opportunity. Consistent with market practice, in determining the target bonus opportunity (expressed as a percent of base salary) for each NEO, the Compensation Committee sets the target annual bonus opportunity for our Chief Executive Officer higher than the target bonus percentages for our other NEOs, thereby reflecting the Committee’s philosophy that the target bonus percentages should increase as the executive’s level of responsibility increases.

In January 2014, the Compensation Committee approved the 2014 target bonus percentages for each of our NEOs. Using as its guideline that, when taken together with target salary amount for exceptional performance (and in the case of the CEO, in connection with the Board), target bonuses should be at approximately the market 75th percentile for target cash compensation for similar executives, the Compensation Committee increased the target annual bonus levels for Messrs. Brown, Carney and Teichman, with no change being made to Ms. Duran’s target bonus level.

Name	2013 Target Bonus as % of Base Salary (%)	2014 Target Bonus as % of Base Salary (%)	% of Change From 2013	2014 Actual Bonus as % of Target Bonus	2014 Cash Bonus Paid (\$)
David L. Brown	145	150	5	—	—
Jason T. Teichman	90	95	5	—	—
Kevin M. Carney	85	95	10	—	—
Roseann Duran	75	75	—	—	—

Setting Goals and Objectives under the Annual Incentive Plan. The Compensation Committee generally starts the process of determining the corporate and individual performance goals by which performance will be measured under the bonus program in the last quarter of the preceding fiscal year. As part of this analysis, the Compensation Committee considers the likely bonus payouts for that ongoing fiscal year. In the first quarter of the next fiscal year, the Compensation Committee reviews with our Chief Executive Officer the prior year's financial results, budgets for the applicable year, and economic and the market data provided by its compensation consultant. The Chief Executive Officer then makes a recommendation to the Compensation Committee on the Company and individual goals for each NEO for the current year. The Compensation Committee reviews these recommendations, and makes the final determination of the corporate and individual performance goals for the applicable year, as well as the target bonus percentages.

In setting the goals for the year, the Compensation Committee also considers corporate and individual performance but without reliance on specific formulas. The Compensation Committee may modify these goals at any time during the year but did not do so during 2014. The Compensation Committee generally does not assign a particular weight to, or ascribe a specific dollar value to, any one of the corporate goals or individual performance achievements.

Evaluating Fiscal Year Performance under the Annual Incentive Plan. At the close of the applicable fiscal year, the Compensation Committee comes to a general conclusion as to whether the corporate goals were met, whether the executive has performed his or her duties in a satisfactory manner, and whether there were any other extraordinary factors that should be considered in determining the amount of bonus earned for the year. The Compensation Committee may decide to pay bonuses to the executive officers even if our performance goals are not met in recognition of the executive's individual performance throughout the year. In making the final decision on the amount of bonuses earned, if any, the Compensation Committee considers the review of the year-end financial results, the performance reviews for the reporting executive officers given by the Chief Executive Officer, as well as the Compensation Committee's review of the Chief Executive Officer's performance. In sum, the amount of variable compensation that is actually earned by the NEOs is a discretionary determination made by the Compensation Committee without the use of pre-determined formulas. The Compensation Committee believes that maintaining discretion to evaluate our performance and the executive's performance at the close of the year based on the totality of the circumstances, and to award or fail to award bonus compensation without reliance on rote calculations under set formulas, is appropriate in responsibly discharging its duties.

Financial Goals Set for 2014 Annual Performance. In January 2014, the Board selected the achievement of \$139.6 million of non-GAAP income and \$595 million of non-GAAP revenues, as the primary corporate exceptional performance goals for 2014 (together, the "Financial Goals"). The Board selected these Financial Goals because it felt they would be the best indicators of achievement of our 2014 aspirational operating plan, and the factors that would be most critical to increasing the value of our common stock, thereby aligning the financial interests of the NEOs with those of the stockholders. If we did not achieve both Financial Goals, the Compensation Committee still had the discretion to award bonuses. Exceeding Financial Goals could result in bonus payouts above the target levels.

In light of the importance of the Financial Goals and the critical nature of the NEOs roles in achieving the Financial Goals, there were no specific individual performance goals set for any of the NEOs for 2014. Instead, the Compensation Committee decided that it would take into account each NEO's individual performance over the course of the year, based on a holistic consideration of the officer's contributions to results, but the primary determinant of bonus payouts for 2014 would be whether, and to what extent, the Financial Goals were achieved.

Evaluation of Company's Achievement of 2014 Financial Goals. In January of 2015, the Compensation Committee considered the Company's performance on the Financial Goals set at the beginning of 2014 to determine actual payouts of bonus compensation to the NEOs. The Company's actual performance on the 2014 Financial Goals was \$570.1 million of non-GAAP revenue and \$130.8 million of non-GAAP income. Based on these results, the Compensation Committee recommended, and the Board approved, no bonus payouts to any of the NEOs for 2014, without considering the individual performance of any NEO.

Name	2014 Base Salary (\$)	2014 Annual Target Bonus %	2014 Target Bonus (\$)	2014 Annual Bonus Paid (\$)
David L. Brown	560,000	150	840,000	—
Jason T. Teichman	360,000	95	342,000	—
Kevin M. Carney	350,000	95	332,500	—
Roseann Duran	260,000	75	195,000	—

Adjustment of Target Bonus Percentages for 2015. In January of 2015, the Compensation Committee reviewed the target bonus percentages and reduced them for each of the NEOs as follows: Mr. Brown (from 150% in 2014 to 100% for 2015); Messrs. Carney and Teichman (from 95% in 2014 to 50% for 2015); and Ms. Duran (from 75% in 2014 to 35% for 2015). In making these adjustments, the Committee determined that target bonus percentages corresponding more closely to 50th percentile of our peer performance and compensation levels were appropriate, as opposed to the Company's historical philosophy of targeting the 75th percentile total cash compensation for exceptional performance.

Long Term Equity Compensation

The Compensation Committee believes that equity compensation is an integral component of our efforts to attract and retain exceptional executives, senior management and employees. The Compensation Committee also believes that properly structured equity compensation works to align the long-term interests of our executives with those of our stockholders, and creates a strong, direct link between employee compensation and stock price appreciation. In addition, the Compensation Committee believes that where our executives own a significant number of shares of our common stock, they will have additional incentive to act to maximize long-term stockholder value.

The Compensation Committee has generally made awards of equity compensation so that, when the value of the equity is added to target total cash compensation, the target total cash and equity compensation opportunity falls at or near the 75th percentile for target total cash and equity compensation of similar executives at our peer group companies, for exceptional performance.

In determining the mix of equity vehicles to be awarded in any one year, that is, the appropriate combination of stock options and restricted stock awards, the Compensation Committee generally considers the mix of awards granted by our peer group companies, the number of shares available in the stock plan reserves, and the Black-Scholes value of any stock options to be awarded.

Historically the Committee granted only stock options to the NEOs. These options have an exercise price equal to the fair market value of the common stock on the date of grant, and vest based on continued service over a specified period (typically, four years). Because of the way the stock options awards are structured, options provide a return to the executive only if he or she remains employed by us, and then only if the market price of our common stock appreciates over the term of the option.

Over the past five years, the Committee has also granted restricted stock awards to our executive officers. Restricted stock awards provide some level of certain return, which the Compensation Committee believes has been necessary in recent years due to the volatility of the stock market generally, and our stock price in particular. These awards generally vest based on continued service over a specified period (typically, four years), which the Compensation Committee believes provides a retention incentive to our executives and also encourages them to think about longer-term stock price performance.

For 2014, the Compensation Committee selected an overall value of equity to be awarded to each NEO, with that value to be awarded in a mix of options and restricted stock awards covering an equal number of shares. The Compensation Committee believes that this is an appropriate mix of equity vehicles under our long-term incentive program, for the reasons noted above as to each type of award.

