

NTN BUZZTIME INC  
Form DEF 14A  
April 27, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

**NTN Buzztime, Inc.**

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box)

No fee required.

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

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:



## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

**When** Thursday, June 8, 2018, 9:00 a.m. Pacific Time

**Where** Online via a live audio webcast at [NTN.onlineshareholdermeeting.com](http://NTN.onlineshareholdermeeting.com)

1. To elect six directors to hold office until the 2019 annual meeting of stockholders and until their respective successors are duly elected and qualified; and

### Items of Business

2. To ratify the appointment of Squar Milner LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

**Record Date** April 13, 2018. Only stockholders of record at the close of business on the record date are entitled to receive notice of and to vote at the annual meeting or any adjournment or postponement thereof.

### How to Vote

**Please vote your shares promptly to ensure the presence of a quorum at the meeting.** You may vote your shares over the Internet or via a toll-free telephone number. If you received a paper copy of a proxy or voting instruction card by mail, you may submit your proxy or voting instruction card for the annual meeting by completing, signing, dating and returning your proxy or voting instruction card. Please follow the instructions beginning on page 3 of the accompanying proxy statement to vote.

Carlsbad,  
California  
April 27,  
2018

*By Order of the Board of Directors,*

*/s/ Sandra Gurrola*

Sandra Gurrola

Vice President of Finance and Secretary

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on June 8, 2018:** The Proxy Statement and Annual Report to Stockholders are available at [www.buzztimebusiness.com/investor-relations-financial-reports/](http://www.buzztimebusiness.com/investor-relations-financial-reports/).

## **PROXY STATEMENT**

### **2018 ANNUAL MEETING OF STOCKHOLDERS**

#### **GENERAL ANNUAL MEETING INFORMATION**

##### **General**

NTN Buzztime, Inc. (“NTN Buzztime,” “we,” “us,” “our” or the “Company”) has prepared these materials for use at its 2018 annual meeting of stockholders and any adjournment or postponement thereof (the “Annual Meeting”). The Annual Meeting will be a completely virtual meeting conducted via live audio webcast. This will be our third year hosting a virtual meeting. We are excited to embrace the latest technology to provide expanded access, improved communication and cost savings for our stockholders and the Company. As we have experienced, hosting a virtual meeting enables increased stockholder attendance and participation from any location around the world.

The Annual Meeting is scheduled to begin at 9:00 a.m. Pacific Time, on June 8, 2018. As discussed in more detail below, you will be able to attend the Annual Meeting online and submit your questions and vote during the meeting online by visiting [NTN.onlineshareholdermeeting.com](http://NTN.onlineshareholdermeeting.com). You are invited to attend the Annual Meeting online to vote on the proposals described in this Proxy Statement during the meeting. However, you may vote your shares by simply following the instructions below to vote via the Internet, by telephone or by mail. Even if you intend to attend the Annual Meeting online, we encourage you to vote your shares in advance using one of the methods described in this Proxy Statement to ensure that your vote will be represented at the Annual Meeting.

The proxy materials were first sent or made available to stockholders on or about April 27, 2018. We are soliciting proxies pursuant to this Proxy Statement for use at the Annual Meeting. The mailing address of our principal executive offices is 2231 Rutherford Road, Suite 200, Carlsbad, California 92008.

##### **Notice of Internet Availability of Proxy Materials**

In accordance with rules of the Securities and Exchange Commission (“SEC”), we use the Internet as the primary means of furnishing proxy materials to our stockholders. Accordingly, unless a stockholder previously elected to receive

printed copies of our proxy materials, a Notice of Internet Availability of Proxy Materials (“Notice of Internet Availability”) has been sent to stockholders instead of mailing printed copies. The Notice of Internet Availability provides instructions on how to access our proxy materials via the Internet and how to request a printed set at no charge. In addition, stockholders can elect to receive future proxy materials electronically by email or in printed form by mail, and any such election will remain in effect until terminated by the stockholder. We encourage all stockholders to take advantage of the availability of our proxy materials on the Internet to help reduce the cost and environmental impact of our annual meetings.

### **Attending and Participating in the Virtual Annual Meeting**

Only stockholders of record at the close of business on April 13, 2018, the record date for the Annual Meeting, and those who hold a valid proxy on their behalf, will be entitled to attend and vote at the Annual Meeting. We expect the audio webcast of the Annual Meeting to begin promptly at 9:00 a.m. Pacific Time. Online check-in will begin at 8:45 a.m. Pacific Time and we suggest checking-in at that time to allow ample time for the check-in procedures. Please be aware that you must bear any costs associated with your Internet access, such as usage charges from Internet access providers and telephone or similar companies.

