

Viggie Inc.
Form DEF 14C
December 26, 2012

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

SCHEDULE 14C INFORMATION

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

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
- Definitive Information Statement

VIGGLE INC.
(Name of Registrant as Specified in Its Charter)

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

NOTICE OF WRITTEN CONSENT IN LIEU OF 2012 ANNUAL MEETING OF STOCKHOLDERS

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

Dear Stockholders:

Notice is hereby given to you that our board of directors has approved and the holders of a majority of the outstanding shares of our common stock have approved by written consent in lieu of an annual stockholders' meeting for the fiscal year 2012 the following corporate actions: (1) re-election of the following seven (7) incumbent directors to serve on the Company's board of directors until the next annual meeting of stockholders and until their respective successors are duly elected and qualified: (a) Robert F.X. Sillerman, (b) Benjamin Chen, (c) Peter Horan, (d) John D. Miller, (e) Mitchell J. Nelson, (f) Joseph F. Rascoff and (g) Harriet Seitler, (2) approval of an amendment to the Company's 2011 Executive Incentive Plan increasing the number of shares of common stock reserved and available for issuance thereunder from 15,000,000 to 30,000,000 shares, and (3) ratification of the appointment of BDO USA LLP to serve as the Company's independent registered public accounting firm for its fiscal year ending June 30, 2013.

Because the holders of a majority of the outstanding shares of our common stock, being 71.53 %, approved the foregoing corporate actions pursuant to a written consent, our board of directors believes it is not in the best interest of our company and stockholders to incur the costs of holding an annual stockholders' meeting for the fiscal year 2012 or of soliciting proxies or consents from additional stockholders in connection with these corporate actions. Based on the foregoing, our board of directors has determined not to call an annual stockholders' meeting for the fiscal year 2012.

This Notice, the accompanying Information Statement and our Annual Report on Form 10-K for the fiscal year ended June 30, 2012 is being made available on or about December 21, 2012 to all of our stockholders of record at the close of business on December 13, 2012.

In accordance with Rule 14c-2 of the Securities Exchange Act of 1934, as amended, the corporate actions will be effective no earlier than twenty (20) days after this Information Statement has been made available to our stockholders.

By Order of the Board of Directors,

Mitchell J. Nelson
Secretary

December 24, 2012

INFORMATION STATEMENT
OF
VIGGLE INC.

902 Broadway, 11th Floor
New York, New York

NOTICE OF WRITTEN CONSENT IN LIEU OF 2012 ANNUAL MEETING OF STOCKHOLDERS

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

Viggie Inc., a Delaware corporation (the “Company,” “we,” “our,” or “us”), is making this Information Statement available on or about December 21, 2012 to all of the Company’s stockholders of record as of December 13, 2012 (the “record date”). As of the record date, 76,470,041 shares of our common stock were issued and outstanding.

Each outstanding share of our common stock is entitled to one vote per share. Holders of 71.53% of the outstanding shares of our common stock have approved by written consent in lieu of an annual stockholders’ meeting (the “Written Consent”) the following corporate actions: (1) re-election of the following seven (7) incumbent directors to serve on the Company’s board of directors until the next annual meeting of stockholders and until their respective successors are duly elected and qualified: (a) Robert F.X. Sillerman, (b) Benjamin Chen, (c) Peter Horan, (d) John D. Miller, (e) Mitchell J. Nelson, (f) Joseph F. Rascoff and (g) Harriet Seitler, (2) approval of an amendment to the Company’s 2011 Executive Incentive Plan increasing the number of shares of common stock reserved and available for issuance thereunder from 15,000,000 to 30,000,000 shares, and (3) ratification of the appointment of BDO USA LLP to serve as the Company’s independent registered public accounting firm for its fiscal year ending June 30, 2013.