In making its determinations as to the aggregate value of the awards, the Compensation Committee considered the Chief Executive Officer's recommendations for the other executive officers, the recommendations of CLS, and market data provided by CLS regarding the target mix of equity awards granted by peer companies. Based on this information, the Compensation Committee chose to take the average of the value of the long-term incentive compensation awarded by our peer companies at the 75th percentile, for exceptional performance. For 2015, the Compensation Committee considered and awarded long-term equity compensation at the 50th percentile of our peer group in the form of one-half performance based restricted stock units (with performance metrics for 2015 consisting of non-GAAP revenue, non-GAAP earning per share and relative shareholder return) and one-half time based stock equity awards.

The table below sets forth the equity awards granted to our NEOs in January 2014. The Compensation Committee approved the awards to the NEOs other than the CEO. With respect to the CEO, the Compensation Committee recommended these awards to the independent, non-employee directors of the Board, which approved the award levels as set forth below:

Name	Dollar Value Awarded (\$)	Number of Shares Covered by a Stock Option	Number of Shares of Restricted Stock	Value Relative to 75th Percentile of LTI Awarded by Peer Companies
David L. Brown	4,760,000	100,000	100,000	107.5%
Jason T. Teichman	1,530,000	30,000	30,000	98.9%
Kevin M. Carney	1,575,000	31,000	31,000	104.2%
Roseann Duran	585,000	12,000	12,000	118.4%

Equity Compensation Policies

Grant Date Guidelines. In 2007, we adopted written guidelines setting forth the procedures for granting all equity awards. Under these guidelines, equity awards are generally made at regularly-scheduled Board or Committee meetings. However, as necessary to meet business needs, the Compensation Committee or the Board may grant equity awards outside of those regularly-scheduled meetings either by unanimous written consent, or at a telephonic meeting.

All stock option awards are granted with an exercise price equal to the fair market value of the underlying stock on the effective grant date (or, in accordance with the terms of our approved equity plans, the fair market value of the underlying stock on the date prior to the effective grant date, if an award is made on a non-trading day).

Stock Ownership Guidelines. Under stock ownership guidelines adopted by our Board in 2010 and amended on October 30, 2014, our NEOs must hold a “Required Market Value of Qualifying Shares” equal to a multiple of his or her base salary; that multiple was amended in 2014 and is now five in the case of our Chief Executive Officer, four for our Chief Operating Officer and Chief Financial Officer, and three for our Chief People Officer. All NEOs have three years to achieve the applicable ownership level. NEOs must hold company granted Qualifying Shares until they have met their applicable ownership level. For purposes of these guidelines, Qualifying Shares include:

- Shares owned separately by the NEO, or owned either jointly with, or separately, by his immediate family members residing in the same household;
- Shares held in trust for the benefit of the NEO or his immediate family members;
- Shares purchased in the open market;
- Shares held through our 401(k) Plan;
- 50% of vested in-the-money stock options;
- 75% of restricted stock awards; and
- 75% of restricted stock units.

Our Board reviews compliance with these guidelines during the first quarter of each year. As of December 31, 2014, all of the NEOs had met these required levels.

Policy Against Hedging or Pledging. We have a policy that prohibits our executive officers, directors and other members of management from engaging in short sales, transactions in put or call options, hedging transactions or other inherently speculative transactions with respect to our stock.

Severance Benefits. The employment of each of the NEOs is “at will.” However, each of the NEOs is eligible to receive severance benefits upon certain involuntary terminations of employment under the terms of their respective employment agreements, in the case of Messrs. Brown and Carney, and under the terms of the Company’s Executive Severance Plan, in the case of Mr. Teichman

and Ms. Duran. The terms of the employment agreements with the NEOs are discussed more fully below under the heading “Employment, Severance and Change of Control Agreements.” The terms of the Company’s Executive Severance Plan are discussed more fully below under the headings “Employment, Severance and Change of Control Agreements” and “Executive Severance Benefit Plan.”

The terms of the employment agreements and the Executive Severance Plan reflect our desire to maintain internal parity among the NEOs with respect to their potential severance benefits. The Compensation Committee considers these severance benefits critical to attracting and retaining high-caliber executives. In addition, the Compensation Committee believes that change of control severance benefits and accelerated vesting serve to minimize the distractions to an executive and reduce the risk that an executive officer leaves our employment before an acquisition is consummated. We believe that these existing arrangements are structured to allow our NEOs to focus on continuing normal business operations and, in the case of change of control benefits, on the success of a potential business combination, rather than worrying about how business decisions that may be in the best interest of our stockholders will impact their own financial security. In addition, these arrangements help ensure stability among the executive officer ranks, and will enable our executive officers to maintain a balanced perspective in making overall business decisions during periods of uncertainty.

Pursuant to his employment agreement negotiated in 2008, the severance benefits provided to our CEO include a tax “gross-up” payment, which we understand is viewed currently by some stockholders as a “poor pay practice,” although it was not uncommon at that time it was negotiated. We have not re-negotiated this provision with Mr. Brown in connection with other changes to his agreement because we believe that this provision was negotiated in good faith by our Compensation Committee at the time it was entered into. In addition, it was part of a larger compensation package that was determined to be consistent with market practices at that time, and that the Committee believes continues to be necessary to retain the services of Mr. Brown, who has played such a central role in the Company’s success over the last 15 years.

Other Employee Benefits. We provide only limited perquisites to the NEOs. In considering potential perquisites, the Compensation Committee reviews the cost to us as compared to the perceived value to us. Under the terms of his employment agreement, we continue to pay premiums under a life insurance policy purchased in 2008 for Mr. Brown, who holds the right to receive any death benefits that are paid under this policy. The face value of the policy is \$2,000,000. In addition, we pay for the cost of a supplemental disability insurance policy for Mr. Brown, which provides coverage in addition to that provided under our broad based disability insurance policy, so that under both policies combined, Mr. Brown will be eligible to receive 100% of his salary in the event of a disability.

These life and disability insurance policies were originally obtained as a result of negotiations with Mr. Brown over potential payments upon death or disability. The Compensation Committee decided that rather than pay severance upon disability or death out of our general assets, it was more cost effective to provide for these payments through insurance. The Compensation Committee believes that these limited perquisites are important for attracting and retaining key talent and are consistent with benefits provided by peer group companies. Mr. Brown also received a tax gross up payment of \$7,639.81 on the aggregate life insurance premiums for 2014, which the Compensation Committee believes is a minimal cost and consistent with the intention of providing Mr. Brown with the full value of the benefit of the insurance policies.

Non-Qualified Deferred Compensation Plan

The Company established the Web.com Group, Inc. Non-Qualified Deferred Compensation Plan (“NQDC Plan”) in 2012, for the purpose of providing a select group of our management or highly compensated employees, who contribute significantly to our future business success, with the opportunity to make deferrals of annual salaries and bonus compensation, and to receive discretionary matching contributions on a portion of those deferrals. These contributions are allocated to bookkeeping accounts under the NQDC Plan and credited with a notional return based on investment funds designated by participating employees, none of which provides above-market earnings. The NQDC Plan does not obligate us to make any particular level of contributions for the benefit of any participating employee; accordingly, the benefit amount payable under the NQDC Plan to any participating employee is not presently determinable.

Participants are at all times fully vested in the portion of their accounts under the NQDC Plan attributable to their own salary and bonus deferrals. Portions of such accounts attributable to Company matching contributions are 50% vested after two years of service, 75% vested after three years of service, and 100% vested after 4 years of service, although matching contributions will be 100% vested upon a change in control of the Company, a participant’s disability, or participant’s death.