*Stockholders of Record.* If your shares were registered directly in your name with our transfer agent at the close of business on the record date, you are considered, with respect to those shares, the “stockholder of record.” As the stockholder of record, you may attend the Annual Meeting by visiting [NTN.onlineshareholdermeeting.com](http://NTN.onlineshareholdermeeting.com) and using your 16-digit control number on your Notice of Internet Availability or your proxy card (if you received a printed copy of our proxy materials) to access the meeting.

*Beneficial Owners of Shares Held in Street Name.* If your shares were held in an account at a brokerage firm, bank, dealer or other similar organization at the close of business on the record date, then you are a beneficial owner of shares held in “street name” and the Notice of Internet Availability is being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of the Annual Meeting. You are invited to attend the Annual Meeting online. However, because you are not the stockholder of record, you may not vote your shares online at the Annual Meeting unless you request and obtain a valid proxy from your broker or other organization that holds your account. We suggest that you contact your broker or other organization for additional information.

## **Proposals You Are Asked to Vote on and the Board’s Voting Recommendations**

The proposals you will be asked to vote on and the recommendations of our board of directors are:

<b>Proposal</b>	<b>Voting Recommendation</b>
1. To elect six directors to hold office until the 2019 annual meeting of stockholders and until their respective successors are duly elected and qualified	FOR
2. To ratify the appointment of Squar Milner LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018	FOR

Except for the proposals described above, our board of directors is not aware of any other matters that may be properly presented for a vote at the Annual Meeting. However, if a matter requiring a vote of our stockholders is properly presented for a vote during the Annual Meeting, the recommended vote of our board of directors will be communicated to stockholders present at the Annual Meeting at that time and the proxy holders intend to vote the shares represented by a proxy submitted by a stockholder in accordance with the recommendation of our board of directors.

## **Record Date and Voting**

Our common stock is the only class of voting stock outstanding. Each share of our common stock is entitled to one vote for each director to be elected and for each other matter to be voted on at the Annual Meeting. Only holders of record of our common stock at the close of business on the record date, April 13, 2018, are entitled to notice of and to vote at the Annual Meeting. There were approximately 2,520,554 shares of our common stock outstanding as of the close of business on the record date.

## **How to Vote**

*Stockholders of Record.* If you are a stockholder of record of shares of our stock, there are four ways to vote:

*Online During the Annual Meeting.* You may vote online during the Annual Meeting through the link [NTN.onlineshareholdermeeting.com](http://NTN.onlineshareholdermeeting.com). The 16-digit control number provided on your Notice of Internet Availability or proxy card is necessary to access this site.

*Via the Internet.* You may instruct the proxies how to vote your shares via the Internet at [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 on June 7, 2018. Have the Notice of Internet Availability or 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 Telephone.* You may instruct the proxies how to vote your shares by dialing 1.800.690.6903. Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on June 7, 2018. Have the Notice of Internet Availability or your proxy card in hand when you call and then follow the instructions.

*By Mail.* You may instruct the proxies how to vote your shares by completing the proxy card and mailing it back in the envelope provided.



The proxy holders identified in the proxy card will vote all shares of our stock represented by a properly completed and executed proxy received in time for the Annual Meeting in accordance with the stockholder's instructions. If you submit your executed proxy but do not fill out the voting instructions on the proxy card, the shares represented by your proxy will be voted in favor of Proposals 1 and 2. If any other matter is properly presented at the Annual Meeting, the proxy holders will vote shares represented by a proxy submitted by a stockholder in accordance with the recommendation of our board of directors.

*Beneficial Owners of Shares Held in Street Name.* If you are a beneficial owner of shares of our stock held in street name, you should have received a notice containing voting instructions from the organization that holds your shares (e.g., the brokerage firm, bank, or dealer). Follow the instructions provided by that organization to ensure that your vote is counted. If you wish to vote online during the Annual Meeting, you must obtain a legal proxy from the brokerage firm, bank, dealer or other similar organization that holds your shares. A legal proxy is a written document that authorizes you to vote your shares held in street name at the Annual Meeting. Please contact the organization that holds your shares for instructions regarding obtaining a legal proxy.

#### **What happens if I do not vote or provide voting instructions?**

*Stockholders of Record.* If you are a stockholder of record and do not vote by telephone, through the Internet, by completing a proxy card or online during the Annual Meeting, your shares will not be voted.

*Beneficial Owners of Shares Held in Street Name.* If you are a beneficial owner of shares held in street name, and if you do not submit voting instructions to the brokerage firm, bank, dealer or other similar organization that holds your shares, that organization may generally vote your shares in its discretion on proposals designated as "routine" under the rules of the New York Stock Exchange ("NYSE") but that organization cannot vote on "non-routine" proposals. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine proposal, that organization will inform the inspector of election that it does not have the authority to vote on that proposal with respect to your shares. This is generally referred to as a "broker non-vote."

