

Support.com, Inc.  
Form DEF 14A  
April 19, 2019

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

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Support.com, Inc.  
(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

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(1)

Amount previously paid with preliminary materials:

Form, Schedule or Registration Statement No.:

Filing Party:

Date Filed:



SUPPORT.COM, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held On June 6, 2019

Dear Stockholder:

We cordially invite you to attend the 2019 Annual Meeting of Stockholders (the “Annual Meeting”) of Support.com, Inc. (“Support.com”, the “Company”, “we” or “our”) which will be held on Thursday, June 6, 2019 at 8:00 a.m., Pacific Time, at our offices located at 1200 Crossman Ave., Suite 210, Sunnyvale, California 94089.

We are holding the meeting for the following purposes, as more fully described in the accompanying proxy statement (the “Proxy Statement”):

1. To elect 4 directors to serve on the Board of Directors (the “Board”) until the 2020 annual meeting of stockholders, and thereafter until their successors are elected and qualified;
2. To approve, on an advisory basis, the Company’s named executive officer compensation programs and practices as described in this Proxy Statement;
3. To ratify the appointment of Plante & Moran PLLC (“Plante & Moran”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019; and
4. To transact such other business as may properly be brought before the meeting.

All stockholders are cordially invited to attend the Annual Meeting in person. Only stockholders of record as of the close of business on April 9, 2019 are entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements thereof. A complete list of stockholders entitled to vote at the Annual Meeting will be available at our offices located at 1200 Crossman Ave., Suite 210, Sunnyvale, California 94089 for 10 days before the meeting. Any stockholder of record in attendance at the Annual Meeting and entitled to vote may do so in person, even if such stockholder returned a proxy.

We are pleased to take advantage of the U.S. Securities and Exchange Commission rules that allow companies to furnish their proxy materials over the Internet. As a result, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials (the “Internet Availability Notice”) instead of a paper copy of this proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (the “2018 Annual Report”). The Internet Availability Notice contains instructions on how to access those documents over the Internet. The Internet Availability Notice also contains instructions on how to request a paper copy of our proxy materials, including this proxy statement, our 2018 Annual Report and a form of proxy card or voting instruction card, as applicable. We believe that this process will reduce the costs of printing and distributing our proxy materials and also provides other benefits.

**YOUR VOTE IS VERY IMPORTANT.** You are encouraged to vote by following the instructions included in this proxy statement or by following the instructions detailed in the Internet Availability Notice, as applicable. If you are

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able to attend the Annual Meeting and wish to vote in person, you may do so whether or not you have returned your proxy or voted by telephone or the Internet.

Sincerely,

/s/ Joshua E. Schechter  
Joshua E. Schechter

Chairman of the Board

Wilmington, Delaware  
April 19, 2019

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING TO BE HELD ON JUNE 6, 2019**

The Notice of Internet Availability of Proxy Materials, Proxy Statement and 2018 Annual Report on Form 10-K are available at <https://www.support.com/about-us/investor-relations/sec-filings> and [www.proxyvote.com](http://www.proxyvote.com).



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SUPPORT.COM, INC.

1521 Concord Pike (US 202), Suite 301, Wilmington, DE 19803

PROXY STATEMENT FOR  
2019 ANNUAL MEETING OF STOCKHOLDERS

To be Held on June 6, 2019

General

The Board of Directors (the “Board”) of Support.com, Inc. (“Support.com,” “the Company,” “we” or “our”) is soliciting proxies for the 2019 Annual Meeting of Stockholders of the Company (the “Annual Meeting”), to be held at our offices at 1200 Crossman Ave., Suite 210, Sunnyvale, California 94089, on Thursday, June 6, 2019, at 8:00 a.m., Pacific Time, and at any adjournments or postponements thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Stockholders.

The Company intends to commence mailing to all stockholders of record entitled to vote at the Annual Meeting the Notice of Internet Availability of Proxy Materials (the “Internet Availability Notice”) on or about April 19, 2019.

Our principal executive offices are located at the address listed at the top of the page, and the telephone number is (650) 556-9440. We also have offices at 1200 Crossman Ave., Suite 210, Sunnyvale, CA 94089.