Distribution of an account balance under the NQDC Plan, to the extent vested, occurs following the earliest of a participant’s attainment of normal retirement age, separation from service, death, or disability, the occurrence of a change in control of the Company, or the termination of the Plan. In addition, that portion of the account that is attributable to salary and bonus deferrals may be distributed on a distribution date specified in the participant’s deferral election. Distributions are made in the form of either a lump sum or

installments over a term not to exceed five years (or any other permissible schedule selected by the administrative committee and set forth in the participant's election notice), as elected by the participant.

Supplemental Executive Retirement Plan

The Company established the Supplemental Executive Retirement Plan ("SERP") in 2012, for the purpose of providing a select group of our management or highly compensated employees, who contribute significantly to our future business success, with supplemental retirement income benefits through our discretionary contributions. These contributions are allocated to bookkeeping accounts under the SERP and credited with a notional return based on investment funds designated by participating employees, none of which provides above-market earnings. The SERP does not obligate us to make any particular level of contributions for the benefit of any participating employee; accordingly, the benefit amount payable under the SERP to any participating employee is not presently determinable.

Participants become 50% vested in their SERP benefit after completing 15 years of service, with vesting increasing by 10% for each completed year of service after that, such that accounts become 100% vested upon completion of 20 years of service. Notwithstanding the foregoing schedule, participants become 100% vested in their SERP accounts upon a change in control of the Company, attainment of normal retirement age (completion of at least 5 years of service and attainment of at least age 62), disability, or death.

Vested account balances under the SERP may become distributable following a change in control of the Company, a participant's death or disability, or the later of a participant's separation from service and attainment of age 55. Distributions are made either in the form of a lump sum or installments over a term not to exceed 5 years (or any other permissible schedule selected by the administrative committee and set forth in the participant's election notice), as elected by the participant.

The Compensation Committee did not approve a contribution to the SERP for the year ended December 31, 2014.

Employee Benefits

We provide the following benefits to the NEOs, on the same terms and conditions as provided to all other eligible employees:

- health, dental insurance and vision;
- basic life insurance;
- medical and dependent care flexible spending account;
- short-and long-term disability, accidental death and dismemberment; and
- 401(k) Plan, with discretionary, non-discriminatory Company matching contributions.

We believe these benefits are consistent with benefits provided by the peer group companies and help us to attract and retain high quality executives.

Tax Deductibility of Executive Compensation

Section 162(m) of the Code places a limit of \$1 million on the amount of compensation deductible by a company in any one year with respect to compensation paid to its chief executive officer and the three next highest-paid officers (excluding the chief financial officer). Compensation that qualifies as "performance-based compensation" under Section 162(m) of the Code is generally exempt from this limitation. Stock options and other types of compensation based on performance criteria that are approved in advance by stockholders may qualify as performance-based compensation.

To maintain flexibility in compensating our executive officers in a manner that promotes varying corporate goals, the Compensation Committee has not adopted a policy that all compensation must be deductible. Under this policy, the stock options granted in 2014 are intended to qualify as performance-based compensation, although the restricted stock awards granted in 2014 do not so qualify. The Compensation Committee will continue to evaluate the effects of the compensation limits of Section 162(m) of the Code, and to grant compensation awards in the future in a manner that is believed to be consistent with the best interest of the Company and its stockholders.

Accounting Considerations

We account for equity compensation paid to our employees under the Financial Accounting Standards Board Accounting Standards Codification Topic 718, which requires us to estimate and record an expense over the service period of the equity award. Our cash compensation is recorded as an expense at the time the obligation is accrued. The accounting impact of our compensation programs is one of many factors the Compensation Committee considers in determining the structure and size of our executive compensation programs.

Compensation Recovery Policy

We have included clawback provisions in the employment agreements of our Chief Executive Officer and Chief Financial Officer, and in the Company's Executive Severance Plan for our Chief Operating Officer and our Chief People Officer, to attempt to recover cash bonus payments paid to them if the performance objectives that led to the determination of such payments were to be restated, or found not to have been met to the extent the Compensation Committee originally believed. Additionally, as a public company subject to the provisions of Section 304 of the Sarbanes-Oxley Act of 2002, if we are required as a result of misconduct to restate our financial results due to our material noncompliance with any financial reporting requirements under the federal securities laws, our Chief Executive Officer and Chief Financial Officer may be legally required to reimburse us for any bonus or other incentive-based or equity-based compensation they receive. Further, we will comply with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act and will modify our compensation recovery policy once the Securities and Exchange Commission adopts final regulations on the subject.

Risk Analysis of Compensation Plans

The Compensation Committee reviews the compensation policies generally applicable to all of our employees. Based on this review, the Committee believes that these policies do not encourage excessive and unnecessary risk-taking, and that the level of risk that they do encourage is not reasonably likely to have a material adverse effect on us. The design of the compensation policies and programs encourages the employees to remain focused on both our short-and long-term goals. For example, while the cash bonus plan measures performance on an annual basis, the equity awards typically vest over a number of years, which the Compensation Committee believes encourages our employees to focus on sustained stock price appreciation, thus limiting the potential for excessive risk-taking.

Compensation of Named Executive Officers

The following table shows for the fiscal year ended December 31, 2014, compensation awarded or paid to, or earned by, the Company's Chief Executive Officer and President, Executive Vice President and Chief Operating Officer, Executive Vice President and Chief Financial Officer, and Executive Vice President and Chief People Officer.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary(\$)	Bonus (\$) ⁽¹⁾	Option Awards (\$) ⁽²⁾	Restricted Stock (\$) ⁽²⁾	All Other Compensation (\$) ⁽³⁾	Total (\$)
David L. Brown Chief Executive Officer and President	2014	560,000	-	1,352,347	2,413,872	28,688	4,354,907
	2013	560,000	771,400	1,050,539	2,678,002	139,161	5,199,102
	2012	560,000	784,000	608,381	1,367,268	24,778	3,334,427
Jason M. Teichman Executive Vice President and Chief Operating Officer	2014	360,000	-	346,770	621,404	7,800	1,335,974
	2013	320,769	290,700	241,774	822,322	23,401	1,698,966
	2012	315,000	267,750	137,531	244,255	7,753	972,289
Kevin M. Carney Executive Vice President and Chief Financial Officer	2014	350,000	-	438,813	782,779	7,800	1,579,392
	2013	350,000	282,625	347,165	1,018,523	60,150	2,058,463
	2012	350,000	280,000	200,487	433,971	7,500	1,271,958
Roseann Duran Executive Vice President and Chief People Officer	2014	260,000	-	183,030	326,718	7,800	777,548
	2013	260,000	185,250	160,006	538,889	33,650	1,177,795
	2012	260,000	195,000	105,138	244,737	12,753	817,628

⁽¹⁾ No bonus was awarded to any NEO for 2014 performance. Bonuses for 2013 and 2012 were paid in early 2014 and 2013, respectively.

⁽²⁾ Amounts shown reflect the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are included in footnote 13 to the Company's audited financial statements for the fiscal year ended December 31, 2014 included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 28, 2015.

⁽³⁾ All "Other Compensation" includes the following payments made on behalf of the executives:

Name	Year	Life Insurance/ Disability Annual Premiums (\$)	Gross Up of Life Insurance Premiums (\$)	401(k) Matching Contributions (\$)	Non-Qualified Deferred Compensation Plan Matching (\$)	Supplemental Executive Retirement Plan (\$)	Total
David L Brown	2014	13,248	7,640	7,800	—	—	28,688
Jason Teichman	2014	—	—	5,525	2,275	—	7,800
Kevin M. Carney	2014	—	—	7,800	—	—	7,800
Roseann Duran	2014	—	—	7,800	—	—	7,800

GRANTS OF PLAN-BASED AWARDS IN 2014

Name	Grant Date	Estimated future payouts under non-equity incentive plan awards			All Other Stock Awards Number of Shares of Stock or Units (#) ⁽¹⁾	All Other Option Awards Number of Securities Underlying Options (#) ⁽²⁾	Exercise or Base Price of Option Awards (\$/ Sh)	Grant Date Fair Value of Stock and Options Awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)				
David L. Brown	1/30/2014	—	—	—	100,000	100,000	32.56	4,793,000
Jason T. Teichman	1/30/2014	—	—	—	30,000	30,000	32.56	1,491,900
Kevin M. Carney	1/30/2014	—	—	—	31,000	31,000	32.56	1,541,630
Roseann Duran	1/30/2014	—	—	—	12,000	12,000	32.56	596,760

⁽¹⁾ Award of restricted stock, under which restrictions lapse in equal annual installments over a four-year period based on continued service.