This Information Statement is being made available pursuant to the requirements of Rule 14c-2 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to inform holders of our common stock who were entitled to consent to the matters authorized by the Written Consent. This Information Statement also constitutes notice of the actions that have been approved pursuant to the Written Consent for purposes of Section 228 of the General Corporation Law of the State of Delaware (the “DGCL”).

Because holders of approximately 71.53% of the outstanding shares of our common stock have executed the Written Consent, no vote or consent of any other stockholder is being, or will be, solicited in connection with the authorization of the matters set forth in the Written Consent. Under the DGCL and our Bylaws, the votes represented by the holders signing the Written Consent are sufficient in number to elect directors and authorize the other matters set forth in the Written Consent, without the vote or consent of any other stockholder of the Company. The DGCL provides that any action that is required to be taken, or that may be taken, at any annual or special meeting of stockholders of a Delaware corporation may be taken, without a meeting, without prior notice and without a vote, if a written consent, setting forth the action taken, is signed by the holders of outstanding capital stock having not less than the minimum number of votes necessary to authorize such action.

Based on the foregoing, our board of directors has determined not to call an annual meeting of stockholders in the fiscal year 2012. The board of directors believes it would not be in the best interests of the Company and its stockholders to incur the costs of holding an annual meeting or of soliciting proxies or consents from additional stockholders in connection with these actions. There are no appraisal rights as a result of the approval of these actions.

Our Annual Report on Form 10-K for the fiscal year ended June 30, 2012 is also being made available to our stockholders of record as of the record date.

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INFORMATION ON CONSENTING STOCKHOLDERS

Pursuant to our Bylaws and the DGCL, a vote by the holders of at least a majority of our outstanding shares of common stock was required to approve the corporate actions set forth in the Written Consent. Our Certificate of Incorporation does not authorize cumulative voting. As of the record date, 76,470,041 shares of our common stock were issued and outstanding, of which 38,235,022 shares were required to pass any stockholder resolutions. The consenting stockholders, who consist of Robert F.X. Sillerman, our Executive Chairman and Chief Executive Officer, and his affiliates, were collectively the record and/or beneficial owners of 54,697,455 shares of the outstanding shares of our common stock outstanding on the record date, which represented 71.53% of the issued and outstanding shares of our common stock as of that date. Pursuant to Section 228 of the DGCL, the consenting stockholders voted in favor of the actions described herein in a written consent, dated the record date, attached hereto as Annex A. No consideration was paid for any stockholder's consent. Mr. Sillerman's beneficial holdings our outstanding common stock are set forth in the table under "Security Ownership of Certain Beneficial Owners and Management" included elsewhere in this Information Statement.

ACTION NO. 1

ELECTION OF DIRECTORS

Our board of directors currently consists of seven members, all of whom are being re-elected pursuant to the Written Consent. The directors will serve until the next annual meeting of stockholders and until their respective successors are duly elected and qualified. Our board of directors, based on the recommendation of the nominating and governance committee, nominated each of Robert F.X. Sillerman, Benjamin Chen, Peter C. Horan, John D. Miller, Mitchell J. Nelson, Joseph F. Rascoff, and Harriet Seitler for re-election pursuant to the Written Consent.

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

Under the DCGL and our Bylaws, the Written Consent is sufficient to elect all nominees to our board of directors without the vote or consent of any of the other stockholders of the Company.

INFORMATION REGARDING DIRECTORS AND EXECUTIVE OFFICERS

The following tables set forth the nominees for director, and our executive officers and each such person's age and positions with the Company as of the record date.