Record Date, Voting and Quorum

Our Board fixed the close of business on April 9, 2019 as the Record Date for the determination of holders of our outstanding shares entitled to notice of, and to vote on, all matters presented at the Annual Meeting. Such stockholders will be entitled to one vote for each share held on each matter submitted to a vote at the Annual Meeting. As of the Record Date, there were approximately 18,955,264 shares of the Company’s common stock (“Common Stock”) issued and outstanding.

The required quorum for the transaction of business at the Annual Meeting is a majority of the shares of Common Stock issued and outstanding on the Record Date. Shares that are voted “FOR” or “AGAINST” a proposal or marked “ABSTAIN” are treated as being present at the Annual Meeting for purposes of establishing a quorum and are also treated as shares entitled to vote at the Annual Meeting. Broker “non-votes” are also included for purposes of determining whether a quorum of shares of Common Stock is present at the Annual Meeting. A broker “non-vote” occurs when a nominee holding shares of Common Stock for the beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner.

Required Vote

On all matters, each share of Common Stock held on the Record Date has one vote.

Proposal No. 1: Directors are elected by a plurality vote. Therefore, the nominees for the four (4) director seats who receive the most affirmative votes of shares outstanding as of the Record Date that are present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter will be elected to serve as directors. Neither broker “non-votes” nor abstentions are included in the tabulation of the voting results and, therefore, they do not have any effect on the voting results for Proposal No. 1.

Proposal No. 2: The proposal to approve the Company's named executive officer compensation is advisory and an affirmative vote of the holders of a majority of the outstanding shares as of the Record Date that are present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter will signify an approval. Broker "non-votes" are not included in the tabulation of the voting results and, therefore, they do not have any effect on the voting results for Proposal No. 2. Abstentions will have the effect of votes "AGAINST" Proposal No. 2.

Proposal No. 3: The proposal to ratify the appointment of Plante & Moran PLLC ("Plante & Moran"), as our independent registered public accounting firm for fiscal year 2019 requires the affirmative vote of the holders of a majority of the outstanding shares as of the Record Date that are present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter. Broker "non-votes" are not included in the tabulation of the voting results and, therefore, they do not have any effect on the voting results for Proposal No. 3. Abstentions will have the effect of votes "AGAINST" Proposal No. 3.



## Voting

Stockholders who have their shares in “street name,” meaning the name of a broker or other nominee who is the record holder, must either direct the record holder of their shares to vote their shares or obtain a proxy from the record holder to vote their shares at the Annual Meeting. Stockholders who have their shares in street name are also welcome to attend the Annual Meeting, however, because such stockholders are not the stockholder of record, they may not vote their shares at the Annual Meeting unless they request and obtain a valid proxy (sometimes referred to as a “legal proxy”) from their broker or other nominee who is the record holder.

Stockholders of record may vote their shares by:

By attending the Annual Meeting and voting their shares of Common Stock in person;

By MAIL - Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

By INTERNET - [www.proxyvote.com](http://www.proxyvote.com). Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

By PHONE - 1-800-690-6903 Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

Our Board is asking you to give your proxy to Richard Bloom, our President and Chief Executive Officer. Giving your proxy to Mr. Bloom means that you authorize Mr. Bloom to vote your shares at the Annual Meeting in accordance with your instructions. You may vote “FOR” or “AGAINST” the proposals, or abstain from voting. All valid proxies received prior to the Annual Meeting will be voted. All shares represented by a proxy will be voted, and where a stockholder specifies by means of the proxy a choice with respect to any matter to be acted upon, the shares will be voted in accordance with the specification so made. If no choice is indicated on the proxy, the shares will be voted (i) “FOR” the proposal to elect Richard Bloom, Brian Kelley, Bradley Radoff, and Joshua Schechter to the Board until our 2020 annual meeting of stockholders and thereafter until their successors are elected and qualified, (ii) “FOR” the proposal to approve, on an advisory basis, the Company’s named executive officer compensation, (iii) “FOR” the proposal to appoint Plante & Moran, or another comparable firm chosen by the Company, as our independent registered public accounting firm for fiscal year 2019, and (iv) as the proxy holders may determine in their discretion with respect to any amendments or variations to these matters and any other matters that properly come before the Annual Meeting.

## Revocability of Proxies

A stockholder of record giving a proxy has the power to revoke his or her proxy, at any time prior to the time it is voted, by:

delivering to our principal offices (Attention: Investor Relations) a written instrument that revokes the proxy;

submitting another properly completed proxy with a later date; or

attending the Annual Meeting and voting in person.