⁽²⁾ Awards of stock options, which vest in equal monthly installments over a period of four years, based on continued service.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END

Name	OPTIONS				STOCK AWARDS	
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Underlying Unexercised Options (#) Unexercisable ⁽¹⁾	Option Exercise Price (\$)	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(\$) ⁽³⁾
David L. Brown	184,620	—	8.92	1/25/2017	367,500	6,978,825
	134,162	—	8.74	5/13/2018	—	—
	145,415	—	5.40	2/4/2020	—	—
	101,366	4,667	9.97	2/2/2021	—	—
	131,042	53,958	13.29	2/8/2022	—	—
	93,917	102,083	15.96	1/30/2023	—	—
	20,833	79,167	32.56	1/30/2024	—	—
Jason T. Teichman	56,250	—	4.59	8/6/2020	90,000	1,709,100
	37,188	15,312	13.29	2/8/2022	—	—
	21,563	23,437	15.96	1/30/2023	—	—
	6,250	23,750	32.56	1/30/2024	—	—
Kevin M. Carney	25,000	—	11.25	2/24/2016	119,250	2,264,558
	70,000	—	8.92	1/25/2017	—	—
	46,000	—	8.74	5/13/2018	—	—
	27,500	—	5.40	2/4/2020	—	—
	36,417	1,583	9.97	2/2/2021	—	—
	42,500	17,500	13.29	2/8/2022	—	—
	31,146	33,854	15.96	1/30/2023	—	—
	6,458	24,542	32.56	1/30/2024	—	—
Roseann Duran	15,000	—	11.25	2/24/2016	49,000	930,510
	—	—	8.92	1/25/2017	—	—
	7,000	—	5.40	2/4/2020	—	—
	15,333	667	9.97	2/2/2021	—	—
	21,250	8,750	13.29	2/8/2022	—	—
	11,500	12,500	15.96	1/30/2023	—	—
	2,500	9,500	32.56	1/30/2024	—	—

(1) Stock options vests in equal monthly installments over a four year period measured from the date of hire, and the exercise price of the stock option is the closing price of the Company's stock on the effective date of the grant.

(2) Each award vests monthly in equal installments over a four-year period from the date of grant, subject to continued service.

(3) Based on \$18.99, the closing price of Company stock on December 31, 2014.

OPTION EXERCISES AND STOCK VESTED

Name	OPTION AWARDS		STOCK AWARDS	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized On Vesting (\$)
David L. Brown	569,270	7,038,896	168,250	5,478,220 ⁽¹⁾
Jason T. Teichman	—	—	43,125	1,166,775 ⁽²⁾
Kevin M. Carney	112,500	2,279,625	55,750	1,815,220 ⁽³⁾
Roseann Duran	50,000	1,188,798	28,000	911,680 ⁽⁴⁾

(1) Based on \$32.56, the closing price of the stock on February 11, 2014. Mr. Brown surrendered 70,597 shares to cover the applicable tax obligation.

(2) For 24,375 shares, the value realized is based on \$32.56, the closing price of the stock on February 11, 2014, and for 18,750 shares, the value realized is based on \$19.90, the closing price of the stock on August 9, 2014. Mr. Teichman surrendered 14,615 shares to cover the applicable tax obligation.

(3) Based on \$32.56, the closing price of the stock on February 11, 2014. Mr. Carney surrendered 19,048 shares to cover the applicable tax obligation.

(4) Based on \$32.56, the closing price of the stock on February 11, 2014. Ms. Duran surrendered 11,746 shares to cover the applicable tax obligation.

NON-QUALIFIED DEFERRED COMPENSATION

The following table shows for the fiscal year ended December 31, 2014, certain information regarding non-qualified deferred compensation benefits for the Named Executive Officers.

The purpose of our Non-Qualified Deferred Compensation Plan (NQDC Plan) is to provide a select group of our management and other highly compensated employees, who contribute significantly to our future business success, with supplemental retirement income benefits through the deferral of annual salaries and bonus compensation and through additional discretionary matching contributions by us. The availability of this benefit helps us retain these key employees and to attract new key employees. We do not pay above-market earnings on these amounts.

The purpose of the SERP is to provide our management and other highly compensated employees, who contribute significantly to our future business success, with supplemental retirement income benefits through discretionary contributions. The availability of this benefit helps us retain these key employees and to attract new key employees. The Compensation Committee did not approve a contribution to the SERP for 2014.

Name	Executive Contributions (\$)	Registrant NQ Contributions (\$)	Registrant SERP Contributions (\$)	Aggregate Earnings (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last FYE (\$)	Aggregate Vested Balance Last FY (\$)
David L. Brown	6,006	—	140,000	17,178	—	313,178	228,034
Jason T. Teichman	6,448	—	15,750	3,338	—	69,301	33,720
Kevin M. Carney	6,006	—	52,500	7,947	—	150,979	103,347
Roseann Duran	6,006	—	50,000	6,664	—	115,190	115,190

EMPLOYMENT, SEVERANCE AND CHANGE OF CONTROL AGREEMENTS

Employment Agreements

Effective October 28, 2009, each of Mr. Brown and Mr. Carney entered into amended employment agreements, and effective July 28, 2010, Mr. Teichman entered into an employment letter (the “*Agreements*”). The *Agreements* provide as follows:

David L. Brown

Salary

Effective November 1, 2011, the Board of Directors, at the recommendation of the Compensation Committee increased Mr. Brown’s annual salary from \$445,000 to \$560,000.

Annual Bonus

Mr. Brown is eligible to earn an annual incentive bonus, as determined by the Compensation Committee. The annual target bonus amount will be set at 140%, or as amended by the Committee, of his annual base salary. On January 29, 2015, the Board set the annual target bonus amount at 100%. Mr. Brown must remain an active employee through the time the Committee determines bonus amounts for him to earn a bonus.

Benefits

The Company will pay for the grossed up premiums for Mr. Brown, for a life insurance policy with coverage at a minimum of \$2,000,000 and for a disability insurance policy with coverage at a minimum of 100% of Mr. Brown's base salary in effect at the time of disability.