Directors

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Name	Age	Position
Robert F.X. Sillerman	64	Director*
Mitchell J. Nelson	64	Director*
Benjamin Chen	48	Director
Peter Horan	57	Director
John D. Miller	67	Director
Joseph F. Rascoff	67	Director
Harriet Seitler	56	Director

* Also an executive officer (see below)

Executive Officers

Robert F.X. Sillerman	64	Executive Chairman and Chief Executive Officer**
Kevin Arrix	43	Chief Revenue Officer
Gregory Consiglio	46	President and Chief Operating Officer
Mitchell J. Nelson	64	Executive Vice President, General Counsel, Secretary**
John Small	44	Chief Financial Officer

** Also a director (see above)

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

Robert F.X. Sillerman was elected a Director of the Company and Executive Chairman of the Board of Directors effective as of February 7, 2011 and Chief Executive Officer effective June 19, 2012. He has, since January 2008, served as Chairman and Chief Executive Officer of Circle Entertainment Inc. and, since November 1, 2012, served as Executive Chairman of SFX Holding Corporation. Mr. Sillerman also served as the Chief Executive Officer and Chairman of CKX from February 2005 until May 2010. From August 2000 to February 2005, Mr. Sillerman was Chairman of FXM, Inc., a private investment firm. Mr. Sillerman is the founder and has served as managing member of FXM Asset Management LLC, the managing member of MJX Asset Management, a company principally engaged in the management of collateralized loan obligation funds, from November 2003 through April 2010. Prior to that, Mr. Sillerman served as the Executive Chairman, a Member of the Office of the Chairman and a director of SFX Entertainment, Inc., from its formation in December 1997 through its sale to Clear Channel Communications in August 2000.

Benjamin Chen was initially appointed as a Non-Executive Board Member of the Company on February 15, 2011. Mr. Chen is a leader in business and technology. Mr. Chen was the Founder of Mochila, Inc., a leading digital content and syndication platform, and served as its Chairman and CEO from November 2001 until August 2012. Mr. Chen previously founded multiple internet and marketing related businesses, including AppGenesys, Inc., serving as its CEO/CTO from January 2000 until August 2001. He served as CTO/CIO from 1996 until 2000 at iXL Enterprises, Inc. a strategic interactive agency (now part of Publicis), where he served on the management team that took the company public in 1999. Previously he was at Ironlight Digital Corporation, serving as its CTO from 1995 until 1996. Mr. Chen has worked as an external entrepreneur in residence for JP Morgan and Mission Ventures, as well as an advisor for GE Capital. On August 13, 2012, he was appointed to the Office of the Chairman of the Company. Mr. Chen resigned from the office of the Chairman on December 21, 2012.

Peter C. Horan was appointed as a Non-Executive Board Member of the Company on February 15, 2011. Mr. Horan is currently the Executive Chairman of Halogen Network, a next generation digital media company, a position he has held since February 2010. Additionally, he is a director of Tree.com. Mr. Horan has served as CEO of many internet companies, including Goodmail Systems, Inc. from 2008 to 2010. Previously, Mr. Horan was CEO of IAC's Media and Advertising group from 2007 to 2008. He was CEO of AllBusiness.com from 2005 to 2007. As CEO of About.com from 2003 to 2005, Mr. Horan led the sale of the company to the New York Times Company. Mr. Horan was CEO of DevX.com from 2000 to 2003. Previously at International Data Group, he served as Senior Vice President from 1991 until 2000, where he was also the publisher of their flagship publication Computerworld. He held senior account management roles at leading advertising agencies including BBD&O and Ogilvy & Mather.

John D. Miller was appointed as a Non-Executive Board Member of the Company on February 15, 2011. Mr. Miller served as a director of Circle Entertainment Inc. from January 2009 until August 2012. Mr. Miller is the Chief

Investment Officer of W.P. Carey & Co. LLC, a net lease real estate company. Mr. Miller is also a founder and Non-Managing Member of StarVest Partners, L.P., a \$150 million venture capital investment fund formed in 1998. From 1995 to 1998 Mr. Miller was President of Rothschild Ventures Inc., the private investment unit of Rothschild North America, a subsidiary of the worldwide Rothschild Group. He was also President and CEO of Equitable Capital Management Corporation, an investment advisory subsidiary of The Equitable, where he worked for 24 years beginning in 1969. From February 2005 through January 2009, when he resigned, Mr. Miller served as a director of CKX, Inc. Mr. Miller became a director of SFX Holding Corporation in October, 2012.