Simply attending the Annual Meeting will not constitute revocation of your proxy. If your shares are held in the name of a broker or other nominee who is the record holder, you must follow the instructions of your broker or other nominee to revoke a previously given proxy.

The form of proxy accompanying this Proxy Statement confers discretionary authority upon the named proxy holders with respect to any other matters that may properly come before the Annual Meeting. As of the date of this Proxy Statement, management knows of no such matters expected to come before the Annual Meeting that are not referred to in the accompanying Notice of Annual Meeting.



### Attendance at the Annual Meeting

Only holders of shares of outstanding Common Stock, their proxy holders, and guests we may invite may attend the Annual Meeting. If you wish to attend the Annual Meeting in person but you hold your shares through someone else, such as a broker, you must bring proof of your ownership and photo identification to the Annual Meeting. For example, you could bring an account statement showing that you beneficially owned shares of Common Stock as of the Record Date as acceptable proof of ownership. You must also contact your broker and follow its instructions in order to vote your shares at the Annual Meeting. If you hold your shares through a broker you may not vote your shares at the Annual Meeting unless you have first followed the procedures outlined by your broker.

### Solicitation of Proxies

In addition to solicitation by mail, our directors, officers and employees may solicit proxies by telephone, other electronic means or in person. These people will not receive compensation for their services, but we will reimburse them for their out-of-pocket expenses. We will bear the cost of printing and mailing proxy materials (as applicable), including the reasonable expenses of brokerage firms and others for forwarding the proxy materials to beneficial owners of Common Stock.

### Other Business

We are not currently aware of any business to be acted on at the Annual Meeting other than the matters discussed in this Proxy Statement. Under our amended and restated bylaws, business transacted at the Annual Meeting is limited to matters specified in the Notice of Annual Meeting (which is provided at the beginning of this Proxy Statement) or otherwise properly brought before the meeting by the Board or by a stockholder. If other matters properly come before the Annual Meeting, such as procedural matters incidental to the conduct of the Annual Meeting, or at any adjournment of the Annual Meeting, we intend that shares of outstanding Common Stock represented by properly submitted proxies will be voted by and at the discretion of the persons named as proxies on the proxy card.

**WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING IN PERSON, YOU ARE REQUESTED TO COMPLETE, DATE, AND SIGN THE PROXY CARD AND RETURN IT PROMPTLY, OR VOTE BY TELEPHONE OR VIA THE INTERNET BY FOLLOWING THE DIRECTIONS ON THE PROXY CARD. BY RETURNING YOUR PROXY CARD OR VOTING BY PHONE OR THE INTERNET PROMPTLY, YOU CAN HELP US AVOID ADDITIONAL EXPENSES REQUIRED TO ENSURE A QUORUM IS PRESENT AT THE ANNUAL MEETING. STOCKHOLDERS OF RECORD WHO ATTEND THE ANNUAL MEETING MAY REVOKE A PRIOR PROXY AND VOTE THEIR SHARES IN PERSON AS SET FORTH IN THIS PROXY STATEMENT.**





## DELIVERY OF DOCUMENTS TO STOCKHOLDERS SHARING AN ADDRESS

A number of brokers with account holders who are Company stockholders will be “householding” our proxy materials. A single set of proxy materials and annual report will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the 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 notify your broker or contact Broadridge Financial Solutions, Inc. by calling 1-866-540-7095 or in writing at 51 Mercedes Way, Edgewood, New York 11717, Attention: Householding Department. The Company undertakes to deliver promptly to a stockholder upon such written or oral request a separate set of proxy materials and annual report. Stockholders who currently receive multiple copies of the proxy materials at their address and would like to request “householding” of their communications should contact their broker. Registered stockholders may notify us by contacting Broadridge Financial Solutions, Inc. at the above telephone number or address.

## STOCKHOLDER MATTERS

### Stockholder Communications with our Board

Our Board believes it is in the best interest of the Company and our stockholders to maintain a policy of open communication between our stockholders and the Board. Accordingly, our Board has adopted the following procedures for stockholders who wish to communicate with the Board:

Stockholders who wish to communicate with the Board or with specified directors should do so by sending any communication to The Board of Directors, c/o Investor Relations, Support.com, Inc., at 1200 Crossman Ave., Suite 210, Sunnyvale, California 94089, or at 1521 Concord Pike (US 202), Suite 301, Wilmington, DE 19803; or by sending an email to IR@support.com.