Severance Benefits

In the event that, prior to a Change of Control (as defined in the amended and restated employment agreement), Mr. Brown is terminated without cause (as defined in the applicable agreement) or resigns with good reason (certain material adverse changes in the terms and conditions of his employment), Mr. Brown is entitled to the following, subject to Mr. Brown's execution of an effective release of claims in favor of the Company, and Mr. Brown's observation of his continuing obligations to the Company following termination:

(i) A lump sum severance payment to Mr. Brown in an amount equal to eighteen (18) months of Mr. Brown's then-current base salary plus 150% of the greater of (A) the Target Annual Bonus for the year in which the termination occurs or (B) the prior year's Target Annual Bonus actually earned by Mr. Brown, subject to withholdings and deductions, (ii) acceleration of the vesting of each then-outstanding, unvested equity award held by Mr. Brown as to that number of shares under each such award that would have vested in the ordinary course had Mr. Brown continued to be employed by the Company for an additional eighteen (18) months (or, if no shares would vest during such time under a specific award due to a cliff vesting provision, then the number of shares vesting and becoming exercisable pursuant to this paragraph shall equal the product of (A) the total number of shares subject to the award and (B) a fraction, the numerator of which is eighteen (18) plus the number of whole months that have elapsed between Mr. Brown's vesting commencement date and the date of termination, and the denominator of which is the total number of months in the vesting schedule), with such vesting occurring as of the date of Mr. Brown's termination, (iii) extension of the post-termination exercise period of all non-statutory stock options then held by Mr. Brown such that such options, to the extent vested, are exercisable until the earlier of (A) the original term expiration date for such award and (B) the first anniversary of Mr. Brown's termination date and (iv) if Mr. Brown timely elects the Consolidated Omnibus Budget Reconciliation Act of 1985 (hereinafter "COBRA") health insurance coverage, payment by the Company of Mr. Brown's COBRA premiums for eighteen (18) months following the date his employment terminates or until such earlier date as he is no longer eligible for COBRA coverage or he becomes eligible for health insurance coverage from another source (provided that Mr. Brown must promptly inform the Company, in writing, if he becomes eligible for health insurance coverage from another source within eighteen (18) months after the termination) with all amounts subject to regular withholding and deductions.

280G Gross-Up

The amended and restated employment agreement of Mr. Brown was modified such that he is entitled to receive a modified Code Section 280G gross-up in an amount not to exceed \$1,000,000.

Change of Control Benefits

In the event the Company undergoes a Change of Control, Mr. Brown is entitled to receive the following benefits, subject to Mr. Brown's execution of an effective release of claims in favor of the Company, immediately as of the Change of Control:

- The Company shall make a lump sum payment to Mr. Brown in an amount equal to eighteen (18) months of Mr. Brown's then-current base salary plus 150% of the greater of (A) the Target Bonus for the year in which the transaction occurs or (B) the prior year's Target Bonus actually earned by Mr. Brown, subject to withholdings and deductions, and the vesting of each equity award held by Mr. Brown immediately prior to such Change of Control transaction shall accelerate as to all of the then-unvested shares subject to each such award, effective as of immediately prior to the effective time of such Change of Control.

Kevin M. Carney

Salary

Effective November 1, 2011, the Compensation Committee increased Mr. Carney's annual salary from \$285,000 to \$350,000.

Annual Bonus

Mr. Carney is eligible to earn an annual incentive bonus, as determined by the Compensation Committee. The annual target bonus amount will be set at 80%, or as amended by the Committee, of his annual base salary. On January 28, 2015, the Compensation Committee set the annual target bonus amount at 50%. Mr. Carney must remain an active employee through the time the Committee determines bonus amounts for him to receive a bonus.

Severance Benefits

In the event that, prior to a Change of Control (as defined in the amended and restated employment agreement), Mr. Carney is terminated without cause (as defined in the applicable agreement) or resigns with good reason (certain material adverse changes in the terms and conditions of his employment), Mr. Carney is entitled to the following, subject to Mr. Carney's execution of an effective release of claims in favor of the Company, and Mr. Carney's observation of his continuing obligations to the Company following termination:

(i) A lump sum severance payment to Mr. Carney in an amount equal to twelve (12) months of Mr. Carney's then-current base salary plus 100% of the greater of (A) the Target Annual Bonus for the year in which the termination occurs or (B) the prior year's Target Annual Bonus actually earned by Mr. Carney, subject to withholdings and deductions, (ii) the vesting of each then-outstanding, unvested equity award held by Mr. Carney will accelerate as to that number of shares under each such award that would have vested in the ordinary course had Mr. Carney continued to be employed by the Company for an additional twelve (12) months (or, if no shares would vest during such time under a specific award due to a cliff vesting provision, then the number of shares vesting and becoming exercisable pursuant to this paragraph with respect to such award shall equal the product of (A) the total number of shares subject to the award and (B) a fraction, the numerator of which is twelve (12) plus the number of whole months that have elapsed between Mr. Carney's vesting commencement and the date of termination, and the denominator of which is the total number of months in the vesting schedule), with such vesting occurring as of the date of Mr. Carney's termination (such vesting, the "12 Month Vesting"), (iii) extension of the post-termination exercise period of all non-statutory stock options then held by Mr. Carney such that such options, to the extent vested, are exercisable until the earlier of (A) the original term expiration date for such award and (B) the first anniversary of Mr. Carney's termination date and (iv) if Mr. Carney timely elects COBRA health insurance coverage, reimbursement by the Company of Mr. Carney's COBRA premiums for twelve (12) months following the date his employment terminates or until such earlier date as he is no longer eligible for COBRA coverage or he becomes eligible for health insurance coverage from another source (provided that Mr. Carney must promptly inform the Company, in writing, if he becomes eligible for health insurance coverage from another source within twelve (12) months after the termination).

Change of Control Benefits

In the event the Company undergoes a Change of Control, Mr. Carney is entitled to receive the following benefits, subject to Mr. Carney's execution of an effective release of claims in favor of the Company, immediately as of the Change of Control:

- The vesting of each equity award held by Mr. Carney immediately prior to such Change of Control transaction shall accelerate as to 75% of his then-unvested shares subject to each such award, effective as of immediately prior to the effective time of such Change of Control. Notwithstanding the foregoing, in the event of a Change of Control in which either (A) the acquiring or surviving entity does not agree to assume or otherwise continue Mr. Carney's outstanding equity awards, or (B) the acquiring or surviving entity does assume or otherwise continue Mr. Carney's outstanding equity awards but such awards cease to cover shares of common stock that are readily tradable on an established securities market, then 100% of the shares subject to each then-outstanding unvested equity award held by Mr. Carney shall become fully vested and, as applicable, exercisable, effective as of immediately prior to the effective time of such Change of Control.
- If following the effective date of a Change of Control (as defined in the employment agreement) either (x) the Company (or its successor) terminates Mr. Carney's employment without cause (and other than as a result of Mr. Carney's death or disability), or (y) Mr. Carney resigns with good reason, and in either such case such event constitutes a "separation from service", then Mr. Carney shall be eligible to receive the severance benefits described above in "Severance Benefits" section, except that the vesting acceleration of each then-outstanding, unvested equity award held by Mr. Carney will

accelerate as to the greater of (A) the 12 Month Vesting or (B) 75% of Mr. Carney's then-unvested shares. Mr. Carney's receipt of these benefits is subject to his execution of an effective release of claims in favor of the Company.

Jason T. Teichman

Salary

In November of 2011, the Compensation Committee increased Mr. Teichman's annual salary from \$250,000 to \$315,000, increased it again in September of 2013 to \$340,000, and effective for 2014, to \$360,000.

Annual Bonus

Mr. Teichman is eligible to earn an annual incentive bonus, as determined by the Compensation Committee. The annual target bonus amount will be set at 85%, or as amended by the Compensation Committee, of his annual base salary. On January 28, 2015, the Compensation Committee set the annual target bonus amount at 50%. Mr. Teichman must remain an active employee through the time the Compensation Committee determines bonus amounts for him to receive a bonus.

Severance Benefits

Mr. Teichman is eligible to participate in the Executive Severance Benefit Plan of the Company (the "Severance Plan"), the terms of which are described below.

Roseann Duran

Salary

Effective November 1, 2011, the Compensation Committee increased Ms. Duran's annual salary from \$245,000 to \$260,000.

Annual Bonus

Ms. Duran's is eligible to earn an annual incentive bonus, as determined by the Compensation Committee. The annual target bonus amount will be set at 75%, or as amended by the Compensation Committee, of her annual base salary. On January 28, 2015, the Compensation Committee set the annual target bonus amount at 35%. Ms. Duran must remain an active employee through the time the Compensation Committee determines bonus amounts for her to earn a bonus.

Severance Benefits

Ms. Duran participates is eligible to participate in the Executive Severance Benefit Plan of the Company (the "Severance Plan"), the terms of which are described below.