Proposal 1 (the election of directors) is considered a non-routine proposal under NYSE rules. Proposal 2 (the ratification to appoint Squar Milner LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018) is considered a routine proposal under NYSE rules. Accordingly, if you hold your shares in street name and you do not submit voting instructions to the brokerage firm, bank, dealer or other similar organization that holds your shares, that organization may exercise its discretion to vote your shares on Proposal 2, but will not be permitted to vote your shares on Proposal 1.

**Revocability of Proxies**

*Stockholders of Record.* If you are a stockholder of record, you may revoke your proxy instructions at any time before your shares have been voted by:

delivering a written notice of revocation to our Secretary;  
delivering later-dated proxy instructions (either by returning a later-dated proxy card or delivering your voting instructions again by telephone or the Internet (only your latest telephone or Internet voting instructions submitted before 11:59 p.m. Eastern Time on June 7, 2018 will be counted)); or  
attending the Annual Meeting online and voting online during the meeting before polls close (please note that attending the Annual Meeting, in and of itself, will not revoke your proxy instructions).

Any written notice of revocation or later-dated proxy card should be delivered to the address below so that it is received by our Secretary by the close of business on June 7, 2018.

NTN Buzztime, Inc.  
Attention: Secretary  
2231 Rutherford Road, Suite 200  
Carlsbad, California 92008

*Beneficial Owners of Shares Held in Street Name.* If your shares are held in street name, you must follow the instructions of your broker, bank or other nominee to revoke your voting instructions.

## **Quorum**

The presence, in person (including by remote communication via the audio webcast of the Annual Meeting) or by proxy, of the holders of a majority of the shares of our common stock entitled to vote at the Annual Meeting will constitute a quorum. Abstentions will be counted as present for purposes of determining the presence of a quorum. If you submit a properly executed proxy via the Internet or by telephone or by mail, regardless of whether you abstain from voting on one or more proposals, your shares will be counted as present at the Annual Meeting for the purpose of determining a quorum. Broker non-votes will also be counted as present for the purpose of determining the presence of a quorum at the Annual Meeting. The inspector of election will determine whether a quorum is present and will tabulate the votes cast at the Annual Meeting.

## **Solicitation**

We will bear the cost of soliciting proxies pursuant to this Proxy Statement. This Proxy Statement and the accompanying proxy solicitation materials, in addition to being mailed directly to stockholders of record, will be distributed through brokers, custodians and other nominees to beneficial owners of shares of our stock. We will reimburse such parties for their reasonable expenses in forwarding our solicitation materials to beneficial owners. In addition to solicitations by mail, our directors, officers, and employees, without additional compensation, may solicit proxies on our behalf in person, by phone, or by electronic communication.

## **PROPOSAL 1 ELECTION OF DIRECTORS**

### **Nominees for Election**

As further discussed under “Board of Directors and Corporate Governance—Director Nominations,” below, the nominating and corporate governance/compensation committee (“N&CG/C Committee”) of our board of directors considers new candidates for our board of directors suggested by current members of our board of directors, management and stockholders. There are no differences in the manner in which the N&CG/C Committee evaluates director nominees based on whether the nominee is recommended by a stockholder or by current members of our board of directors or by management. The N&CG/C Committee has established qualifications for directors, including the ability to apply fair and independent judgment in a business situation and the ability to represent the interests of all our stockholders and constituencies.

To determine the appropriate mix of professional experiences, expertise and backgrounds for our board of directors and its committees, the N&CG/C Committee and our entire board of directors discuss the composition of our board of directors during the year. Based upon the recommendation of the N&CG/C Committee, our board of directors has selected the nominees identified in the table below for election as directors at the Annual Meeting. These nominees allow us to benefit both from the deep company and industry knowledge of our longer-serving directors and the fresh perspectives brought by our newer directors, two of whom joined our board of directors less than a year ago.

Name	Age	Director Since
Jeff Berg	58	2008
Ram Krishnan	42	2014
Steve Mitgang	56	2010
Richard Simtob	48	2017
Gregory Thomas	57	2017
Paul Yanover	51	2012

Our board of directors, based on the recommendation of the N&CG/C Committee, appointed Messrs. Simtob and Thomas to our board of directors in July 2017. Each of Messrs. Simtob and Thomas was recommended to the N&CG/C Committee for consideration as a director by Ram Krishnan, our chief executive officer, and Allen Wolff, our chief financial officer.

Each nominee identified above is currently serving on our board of directors and each has indicated a willingness to continue to serve as a director if elected. If any of them should decline or be unable to serve as a director, however, the proxy holders will vote for the election of another person as our board of directors recommends. If elected, nominees will hold office until our 2019 annual meeting of stockholders and until their respective successors are duly elected and qualified. Proxies may not be voted for a greater number of persons than the number of nominees named herein.