Any such communication must state the number of shares beneficially owned by the stockholder making the communication. The Investor Relations department will forward such communication to the full Board or to any individual director or directors to whom the communication is directed, unless the communication is unduly hostile, threatening, illegal or similarly inappropriate, in which case the Investor Relations department (after consultation with the Company’s legal department, if appropriate) shall have the authority to discard the communication or take appropriate legal action regarding the communication.

### Stockholder Proposals

Pursuant to Rule 14a-8 of the Exchange Act, any proposal that a stockholder intends to present at the 2020 Annual Meeting of Stockholders (the “2020 Annual Meeting”), for inclusion in the proxy statement for the 2020 Annual Meeting, must be submitted to the attention of the Corporate Secretary at our offices, located at 1200 Crossman Ave., Suite 210, Sunnyvale, CA 94089, no later than December 20, 2019. In order to avoid controversy, stockholders should submit proposals by means (including electronic) that permit them to prove the date of delivery. In addition, our Amended and Restated Bylaws require that we be given advance written notice for nominations for election to our Board and of other business that stockholders wish to present for consideration at an annual meeting of stockholders (other than those proposals of business intended to be included in our proxy statement in accordance with Rule 14a-8 under the Exchange Act). The required notice must be delivered by the stockholder and received by our Corporate Secretary at our offices, located at 1200 Crossman Ave., Suite 210, Sunnyvale, CA 94089, and must otherwise meet the requirements set forth in our Amended and Restated Bylaws. The required notice must be made in writing and delivered or mailed by first class United States mail, postage prepaid, to our Corporate Secretary at our principal

offices, and received not later than the close of business on April 6, 2020 but not before March 7, 2020, which is not less than sixty (60) calendar days nor more than ninety (90) calendar days prior to the first anniversary of the Annual Meeting. However, in the event the 2020 Annual Meeting is scheduled to be held on a date before May 7, 2020, or after August 5, 2020, which are dates thirty (30) calendar days before or sixty (60) calendar days after the first anniversary of the Annual Meeting, then such advance notice must be received by us not later than the close of business on the later of (1) the close of business on the 60th calendar day prior to the 2020 Annual Meeting or (2) the close of business on the 10th calendar day following the day on which public disclosure of the date of the 2020 Annual Meeting is made, whichever first occurs (or if that day is not a business day for the Company, on the next succeeding business day). For each matter the stockholder proposes to bring before the 2020 Annual Meeting, the stockholder's notice to our corporate secretary must include specific information called for in our Amended and Restated Bylaws.

If a stockholder who wishes to present a proposal before the 2020 Annual Meeting outside of Rule 14a-8 of the Exchange Act fails to notify us by the required date, the proxies that our Board solicits for the 2020 Annual Meeting will confer discretionary authority on the person named in the proxy to vote on the stockholder's proposal if it is properly brought before that meeting subject to compliance with Rule 14a-4(c) of the Exchange Act. If a stockholder makes timely notification, the proxies may still confer discretionary authority to the person named in the proxy under circumstances consistent with the Securities and Exchange Commission's (the "SEC") proxy rules, including Rule 14a-4(c) of the Exchange Act.



## CORPORATE GOVERNANCE

### Corporate Governance Guidelines

The Board is committed to sound and effective corporate governance practices designed to serve the best interests of the Company and our stockholders. These governance principles and procedures are reflected in our Corporate Governance Guidelines (the “Guidelines”). Among other matters, the Guidelines address the composition of the Board, Board operations, director qualifications and independence, director responsibilities, Board committees, Board and management evaluation, and management succession planning. The Guidelines are available on our website at:

[https://www.support.com/pdf/Corporate\\_Governance\\_Guidelines.pdf](https://www.support.com/pdf/Corporate_Governance_Guidelines.pdf)

Copies of the Guidelines are also available in print upon written request to Support.com, Inc., Attention: Corporate Secretary, 1200 Crossman Ave., Suite 210, Sunnyvale, California 94089.