Executive Severance Benefit Plan

The Executive Severance Benefit Plan covers certain officers (other than Messrs. Brown and Carney, and certain others who have employment agreements), and other key employees as designated by the Board. Benefits provided include cash severance payments and accelerated vesting of outstanding stock and options.

Termination Without Cause or Resignation for Good Reason. Under the Severance Plan, if an Eligible Employee's (as such term is defined in the Severance Plan), employment with the Company terminates without cause, or the Eligible Employee terminates his or her employment with good reason, the Eligible Employee is entitled to a lump sum severance payment to the Eligible Employee in an amount equal to six months of the Eligible Employee's then-current base salary (as defined in the Severance Plan), and 50% of the greater of (i) the Eligible Employee's Target Bonus (as such term is defined in the Severance Plan) for the year in which the termination occurs and (ii) the prior year's Target Bonus actually earned, subject to withholdings and deductions. Additionally, the Eligible Employee would be entitled to acceleration of six months' worth of vesting of the shares of stock held by the Eligible Employee and the shares of stock subject to any options held by the Eligible Employee, subject to adjustment in the event that no shares would vest under an award due to a cliff vesting provision. Further, we will pay any COBRA payments for six months.

Termination Without Cause or Resignation for Good Reason Following a Change of Control. Under the Severance Plan, if within eighteen months following a change of control an Eligible Employee's employment with the Company terminates without cause, or if the Eligible Employee terminates his or her employment with good reason, the Eligible Employee is entitled to the same

benefits as would be received in the event of a termination without cause or resignation for good reason (described above), except that instead of the acceleration of six months' worth of vesting of shares of stock held by the Eligible Employee, the vesting (and in the case of options' exercisability) of each then-unvested equity award held by the Eligible Employee shall be accelerated as to that number of shares equal to the greater of (i) the acceleration of six months' worth of vesting (and exercisability) and (ii) 50% of the then-unvested shares subject to such award, with such accelerated vesting (and exercisability) effective as of the termination of employment.

Change in Control Benefits

- Immediately prior to a Change of Control (as such term is defined in the Severance Plan), and subject to the Eligible Employee's continued employment with the Company through such time, 25% of the then-unvested shares subject to each then-outstanding equity award (or such lesser number as then remain unvested) held by the Eligible Employee shall become fully vested, and, as applicable exercisable.
- The vesting of each then-unvested equity award (including stock options) shall be accelerated as to that number of shares equal to the greater of (i) the 6 month acceleration and (ii) fifty percent (50%) of the then-unvested shares subject to such award, such accelerated vesting and exercisability effective as of the date of the Eligible Employee's termination of employment.
- In addition, in the event of a Change of Control in which either (i) the acquiring or surviving entity does not agree to assume or otherwise continue the Eligible Employee's outstanding equity awards, or (ii) the acquiring or surviving company does assume or otherwise continue the Eligible Employee's outstanding equity awards but such awards cease to cover shares of common stock that are readily tradable on an established securities market, then 100% of the shares subject to each then-outstanding unvested equity award held by the Eligible Employee shall become fully vested, and as applicable, exercisable .

Conditions to Receipt of Benefits. To be eligible to receive benefits under the Severance Plan, the Eligible Employee must execute a general waiver and release of claims in favor of the Company. If an Eligible Employee is terminated for cause or resigns without good reason, the Eligible Employee is ineligible for benefits under the Executive Severance Benefit Plan. Award held by the Eligible Employee shall become fully vested, and as applicable, exercisable.

Clawback

All of our employment agreements, and the Severance Plan, have been amended to provide for a clawback provision which provides that notwithstanding the terms of any agreement to the contrary, any portion of the payments and benefits provided under the agreement, as well as any other payments and benefits which the NEOs and other senior executives receive pursuant to a Company plan or other arrangement, shall be subject to a clawback to the extent necessary to comply with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act or any Securities and Exchange Commission rule.

2005 Equity Incentive Plan

Under the 2005 Plan, in the event of specified significant corporate transactions, such as a sale of all or substantially all of the Company's assets, a sale of at least 90% of the Company's outstanding securities, a merger in which the Company is not the surviving entity, or a merger in which the Company is the surviving entity, but the Company's common stock outstanding immediately prior to the transaction is exchanged or converted into other property, all outstanding stock awards under the 2005 Equity Incentive Plan may be assumed, continued or substituted for by any surviving or acquiring entity (or its parent company). If the surviving or acquiring entity (or its parent company) elects not to assume, continue or substitute for such stock awards, then (i) with respect to any such stock awards that are held by individuals whose service with us or the Company's affiliates has not terminated more than three months prior to the effective date of the corporate transaction, the vesting and exercisability provisions of such stock awards will be accelerated in full and such awards will be terminated if not exercised prior to the effective date of the corporate transaction, and (ii) all other outstanding stock awards will terminate if not exercised prior to the effective date of the corporate transaction. The Company's Board may also provide that the holder of an outstanding stock award not assumed in the corporate transaction will surrender such stock award in exchange for a payment equal to the excess of (i) the value of the property that the optionee would have received upon exercise of the stock award, over (ii) the exercise price otherwise payable in connection with the stock award.

2008 Equity Incentive Plan

Under the 2008 Plan, in the event of specified significant corporate transactions, such as a sale of all or substantially all of the Company's assets, a sale of at least 90% of the Company's outstanding securities, a merger in which the Company is not the surviving

entity, a merger in which the Company is not the surviving entity, or a merger in which the Company is the surviving entity, but the Company's common stock outstanding immediately prior to the transaction is exchanged or converted into other property, any surviving corporation or acquiring corporation (or the surviving or acquiring corporation's parent company) may assume or continue any or all outstanding stock awards under the 2008 Plan or may substitute similar stock awards for stock awards outstanding under the 2008 Plan (including but not limited to, awards to acquire the same consideration paid to the stockholders of the Company pursuant to the specified corporate transaction), and any reacquisition or repurchase rights held by the Company in respect of common stock issued pursuant to stock awards may be assigned by the Company to the successor of the Company (or the successor's parent company, if any), in connection with such specified corporate transaction. A surviving corporation or acquiring corporation (or its parent) may choose to assume or continue only a portion of a stock award or substitute a similar stock award for only a portion of a stock award. The terms of any assumption, continuation or substitution shall be set by the Board.

Except as otherwise stated in the 2008 Plan, in the event of a specified corporate transaction in which the surviving corporation or acquiring corporation (or its parent company) does not assume or continue such outstanding stock awards or substitute similar stock awards for such outstanding stock awards, then with respect to stock awards that have not been assumed, continued or substituted and that are held by participants in the 2008 Plan whose continuous service with the Company has not terminated prior to the effective time of the specified corporate transaction, the vesting of such stock awards (and, with respect to options and stock appreciation rights, the time at which such stock awards may be exercised) shall be accelerated in full to a date prior to the effective time of such specified corporate transaction (contingent upon the effectiveness of the corporate transaction) as the Board shall determine (or, if the Board shall not determine such a date, to the date that is five (5) days prior to the effective time of the corporate transaction), and such stock awards shall terminate if not exercised (if applicable) at or prior to the effective time of the corporate transaction, and any reacquisition or repurchase rights held by the Company with respect to such stock.