The following biographical information is furnished with respect to each nominee identified above.

**Jeff Berg** has served on our board of directors since August 2008 and as chairman of our board of directors since November 2008. From July 2012 until September 2014, he served as our chief executive officer. Mr. Berg has served as chief executive officer of Surfline/Wavetrack Inc., a digital media business, since May 2015, and as chairman of its board of directors since 2001. Mr. Berg is a private investor currently serving as the managing member of the General Partner of Matador Capital Partners, LP, an investment partnership that he founded in 2007. He was also the lead director of Swell Commerce, Inc., a direct marketer of surf apparel and accessories, a company that he co-founded in 1999, until it was sold in December 2009 to Billabong International. From July 2000 to April 2001, Mr. Berg served as interim chief executive officer of Swell. He was also founder and sole stockholder of Airborne Media LLC, a specialty media company that he founded in 2006, which operates web sites and publishes magazines and other niche-market print products, and sold the majority of its assets in 2009. Between 1995 and 2000, Mr. Berg was chairman of the board of directors of AccentHealth, a provider of segmented, patient education-oriented TV programming to medical waiting rooms. Mr. Berg has over 20 years of experience as a professional investor. From 1994 to 2006, he served as the chief investment officer of Matador Capital Management, and prior to that time, he worked for nine years at Raymond James Financial as a securities analyst. Mr. Berg holds a B.S. in Business Administration from the University of Florida. Mr. Berg was chosen to serve on our board of directors because of his experience with out-of-home and digital media, as well as Mr. Berg being a significant stockholder of our Company.

**Ram Krishnan** was appointed as our chief executive officer and to our board of directors in September 2014. From November 2011 until March 2014, Mr. Krishnan served as senior vice president of Active Network, a cloud-based activity and participant management solutions provider. From May 2008 to November 2011, Mr. Krishnan served as the global vice president and general manager of GE Healthcare. Mr. Krishnan was chosen to serve on our board of directors because of our boards' belief that our chief executive officer should serve on our board of directors, as well as Mr. Krishnan's substantial business development experience, leadership skills and extensive experience in transitioning businesses through changing market and business conditions.

**Steve Mitgang** has served on our board of directors since August 2010. Since June 2012, Mr. Mitgang has been serving as chief executive officer of SmartDrive Systems, a company that provides driving intelligence solutions that improve safety, reduce collisions and improve fuel efficiency, and he also has served on SmartDrive's board of directors since June 2012. From February 2011 until December 2013, he served on the board of directors of MapMyFitness, Inc., an online business featuring fitness-oriented social networks and training applications. From 2007 to 2009, Mr. Mitgang was the president and chief executive officer of Veoh Networks, an Internet television company. Prior to his tenure at Veoh Networks, Mr. Mitgang worked at Yahoo! from 2003 to 2007. Mr. Mitgang joined Yahoo! after its acquisition of Overture Services, where he was the head of the performance marketing group. From 2001 to 2003, Mr. Mitgang was president and chief executive officer of Keylime Software, a web analytics company that was acquired by Overture Services during Mr. Mitgang's leadership. Mr. Mitgang holds a degree in Architecture from the University of California, Berkeley. Mr. Mitgang was chosen to serve on our board of directors because of his extensive experience in business development, marketing and advertising within the digital media and technology industries.

**Richard Simtob** was appointed to serve on our board of directors in July 2017. Since January 2001, Mr. Simtob has been serving as president of Simtob Consulting Group Corporation. Mr. Simtob is a minority-owner of Zoup! Fresh Soup Company, L.L.C., a company that operates and franchises fast-casual soup restaurants. Since April 2010, he has served as one of its directors, and served as its president from April 2010 to July 2017. From January 2004 through July 2009, Mr. Simtob was also a partner at Wireless Toyz Franchise, LLC, a cellular service provider, where he also served in various roles such as vice president of development, chief financial officer and chief operating officer. Mr. Simtob studied at the University of Western Ontario. Mr. Simtob was chosen to serve on our board of directors because of his extensive experience in the restaurant industry.

**Gregg Thomas** was appointed to serve on our board of directors in July 2017. In December 1994, Mr. Thomas founded CFO Advisors, LLC, a financial services and advisory firm for the restaurant and retail industry, and where he has been serving as partner. He began his career at Plante Moran, where he earned his CPA. Mr. Thomas holds a B.S. in accounting from the University of Michigan and a masters in taxation from Walsh College. Mr. Thomas was chosen to serve on our board of directors because of his experience in the restaurant industry and his financial and accounting background.