### Stock Ownership Guidelines

To further align the interests of our executive officers and non-employee directors with the interests of the Company’s stockholders, the Board has determined that such persons should hold shares of the Company’s Common Stock that have a fair market value commensurate with their respective roles with the Company. These guidelines ensure that all executive officers and non-employee directors have a significant personal investment in the Company through their ownership of shares in the Company. Our stock ownership guidelines are applicable to all executive officers who are required to file reports pursuant to Section 16 of the Exchange Act and require the following levels of stock ownership as a multiple of the individual’s respective base salary: Chief Executive Officer: 3X, Chief Financial Officer: 3X, and our other executive officers: 2X. Our stock ownership guidelines are also applicable to all non-employee directors and require that such persons own shares of Common Stock of the Company in an amount no less than three (3) times their annual cash retainer for their director service.

### Code of Ethics

Integrity is one of our core values. The Board has adopted a Code of Ethics and Business Conduct (the “Code of Ethics”) applicable to our employees, officers and directors. The Code of Ethics is designed to deter wrongdoing and to promote honest and ethical conduct. The Code of Ethics includes standards designed to ensure full, accurate, and timely disclosure in reports filed with the SEC, promote compliance with laws, eliminate or properly manage conflicts of interest, encourage prompt internal reporting of violations of the Code of Ethics, and ensure accountability for the adherence to the Code of Ethics. The Code of Ethics is available on our website at:

<https://www.support.com/pdf/Code-of-Ethics-and-Business-Conduct.pdf>

Copies of the Code of Ethics are also available in print upon written request to Support.com, Inc., Attention: Corporate Secretary, 1200 Crossman Ave., Suite 210, Sunnyvale, California 94089.

### Director Independence

It is our policy that a majority of our directors be independent. The Board has determined that three of our four directors are independent, namely Brian Kelley, Bradley Radoff, and Joshua Schechter, based on the listing standards of the NASDAQ Capital Market (“Nasdaq”) and applicable laws and regulations. Our Board has also determined that the only director who is standing for election to the Board and is not independent is Richard Bloom, our President and Chief Executive Officer.

## Board Leadership and Risk Oversight

The Board has determined that having an independent director serve as Chairman of the Board is in the best interest of stockholders at this time. As a result, positions of Chairman of the Board and Chief Executive Officer are generally not held by the same person. This structure promotes active participation of the independent directors in setting agendas and establishing priorities for the work of the Board. While the Board believes its current leadership structure is appropriate at this time, the Board may determine in the future that the positions of Chairman of the Board and Chief Executive Officer should be held by the same individual on a regular basis.

The Board is primarily responsible for the oversight of risks that could affect the Company. This oversight is conducted in part through committees of the Board, as disclosed in the descriptions of each of the committees below and in the charters of each of the committees, but the full Board has retained responsibility for general oversight of risks. The Board satisfies this responsibility by requiring each committee chairman to regularly report to the Board regarding the committee's considerations and actions, and by requiring officers responsible for the oversight of particular risks within the Company to report on a regular basis as well.

In addition to regular required reporting from committees and officers, the Board also consults with third-party advisors in order to maintain oversight of risks that could affect the Company, including reviews with the Company's independent registered public accounting firm and compliance experts for internal controls and tax, as well as outside counsel, independent compensation consultants, insurance brokers and others. These advisors are consulted on a periodic basis and as particular issues arise in order to provide the Board with the benefit of independent expert advice and insights on risk-related matters.

The Board conducts regularly scheduled meetings throughout the year, and also acts at special meetings and by unanimous written consent, as may be appropriate. During 2018, the Board held 7 meetings. During their respective terms, all directors attended at least 75% of the aggregate number of meetings of the Board and of the committees on which such directors served in 2018. Director attendance at the Company's Annual Meeting is encouraged but not required. All directors attended the 2018 annual meeting of stockholders.



#### Executive Sessions

Our independent directors meet at least four times per year in executive session without management or non-independent directors present.

#### Committees of the Board of Directors

Our Board delegates certain responsibilities to committees of independent directors. The Board has a standing Nominating and Corporate Governance Committee, Compensation Committee, and Audit Committee. Members of these committees are selected by the Board upon the recommendation of the Nominating and Corporate Governance Committee. The charter of each of these standing Board committees is available through our website at:

<https://www.support.com/about-us/investor-relations/corporate-governance/>

Committee charters are also available in print upon written request to Support.com, Inc., Attention: Corporate Secretary, 1200 Crossman Ave., Suite 210, Sunnyvale, California 94089.

#### Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee's primary functions are to seek and recommend to the Board qualified candidates for election or appointment to the Board, and to oversee matters of corporate governance, including the evaluation of the Board's performance and processes and assignment of members to committees established by the Board.

During 2018, the members of the Nominating and Corporate Governance Committee were Eric Singer (Chair), Joshua Schechter and Bradley Radoff. Mr. Singer resigned as director effective March 4, 2019. The Nominating and Corporate Governance Committee held three (3) meetings during 2018.

#### Compensation Committee

Our Compensation Committee's principal responsibilities are to determine all compensation of the Company's Chief Executive Officer and other officers who are reporting persons under Section 16 of the Securities Exchange Act of 1934 and the rules promulgated thereunder ("Section 16 Officers"); act as plan administrator for our equity incentive plans; review the annual performance of the Chief Executive Officer; and provide guidance to the Chief Executive Officer for the annual performance appraisals of other Section 16 Officers. The Compensation Committee may, by resolution passed by a majority of the members of the Compensation Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Compensation Committee and having powers as delegated by the resolutions of the Compensation Committee, but only to the extent permitted by applicable law or listing standard. Further, the Compensation Committee may delegate to the Company's Chief Executive Officer the authority to make grants of equity awards under the Company's stock plans to employees of the Company or any subsidiary thereof who are not members of the Board, the Chief Executive Officer or other Section 16 Officers.

During 2018, the members of the Compensation Committee were Eric Singer (Chair), Bradley Radoff and Brian Kelley. Mr. Singer resigned as director effective March 4, 2019. The Compensation Committee held five (5) meetings during 2018.

#### Audit Committee

The Audit Committee assists the Board in its general oversight of our financial reporting, internal controls and audit functions, and is directly responsible for the appointment, retention, compensation and oversight of the work of our independent registered public accounting firm. The Audit Committee's primary functions are to approve the provision of all auditing services and to approve the terms and fees of all non-audit services provided by the independent registered public accounting firm; meet and consult with the independent registered public accounting firm; advise and assist the Board in evaluating the independent registered public accounting firm; review the Company's consolidated financial statements to be included in filings with the SEC; supervise the Ethics Committee's review of related party transactions; and establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters.

During 2018, the members of the Audit Committee were Brian Kelley (Chair), Joshua Schechter and Eric Singer. Mr. Singer resigned as director effective March 4, 2019. The Board has determined that Mr. Kelley, an independent director based on the Nasdaq listing standards and applicable laws and regulations, is also a financial expert as defined under SEC rules. In addition, the Board has determined that each member of the Audit Committee is financially literate and has the requisite financial sophistication as required by the applicable Nasdaq listing standards. The Audit Committee held four (4) meetings during 2018.

Additional information regarding the Audit Committee is included in the "Report of the Audit Committee of the Board of Directors" below.





## Director Qualifications

The primary qualifications for service on the Board are a distinguished record of leadership and success, and an ability to make substantial contributions to the Board and Support.com. The Nominating and Corporate Governance Committee periodically reviews with the Board the appropriate skills and characteristics required of Board members, and will continue to do so as the Company and its needs continue to change as the Board pursues its various strategic initiatives for driving stockholder value creation.

Additionally, the Nominating and Corporate Governance Committee has determined that it will consider a number of other factors, skills and characteristics in evaluating candidates for the Board, such as:

The candidate's ability to comprehend our strategic goals and to help guide us towards the accomplishment of those goals;

The candidate's history of conducting his/her personal and professional affairs with the utmost integrity and observing the highest standards of values, character and ethics;

The candidate's time availability for in-person participation at board of directors and committee meetings;

The candidate's judgment and business experience with related businesses or other organizations of comparable size;

The knowledge and skills the candidate would add to the board of directors and its committees, including the candidate's knowledge of the SEC and Nasdaq regulations, and accounting and financial reporting requirements;

The candidate's ability to satisfy the criteria for independence established by the SEC and Nasdaq;

The candidate's business management and leadership experience;

The overall financial acumen of the candidate;

The candidate's technical knowledge;

The candidate's industry knowledge;

The functional experience of the candidate;

The risk management experience of the candidate;

The gender and cultural diversity of the candidate;

The makeup, skills and experience of the board as a whole; and

The interplay of the candidate's experience with the experience of other board members.