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

Joseph F. Rascoff was appointed as a Non-Executive Board Member of the Company on February 15, 2011. Mr. Rascoff is the co-founder of The RZO Companies, and since 1978 has been representing artists in recording contract negotiations, music publishing administration, licensing, royalty compliance, and worldwide touring. From 1974 to 1978, Mr. Rascoff was a partner in Hurdman and Cranstoun, a predecessor accounting firm of KPMG. Mr. Rascoff has been an Advisory Director of Van Wagner Communications LLC since 2005. He has served as a Trustee of The University of Pennsylvania (1992-1996), is on the Board of Overseers of the University of Pennsylvania Libraries, and is a Trustee and former President of the Board of Trustees of The Bishop's School, La Jolla, California. Mr. Rascoff became a director of SFX Holding Corporation in October, 2012.

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

Kevin Arrix serves as the Company's Chief Revenue Officer. Mr. Arrix joined Viggle Inc. after spending nine years as EVP, Digital Advertising at MTV Networks, where he was in charge of sales, operations, marketing and product development for various Viacom brands including MTV, Nickelodeon & Comedy Central. Prior to MTV Networks, Kevin held positions at CBS Sports Line and Turner Broadcasting.

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

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

Corporate Governance Guidelines and Director Independence

The Company has Corporate Governance Guidelines which provide, among other things, that a majority of the members of our board of directors must meet the criteria for independence required by The NASDAQ Global

Market. Although our common stock is not listed on The NASDAQ Global Market, we voluntarily choose to comply with these criteria. The NASDAQ Global Market requires that a majority of our board of directors qualify as “independent” and that the Company shall at all times have an audit committee, compensation committee and nominating and corporate governance committee, which committees will be made up entirely of independent directors.

Messrs. Horan, Miller and Rascoff and Ms. Seiler, whose biographical information is included above under the heading “Information Regarding Directors and Executive Officers” are incumbent directors and director nominees who qualify as independent director under the applicable rules of The NASDAQ Global Market.

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

Board Leadership Structure

The Board believes the interests of all stockholders are best served at the present time through a leadership model with a combined Chairman and CEO position.

Code of Business Conduct and Ethics

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

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

Meetings and Committees of the Board of Directors

During the fiscal year ended June 30, 2012, the board of directors held six (6) meetings and acted by unanimous written consent eight (8) times. Each of Messrs. Sillerman, Chen, Horan, Miller, Nelson, Rascoff and Ms. Seitler attended at least seventy-five percent (75%) of the total number of meetings of the board of directors and committees (if any) on which he or she served that were held during 2012.

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

Committee	Members
Audit Committee	Peter Horan John D. Miller Joseph F. Rascoff (Chairman)
Compensation Committee	Peter Horan John D. Miller (Chairman)
Nominating and Corporate Governance Committee	John D. Miller (Chairman) Harriet Seitler

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

Audit Committee

The Audit Committee is currently comprised of Messrs. Horan, Miller and Rascoff. Mr. Rascoff is the Chairman of the Audit Committee. The Audit Committee assists our board of directors in fulfilling its responsibility to oversee management's conduct of our financial reporting process, including the selection of our outside auditors, review of the financial reports and other financial information we provide to the public, our systems of internal accounting, financial and disclosure controls and the annual independent audit of our financial statements. The Audit Committee met four (4) times during the fiscal year ended June 30, 2012.

All members of the Audit Committee are independent within the meaning of the rules and regulations of the SEC, and our Corporate Governance Guidelines. In addition, Mr. Rascoff is qualified as an audit committee financial expert under the regulations of the SEC and has the accounting and related financial management expertise required by our Corporate Governance Guidelines. The Audit Committee's charter can be found on the Company's website at