**Paul Yanover** has served on our board of directors since July 2012. Mr. Yanover currently serves as president of Fandango, LLC, a position he has held since October 2012. From February 2011 to September 2012, he served as president of Lookout Interactive Media, a consulting practice focused on strategy, product development, marketing and monetization for digital media, technology and entertainment companies. From June 2006 to January 2011, Mr. Yanover served as executive vice president and managing director of Disney Online. From December 2001 to June 2006, he was senior vice president in charge of Disney's Parks and Resorts Online and was a founding executive of the Buena Vista Game Entertainment Studio, a startup within Disney. From July 1999 to December 2001, Mr. Yanover was co-founder and chief executive officer of Ceiva Logic, a consumer electronics company. Since June 2011, Mr. Yanover has served on the board of directors of Clarity Media Group, LLC, a media company. Mr. Yanover holds a double honors Bachelor of Science degree in computer science and economics from the University of Western Ontario, and a Master of Computer Science from the University of Southern California. Mr. Yanover was chosen to serve on our board of directors because of his extensive experience in developing and monetizing digital media, marketing and game environments.

**Required Vote.** The election of directors is determined by a plurality of the votes cast. Assuming a quorum is present, the six nominees receiving the highest number of affirmative votes will be elected as directors. Withheld votes, abstentions and broker non-votes will not have any effect on the outcome of this proposal.

**OUR BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR"  
THE ELECTION OF EACH NOMINEE NAMED IN THIS PROPOSAL.**

**PROPOSAL 2**  
**RATIFICATION OF THE APPOINTMENT OF**  
**THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The audit committee of our board of directors has appointed Squar Milner LLP as our independent registered public accounting firm for the year ending December 31, 2018. Squar Milner has served as our independent registered public accounting firm since December 2013. Our bylaws do not require that our stockholders ratify the appointment of Squar Milner as our independent registered public accounting firm. However, we are submitting the appointment of Squar Milner to our stockholders for ratification as a matter of good corporate practice. If our stockholders do not ratify the appointment, the audit committee will reconsider whether or not to retain Squar Milner. Even if the appointment is ratified, the audit committee in its discretion may change the appointment at any time during the year if it determines that such a change would be in our best interests and in the best interests of our stockholders.

Representatives of Squar Milner are expected to be present at the Annual Meeting. They will be given an opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions from stockholders present at the Annual Meeting.

***Required Vote.*** Assuming a quorum is present, the appointment of Squar Milner as our registered independent public accounting firm for the fiscal year ending December 31, 2018 will be ratified by our stockholders if a majority of the votes cast are “FOR” this proposal. Abstentions and broker non-votes (if any) will not have any effect on the outcome of this proposal.

***OUR BOARD OF DIRECTORS RECOMMENDS***  
***A VOTE “FOR” THIS PROPOSAL.***



## **BOARD OF DIRECTORS AND CORPORATE GOVERNANCE**

### **Board of Directors**

Our business affairs are managed by and under the direction of our board of directors. During 2017, our board of directors held five meetings. During 2017, each director attended at least 75% of the aggregate of (i) the total number of board meetings held during such member's service and (ii) the total number of meetings of committees of our board of directors on which he or she served, during the period of such member's service. The schedule for regular meetings of our board of directors for each year is submitted and approved by our board of directors in advance.

Our bylaws provide that the number of directors constituting the whole board of directors shall be determined by our board of directors from time to time. The number of directors as determined by our board of directors is currently six, and our board of directors currently consists of six members. Our restated certificate of incorporation provides for the annual election of all our directors. Vacancies on our board of directors (including vacancies created by an increase in the authorized number of directors) may be filled solely by our board of directors. A director appointed by our board of directors to fill a vacancy resulting from the death, resignation, disqualification or removal of a director would hold office for the remainder of the full term of the director whose death, resignation, disqualification or removal created such vacancy, and a director appointed by our board of directors to fill a vacancy resulting from an increase in the authorized number of directors would hold office until the next annual meeting of stockholders and, in each case, until such director's successor is elected and qualified.

### **Director Independence**

Our board of directors has determined that Jeff Berg, Steve Mitgang, Richard Simtob, Gregory Thomas and Paul Yanover are each "independent directors" under NYSE American rules. Until September 2017, Mr. Berg could not be considered to be an independent director because under NYSE American rules, subject to a limited exception, a director who is, or during the past three years was, employed by a company, may not be determined to be an independent director of that company, and Mr. Berg served as our chief executive officer from July 2012 until September 2014. On July 6, 2017, Mary Beth Lewis and Tony Uphoff resigned from our board of directors and from each of its committees on which they then served (Ms. Lewis served as chair of the audit committee and Mr. Uphoff served on the audit committee and nominating and corporate governance/compensation committee). There were no disagreements between us and either Ms. Lewis or Mr. Uphoff relative to either of their resignations. Our board of directors had determined that each of Ms. Lewis and Mr. Uphoff were independent directors.