Further, the Board believes that it should be a diverse body. Accordingly, specific consideration is given to, among other things, diversity of background and the experience a candidate would bring to the Board, as stated in the Guidelines. The Board defines "diversity" broadly for this purpose to include both professional and personal backgrounds, skills sets and business perspectives, as well as in terms of the Company's standing policies promoting diversity and non-discrimination based on factors such as race, color, national origin, religion, sexual orientation and gender.

#### Director Nominations

The Nominating and Corporate Governance Committee considers and recommends candidates for Board membership. Candidates may be suggested by Board members, management, or our stockholders. The Nominating and Corporate Governance Committee also has, on occasion, retained third-party executive search firms to identify independent director candidates. After completing an evaluation and review of a director candidate, the Nominating and Corporate Governance Committee makes a recommendation to the full Board, and the Board determines whether the candidate should be nominated as a director.

The Nominating and Corporate Governance Committee will consider director candidates recommended by our stockholders. Such nominations should be directed to the Nominating and Corporate Governance Committee, c/o Corporate Secretary, at our offices at: 1200 Crossman Ave., Suite 210, Sunnyvale, California 94089.

#### Compensation Committee Interlocks and Insider Participation

None of the Company's named executive officers serves, nor at any time during 2018 served, as a member of the board or compensation committee of any other entity whose executive officer(s) serve as a member of the Company's Board or Compensation Committee.



### Section 16(a) Beneficial Ownership Compliance

Under the securities laws of the United States, the Company's directors, Section 16 Officers and any persons holding more than 10% of the Common Stock are required to report their initial ownership of Common Stock and any subsequent changes in that ownership to the SEC. Specific due dates for these reports have been established and we are required to identify in this Proxy Statement those persons who failed to timely file these reports. Based solely on a review of Forms 3, 4 and 5 and any amendments thereto furnished to us, each of Messrs, Bloom, Singer, Schechter, Kelley, and Radoff has one (1) late report with one (1) grant of restricted stock units that was not reported on a timely basis.

### Certain Relationships and Related-Party Transactions

We have a process for review and approval of any relationships and transactions in which we and our directors, officers, 5% stockholders or their immediate family members ("Related Persons") are participants to determine whether those Related Persons may have a direct or indirect material interest. We collect and update information about the affiliations of our Section 16 Officers and directors annually through Director & Officer Questionnaires and we maintain and use a list of known related parties to identify any transactions with Related Persons. In addition, at the close of each fiscal quarter we survey our Finance, Legal and executive staff for knowledge of transactions with Related Persons. Our Ethics Committee reviews any such related party transactions under the supervision of the Audit Committee. Our Ethics Committee is comprised of our General Counsel and our Principal Financial Officer and operates as described in the Code of Ethics.

There have been no related-party transactions since the beginning of fiscal 2018, and there are no currently proposed transactions, in either case in which (a) Support.com was a participant, (b) the amount involved exceeded \$120,000, and (c) any Related Person had a direct or indirect material interest.

### Anti-Hedging Policy

In accordance with our insider trading policy, we do not permit any directors or employees, including the executive officers, to trade in any interest or position relating to the future price of Support.com securities, such as short-sales, market options, or other transactions on derivatives of our securities.

### Anti-Pledging Policy

In accordance with our insider trading policy, we do not permit any directors or executive officers to enter into any new pledge or margin arrangements that use our Company's stock as collateral for a loan or other purposes, except with the prior approval of the Nominating and Corporate Governance Committee based on the demonstrated financial ability of such director or executive officer.

## DIRECTOR COMPENSATION

We compensate our independent, non-employee directors for serving on our Board. We did not pay Mr. Bloom, a Company employee, any additional compensation for serving on our Board in addition to his compensation as an employee. Our Board reviews from time to time the compensation we pay to our non-employee director and recommends, as appropriate, adjustments to such compensation. The compensation we pay to our non-employee director consists of two components: equity and a cash retainer.

Equity. On July 19, 2016, the Board determined that new directors would not receive option grants for 2016. Prior to that date, on the date that an individual first became a non-employee director, we granted him or her an option to

purchase 40,000 shares of Common Stock. These grants were made under the 2010 Equity and Performance Incentive Plan as Amended and Restated (the “2010 Stock Plan”). These options vest in equal monthly installments over a 48-month period. Options granted to non-employee directors have an exercise price equal to the closing price of Common Stock on Nasdaq on the date of grant and a term of 10 years.