2014 Equity Incentive Plan

Under the 2014 Plan, in the event of specified significant corporate transactions, such as a sale of all or substantially all of the Company's assets, a sale of at least 90% of the Company's outstanding securities, a merger in which the Company is not the surviving entity, a merger in which the Company is not the surviving entity, or a merger in which the Company is the surviving entity, but the Company's common stock outstanding immediately prior to the transaction is exchanged or converted into other property, any surviving corporation or acquiring corporation (or the surviving or acquiring corporation's parent company) may assume or continue any or all outstanding stock awards under the 2014 Plan or may substitute similar stock awards for stock awards outstanding under the 2014 Plan (including but not limited to, awards to acquire the same consideration paid to the stockholders of the Company pursuant to the specified corporate transaction), and any reacquisition or repurchase rights held by the Company in respect of common stock issued pursuant to stock awards may be assigned by the Company to the successor of the Company (or the successor's parent company, if any), in connection with such specified corporate transaction. A surviving corporation or acquiring corporation (or its parent) may choose to assume or continue only a portion of a stock award or substitute a similar stock award for only a portion of a stock award. The terms of any assumption, continuation or substitution shall be set by the Board.

Except as otherwise stated in the 2014 Plan, in the event of a specified corporate transaction in which the surviving corporation or acquiring corporation (or its parent company) does not assume or continue such outstanding stock awards or substitute similar stock awards for such outstanding stock awards, then with respect to stock awards that have not been assumed, continued or substituted and that are held by participants in the 2008 Plan whose continuous service with the Company has not terminated prior to the effective time of the specified corporate transaction, the vesting of such stock awards (and, with respect to options and stock appreciation rights, the time at which such stock awards may be exercised) shall be accelerated in full to a date prior to the effective time of such specified corporate transaction (contingent upon the effectiveness of the corporate transaction) as the Board shall determine (or, if the Board shall not determine such a date, to the date that is five (5) days prior to the effective time of the corporate transaction), and such stock awards shall terminate if not exercised (if applicable) at or prior to the effective time of the corporate transaction, and any reacquisition or repurchase rights held by the Company with respect to such stock.

Summary of Estimated Payouts Upon a Separation or Change of Control

The table below estimates amounts payable upon a separation, change of control and a separation following a change of control as of December 31, 2014 for Messrs. Brown, Teichman and Carney, and Ms. Duran using \$18.99, the closing price of Company stock on that date:

Name	Termination Without Cause of Resignation for Good Reason (\$)	Change of Control (\$)	Termination Without Cause or Resignation for Good Reason Following a Change of Control (\$)
David L. Brown			
Cash Benefit	2,100,000 ⁽¹⁾	2,100,000 ⁽¹⁾	—
Stock Options	1,735,295 ⁽²⁾	2,432,267 ⁽³⁾	—
Restricted Stock	3,083,306 ⁽²⁾	4,230,752 ⁽³⁾	—
COBRA Premiums	24,102 ⁽⁴⁾	—	24,102
Total	<u>6,942,703</u>	<u>8,763,019</u>	<u>24,102</u>
Jason T. Teichman			
Cash Benefit	351,000 ⁽⁵⁾	—	351,000
Stock Options	166,965 ⁽⁶⁾	164,532 ⁽⁸⁾	329,065 ⁽¹⁴⁾
Restricted Stock	289,742 ⁽⁶⁾	287,616 ⁽⁸⁾	575,233 ⁽¹⁴⁾
COBRA Premiums	8,410 ⁽⁷⁾	—	—
Total	<u>816,117</u>	<u>452,148</u>	<u>1,255,298</u>
Kevin M. Carney			
Cash Benefit	682,500 ⁽⁹⁾	—	682,500
Stock Options	404,223 ⁽¹⁰⁾	583,973 ⁽¹²⁾	583,973 ⁽¹³⁾
Restricted Stock	720,593 ⁽¹⁰⁾	1,014,220 ⁽¹²⁾	1,014,220 ⁽¹³⁾
COBRA Premiums	16,618 ⁽¹¹⁾	—	16,618
Total	<u>1,823,934</u>	<u>1,598,193</u>	<u>2,297,311</u>
Roseann Duran			
Cash Benefit	227,500 ⁽⁵⁾	—	227,500
Stock Options	84,250 ⁽⁶⁾	77,488 ⁽⁸⁾	154,976 ⁽¹⁴⁾
Restricted Stock	145,818 ⁽⁶⁾	134,541 ⁽⁸⁾	269,083 ⁽¹⁴⁾
COBRA Premiums	2,999 ⁽⁷⁾	—	—
Total	<u>460,567</u>	<u>212,029</u>	<u>651,559</u>

- (1) Lump sum severance payment in an amount equal to 18 months of then-current base salary plus 150% of the greater of (A) the target bonus for the year in which the termination occurs and (B) the prior year's target bonus actually earned subject to withholdings and deductions.
- (2) Unvested equity awards held will accelerate as to the same extent as such awards would have been vested had employment continued for an additional 18 months.
- (3) Unvested equity awards held will accelerate and become immediately and fully vested.
- (4) Payment by the Company of COBRA premiums for a maximum of 18 months.
- (5) Severance payment in an amount equal to six months' salary, plus 50% of the greater of (A) the target bonus for the year in which the termination occurs and (B) the prior year's target bonus actually earned subject to withholdings and deductions.
- (6) Unvested equity awards will accelerate as to the same extent as such awards would have been vested had employment continued for an additional six months.
- (7) Reimbursement of COBRA premiums for a maximum of six months.
- (8) Unvested equity awards will accelerate as to 25% of the then unvested awards.
- (9) Lump sum severance payment in an amount equal to 12 months of then-current base salary plus 100% of the greater of (A) the target bonus for the year in which the termination occurs and (B) the prior year's target bonus actually earned subject to withholdings and deductions.
- (10) Unvested equity awards held will accelerate as to the same extent as such awards would have been vested had employment continued for an additional 12 months.
- (11) Reimbursement of COBRA premiums for a maximum of 12 months.
- (12) Unvested equity awards held will accelerate as to 75% of the then-unvested awards.
- (13) Unvested equity awards held will accelerate as to the greater of (A) the same extent as such awards would have been vested had employment continued for an additional 12 months or (B) 75% of the then-unvested awards.
- (14) Unvested equity awards will accelerate as to the greater of (A) the same extent as such awards would have been vested had employee continued for an additional six months or (B) 50% of the then-unvested awards.

REPORT OF COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

The following report of the Compensation Committee shall not constitute “soliciting material,” shall not be deemed “filed” with the SEC and is not to be incorporated by reference into any of the Company’s other filings under the Securities Act or the Exchange Act, except to the extent we specifically incorporate this report by reference therein.

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated into the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014.

COMPENSATION COMMITTEE

Hugh M. Durden, Chair

Timothy P. Cost

Philip J. Facchina

Timothy I. Maudlin

COMPENSATION OF DIRECTORS

During 2014, the compensation policy for our non-employee directors provided for the following cash payments:

Committee and Chair Fees	Quarterly Retainer (\$)
Board member	10,000
Lead director	2,000
Audit Committee member	1,875
Compensation Committee member	1,000
Nominating Committee member	375
Audit Committee Chair ⁽¹⁾	1,250
Compensation Committee Chair ⁽¹⁾	750
Nominating and Corporate Governance Committee Chair ⁽¹⁾	375

(1) Paid in addition to committee member fee.

The members of the Board are also eligible for reimbursement for their expenses incurred in attending Board and committee meetings in accordance with Company policy.

The following table provides information for fiscal 2014 compensation for non-employee directors who served during fiscal 2014:

Name	Fees Earned or Paid in Cash (\$)	Restricted Stock Awards (\$) ⁽¹⁾⁽²⁾	Stock Option Awards (\$) ⁽¹⁾⁽³⁾	Total (\$)
Hugh M. Durden	54,500	115,954	262,303	432,757
Timothy P. Cost	9,540	4,859	5,101	19,500
Philip J. Facchina	45,500	115,954	228,856	390,310
Anton J. Levy*	16,500	23,379	63,037	102,916
Timothy I. Maudlin	64,500	136,416	318,638	519,554
Robert S. McCoy, Jr.	50,500	115,954	248,222	414,676
Deborah H. Quazzo	49,000	116,667	229,535	395,202

* Mr. Levy was not nominated by the Nominating and Corporate Governance Committee and therefore did not stand for reelection at the 2014 annual meeting of stockholders and therefore his term expired on May 7, 2014.