### **Committees of the Board of Directors**

Our board of directors currently has two standing committees: (i) audit and (ii) nominating and corporate governance/compensation. Our board of directors reviews the committees' duties from time to time and may from time to time form new committees, revise a committee's structure, or disband committees, depending on the circumstances.

Each committee of our board of directors meets as frequently and for such length of time as it deems necessary to carry out its assigned duties and responsibilities. In addition, the chairman of a committee may call a special meeting of that committee at any time if deemed advisable.

### **Audit Committee**

We have a separately designated standing audit committee that operates under a written charter adopted by our board of directors. The audit committee held four meetings during 2017. The role of the audit committee is to oversee our accounting and financial reporting processes, including our internal control systems, and to oversee the audit of our financial statements. The responsibilities of the audit committee include the periodic review of our accounting and financial reporting and internal control policies and procedures, appointing and providing the compensation of the independent registered public accounting firm of certified public accountants to be retained as our independent auditors, reviewing the "Management's Discussion and Analysis of Financial Condition and Results of Operations" disclosure contained in our quarterly and annual reports filed with the SEC and reviewing our quarterly and audited annual financial statements.

The audit committee is currently comprised of three non-employee directors: Mr. Thomas (chair), Mr. Berg and Mr. Simtob, each of whom our board of directors has determined is an independent director under the rules of the NYSE American and of the Securities Exchange Act of 1934. Our board of directors has also determined that Mr. Thomas is an “audit committee financial expert,” as that term is defined in Item 407(d)(5) of Regulation S-K.

### **Nominating and Corporate Governance/Compensation Committee**

The nominating and corporate governance/compensation committee (the “N&CG/C Committee”) administers our benefit and equity incentive plans; determines the amount and form of compensation paid to our chief executive officer; reviews and administers all compensation arrangements for our other executive officers; establishes and oversees all of our general compensation policies and practices applicable to our directors, employees, consultants and advisors; and reviews and recommends to our board of directors the amount and form of compensation for members of our board of directors, including compensation for the chair, committee chairs and committee members. In addition, this committee identifies individuals qualified to serve on our board of directors; selects, or recommends that our board of directors select, nominees for election to our board of directors; and develops and implements policies and procedures that are intended to ensure that our board of directors will be appropriately constituted and organized to meet its fiduciary obligations to the Company and our stockholders. The N&CG/C Committee held four meetings during 2017.

The N&CG/C Committee is currently comprised of three non-employee directors: Mr. Mitgang (chair), Mr. Berg and Mr. Yanover, each of whom our board of directors has determined is an independent director under NYSE American rules.

### **Committee Charters and Code of Ethics**

Our board of directors has adopted charters for the audit and the N&CG/C Committee, which, among other things, outline the respective duties of the committees. Our board of directors has also adopted a code of conduct and ethics that applies to all our employees, officers and directors. Our code of conduct and ethics, our corporate governance guidelines and the charter of each active committee of our board of directors is available at [www.buzztime.com/business/investor-relations/](http://www.buzztime.com/business/investor-relations/) under the “Corporate Governance” heading. We intend to disclose any amendment to, or a waiver from, a provision of our code of conduct and ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions and that relates to any element of the code of ethics definition enumerated in paragraph (b) of Item 406 of Regulation S-K by posting such information on that website. The information on our website is not incorporated by reference in this Proxy Statement.

## **Board Leadership Structure and Role in Risk Oversight**

The current leadership structure of our board of directors is such that different individuals serve as the chairman of our board of directors and as our principal executive officer. The N&CG/C Committee believes this leadership structure is prudent at this time and provides appropriate segregation and independence that enhances the effectiveness of our board of directors as a whole. Our board of directors does not require that the roles of chairman and principal executive officer be held by different individuals, but our board of directors believes this leadership structure is the appropriate structure for our company at this time particularly in light of the leadership that our current chairman has demonstrated during his tenure as chairman. Our board of directors may choose its chair in any manner that it deems to be in the best interests of our company and our stockholders.

Our board of directors provides oversight to the management of our risk profile, including internal controls over financial reporting, credit risk, interest rate risk, liquidity risk, operational risk, reputational risk and compliance risk. Our board of directors monitors and manages these risks through committees in conjunction with management, our independent registered public accounting firm, and other independent advisors. Our executive officers are assigned responsibility for the various categories of risk, with our chief executive officer being ultimately responsible to our board of directors for all risk categories. Our executive officers periodically report to and receive input from our board of directors and the audit committee regarding material risks we face and how we plan to respond to and mitigate these risks.

## Director Nominations

Our N&CG/C Committee considers new candidates for our board of directors suggested by current members of our board of directors, management and stockholders. There are no differences in the manner in which N&CG/C Committee evaluates director nominees based on whether the nominee is recommended by a stockholder or by current members of our board of directors or by management. The N&CG/C Committee has established qualifications for directors, including the ability to apply fair and independent judgment in a business situation and the ability to represent the interests of all our stockholders and constituencies. A director also must be free of any conflicts of interest that would interfere with his or her loyalty to the Company or to our stockholders. In evaluating board candidates, the N&CG/C Committee considers the foregoing qualifications as well as several other factors, including the following:

- independence from management;
- depth and breadth of relevant business experience, judgment and savvy;
- age and gender diversity;
- existing commitments to other businesses and willingness to devote adequate time to board duties;
- potential conflicts of interests with other pursuits;
- personal background, including past involvement in SEC inquiries, legal proceedings, criminal record, or involvement in acts of fraud or dishonesty;
- accounting, financial reporting and internal control systems knowledge and experience, to aid the nominating and corporate governance/compensation committee in determining whether a candidate would be suitable for membership on our audit committee;
- executive compensation and/or corporate governance background, to aid the nominating and corporate governance/compensation committee in determining whether a candidate would be suitable for membership on that committee; and
- interplay of candidate's experience and skills with those of other board members.

Other than as described above, the N&CG/C Committee has not adopted any specific policy on the issue of considering diversity in identifying nominees for director.

Separately, our bylaws contain provisions that address the process by which a stockholder may nominate an individual to stand for election to our board of directors at our annual meeting of stockholders. Such nominations may be made only if the stockholder has given timely written notice to our corporate secretary containing the information required by our bylaws. Our bylaws are available from our corporate secretary upon written request and under the "Corporate Governance" section of the "Investor Relations" section of our corporate website at <http://www.buzztimebusiness.com/investor-relations-corporate-governance/>. To be timely, such notice must be received at our principal executive offices not earlier than the 120th day, nor later than the 90th day, prior to the first anniversary of the date of the preceding year's proxy statement, except that if no annual meeting was held in the preceding year or the date of the annual meeting is advanced more than 30 days before or delayed by more than 30 days after the anniversary of the preceding year's annual meeting, such notice must be delivered not later than the close

of business on the later of the 90th day before the date of such annual meeting or the 10th day following the date on which public announcement of the date of such meeting is first made.

### **Other Matters**

We have adopted a policy regarding attendance by members of our board of directors at our annual meeting of stockholders. Board members are strongly encouraged to attend the annual meeting. All nominees for election as directors who were then members of our board of directors attended our 2017 annual meeting of stockholders. Although we encourage our directors to have a meaningful ownership stake in our company, we currently do not require our directors to own a minimum number of shares of our common stock.

### **Director Compensation**

We compensate our non-employee directors for their service in such capacity with annual retainers and equity compensation as described below. Directors who are also our employees do not receive any additional compensation for their services as directors. We do not pay fees to any of our directors for meeting attendance. From time to time, a non-employee director provides us with consulting services, and we may compensate such director for such services. No such consulting services were provided during 2017. The N&CG/C Committee reviews our non-employee director compensation practices and policies at least annually and makes a recommendation to our board of directors as to the amount, form and terms of non-employee director compensation. Our board of directors, taking the N&CG/C Committee's recommendation into consideration, sets the amount, form and terms of non-employee director compensation.

*Annual Retainers*

We pay our non-employee directors a \$25,000 annual retainer for their services as directors. We pay the chairman of our board of directors, assuming she or he is a non-employee director, an additional \$20,000 annual retainer for services in such capacity. We pay our non-employee directors an additional annual retainer for their service on board committees as set forth in the table below.

	Chairperson	Member
Audit Committee	\$ 10,000	\$ 5,000
N&CG/C Committee	\$ 10,000	\$ 5,000

The annual retainers are paid quarterly in arrears and are paid no later than 30 days following the end of the applicable quarter. Each non-employee director may elect that the retainer payment he or she is eligible to receive, or a portion of such retainer, be paid in the form of a restricted stock award under our Amended 2010 Performance Incentive Plan rather than cash. Such an election must be made during an open trading window under our insider trading policy and no later than the 15<sup>th</sup> day of the last month of the quarter for which the retainer is to be paid. An election applies only to the quarter for which it is made. Once an election is made with respect to a quarter, it may not be withdrawn or substituted unless our board of directors determines, in its sole discretion, that the withdrawal or substitution is occasioned by an extraordinary or unanticipated event. Restricted stock awards will be made on the same date as a cash retainer payment would otherwise be paid, will vest in full on the date of grant, and the amount of shares subject to such award will equal the amount of the applicable cash retainer payment divided by the closing market price of our common stock on the last day of the applicable quarter.