- (1) The amounts shown reflect the aggregate grant date fair value expense computed in accordance with FASB ASC Topic 718. Assumptions used in the calculation of these amounts are included in Footnote 13 to the Company's audited financial statements for the year ended December 31, 2014, included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 28, 2014. All awards were granted immediately following the 2014 Annual Meeting of Stockholders.
- (2) On May 7, 2014, each of Messrs. Durden, Facchina, McCoy, Maudlin, and Ms. Quazzo received 4,250 shares of restricted stock with a grant date value of \$135,448, and on the same date, Mr. Maudlin received an additional 750 shares of restricted stock for his services as Lead Director with a grant date fair market value of \$23,902. Mr. Cost received 12,500 shares of restricted stock upon his appointment to the board on December 5, 2014 with a grant date value of \$223,375.
- (3) On May 7, 2014, each director was granted an option to purchase shares of our common stock in the following amounts and value: Mr. Durden, an option of 18,625 shares of common stock with a grant date fair market value of \$289,991; Mr. Facchina, an option of 16,250 shares of common stock with a grant date fair market value of \$253,013; Mr. Maudlin, an option of 22,625 shares of common stock with a grant date fair market value of \$352,271; Mr. McCoy, an option of 17,625 shares of common stock with a grant date fair market value of \$274,421; and Ms. Quazzo, an option of 16,250 shares of common stock with a grant date fair market value of \$253,013. All stock options were granted at an exercise price of \$31.87 per share. Mr. Cost was granted an option to purchase 25,000 shares of our common stock upon his appointment to the Board on December 5, 2014, with a grant date fair market value of \$219,250, with an exercise price of \$17.87.

Options granted to non-employee directors are intended by the Company not to qualify as incentive stock options under the Internal Revenue Code.

During 2014 the Company granted 4,250 shares of restricted stock to each non-employee director, and Mr. Maudlin received an additional 750 shares of restricted stock for his services as Lead Director. These shares were granted under the 2014 Equity Incentive

Plan of the Company. These grants were awarded immediately following the 2014 Annual Meeting of Stockholders, and they vest on the first anniversary of the date of grant.

As of December 31, 2014, the non-employees directors, had the following equity awards outstanding:

	Outstanding Restricted Stock Awards	Outstanding Restricted Stock Units Awards⁽¹⁾	Outstanding Stock Option Awards	Total
Hugh M. Durden	4,250	30,000	89,782	124,032
Philip J. Facchina	4,250	—	82,250	86,500
Timothy P. Cost	12,500	—	25,000	37,500
Timothy I. Maudlin	5,000	30,000	157,375	192,375
Robert S. McCoy, Jr.	4,250	30,000	97,375	131,625
Deborah H. Quazzo	4,250	—	82,250	86,500

(1) Messrs. Durden, Maudlin and McCoy were granted 30,000 restricted stock units in 2009, vesting in equal annual installments over a three-year period from the grant date of February 5, 2009 and as of December 31, 2014, they are fully vested and are payable in common stock upon retirement from the Board.

The Company's Stock Ownership Guidelines require each non-employee director to achieve ownership of a number of qualifying shares with a market value equal to a multiple of five (5) times their annual retainer amount (in effect upon the later of January 1, 2014 or the date he or she first becomes a director). The market value is the closing price of the stock on the Achievement Date (as that term is defined in the Stock Ownership Guidelines).

RELATED PARTY TRANSACTIONS-POLICY AND PROCEDURES

The Audit Committee has authority to review and approve all related party transactions as set forth in the Audit Committee Charter. To identify related party transactions, each year, the Company submits and require its directors and officers to complete Director and Officer Questionnaires identifying any transactions with us in which the executive officer or director or their family members have an interest. The related party transactions are reviewed due to the potential for a conflict of interest. A conflict of interest occurs when an individual's private interest interferes, or appears to interfere, with the Company's interests. In addition, the Nominating and Corporate Governance Committee determines, on an annual basis, which members of the Board are independent (as independence is currently defined in Rule 4200(a) (15) of the NASDAQ listing standards). The Nominating and Corporate Governance Committee reviews and discusses any relationships with directors that would potentially interfere with his or her exercise of independent judgment in carrying out the responsibilities of a director. Finally, the Company's Code of Conduct establishes the standards of behavior for all employees, officers, and directors.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Effective February 6, 2015, the Company elected Mr. John A. Giuliani to serve on its Board of Directors. Mr. Giuliani most recently served as President, Chief Executive Officer and Director of Conversant, a personalized digital marketing platform, which was sold to AllianceData in December 2014. Mr. Giuliani joined Conversant after the acquisition of Dotomi, a dynamic display ad optimization company, where he had served as Chief Executive Officer. During the year ended December 31, 2014, the Company purchased online advertising solutions from Dotomi and Conversant. The Company incurred \$0.7 million and \$2.0 million of expense related to services provided by Dotomi and Conversant, respectively, during the year ended December 31, 2014.

The Company outsources data center services to Quality Technology Services LLC ("QTS"). Prior to May 2014, General Atlantic LLC was one of the Company's greater than 5 percent shareholders, and had approximately a 50 percent ownership interest in QTS. This business relationship was an agreement between QTS and Network Solutions and was acquired by the Company as a result of the acquisition and commenced on October 27, 2011 upon the consummation of the acquisition. Effective May 2014, General Atlantic no longer held common shares greater than 5 percent of the total outstanding common shares and the affiliated board member no longer serves on the Company's Board of Directors. From January through May 2014, the Company incurred approximately \$0.6 million in expense related to QTS.

The Company outsourced telesales and marketing expenses to Red Ventures LLC ("Red Ventures"). General Atlantic LLC was one of the Company's greater than 5 percent shareholders, and also had a 25 percent ownership interest in Red Ventures. Mr. Levy, who served on our board from January 1, 2014 until his term expired on May 7, 2014, was an affiliate of General Atlantic LLC. The Company incurred approximately \$18.0 million of expense for sales and marketing services provided by Red Ventures during

the year ended December 31, 2012. Effective September 30, 2012, the Company elected to terminate its agreement with Red Ventures and transfer responsibility for Telesales operations from Red Ventures to Network Solutions. The Company incurred a transition buy-out fee of \$1.5 million which was recorded as a restructuring charge in the Consolidated Statement of Comprehensive Loss for the year ended December 31, 2012.

The Company owns one aircraft to facilitate the business travel of our executive officers and certain all other employees. In general, company employees are not permitted to use the aircraft for personal travel. In fiscal 2013, Mr. Brown entered into a "Time-sharing Agreement" with us, under which he reimburses us for all incremental costs incurred in connection with his personal use of our aircraft, in accordance with Federal Aviation Administration requirements. Under this arrangement, because Mr. Brown is paying the full incremental cost of his personal travel, he is not considered to be in receipt of any element of compensation that would require either the imputation of income under IRS rules, or compensation disclosure under SEC rules.

With these exceptions, from the beginning of 2014 until the present, there have been no (and there are no currently proposed) other transactions involving an amount in excess of \$120,000 in which the Company was (or is to be) a participant and any executive officer, director, 5% beneficial owner of the common stock or member of the immediate family of any of the foregoing persons had (or will have) a direct or indirect material interest, except the compensation arrangements described above for the named executive officers and directors and compensation arrangements with the other executive officers not required to be disclosed in this section by SEC rules and regulations.

OTHER MATTERS

The Board knows of no other matters that will be presented for consideration at the annual meeting. If any other matters are properly brought before the meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

By Order of the Board of Directors



Matthew P. McClure
Secretary

Date: March 27, 2015

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