*Equity Compensation*

We grant stock options to our non-employee directors upon the commencement of their service as a director and upon their re-election to our board of directors. The stock options are granted under our Amended 2010 Performance Incentive Plan.

In connection with the commencement of a new non-employee director's term of service, we grant to such new director a stock option to purchase 600 shares of our common stock. These stock options have an exercise price equal to the closing market price of our common stock on the date of grant, and are fully vested and exercisable on the date of grant as to 50% of the shares and the remaining 50% of the shares vest and become exercisable, subject to the director's continued service on our board of directors, in 12 equal monthly installments beginning in the month immediately following the date of grant.

Each non-employee director who is re-elected for an additional term of service on our board of directors is automatically granted a stock option to purchase 400 shares of our common stock on the date of our annual stockholder meeting. These stock options have an exercise price equal to the closing market price of our common stock on the date of grant and vest and become exercisable, subject to the director's continued service on our board of directors, in 12 equal monthly installments thereafter.

The stock options described above expire on the earlier of 10 years from the date of grant or 90 days from the date the director ceases to serve on our board of directors. In the event of a change in control, as defined in the Amended 2010 Performance Incentive Plan, the N&CG/C Committee may in its discretion determine that these stock options vest and become fully exercisable as of immediately before such change in control.



*2017 Director Compensation*

The following table sets forth the compensation of each director, who is not a named executive officer, for service during 2017. This table excludes Mr. Krishnan, who is a named executive officer and does not receive any compensation from us for his service as a director. See the section below entitled “Executive Officer Compensation” for information about Mr. Krishnan’s compensation.

2017 Director Compensation				
Name	Fees	Option Awards (2)	All Other Compensation	Total
	Earned or Paid in Cash (1)			
Jeff Berg	\$47,500	\$ –	\$ –	\$47,500
Steve Mitgang	\$36,989	\$ 2,238	\$ –	\$39,228
Richard Simtob (3)	\$15,685	\$ 3,520	\$ –	\$19,205
Gregory Thomas (3)	\$16,935	\$ 3,520	\$ –	\$20,455
Paul Yanover	\$30,000	\$ 2,238	\$ –	\$32,238
Mary Beth Lewis (4)	\$18,065	\$ 2,238	\$ –	\$20,303
Tony Uphoff (4)	\$18,065	\$ 2,238	\$ –	\$20,303

(1) Other than for Ms. Lewis and Mr. Uphoff, the amounts reported in this column represent the sum of the cash retainer payment and the value of restricted stock awards issued in lieu of a portion of the cash retainer payment, as set forth in the table below. The value of such awards were equal to the amount of the applicable cash retainer payment divided by the closing market price of our common stock on the last day of the applicable quarter. See the discussion under “—Annual Retainers,” above additional information regarding such awards.

Name	Cash Payment	Value of Restricted Stock Awards	Number of Shares Subject to Restricted Stock Awards
Jeff Berg	\$ 36,252	\$ 11,248	1,746
Steve Mitgang	\$ 27,256	\$ 9,734	1,513
Richard Simtob	\$ 7,503	\$ 8,182	1,337
Gregory Thomas	\$ 8,753	\$ 8,182	1,337
Paul Yanover	\$ 22,508	\$ 7,492	1,163

(2) The amounts reported in this column represent the aggregate grant date fair value of stock options granted during 2017. These amounts were calculated in accordance with FASB ASC Topic 718, Compensation – Stock Compensation, except that any estimate of forfeitures was disregarded. For a description of the assumptions used in computing the dollar amount recognized for financial statement reporting purposes, see Note 9, Stockholders’ Equity, in the Notes to the Consolidated Financial Statements contained in our Annual Report on Form 10-K filed with the SEC on March 9, 2018. As of December 31, 2017, our non-employee directors had options outstanding to purchase the following number of shares of our common stock:

Name	# of Shares Subject to Outstanding Options
Jeff Berg*	–
Steve Mitgang	3,400
Richard Simtob	600
Gregory Thomas	600
Paul Yanover	2,600

\* To date, Mr. Berg has waived all stock option grants to which he would otherwise be eligible to receive in his capacity as a non-employee director.

(3) Messrs. Simtob and Thomas were appointed to our board of directors on July 7, 2017.

(4) Ms. Lewis and Mr. Uphoff resigned from our board of directors on July 6, 2017.

## EXECUTIVE OFFICERS

The following table sets forth certain information regarding our executive officers as of April 27, 2018:

<b>Name</b>	<b>Age</b>	<b>Position Held</b>
Ram Krishnan	42	Chief Executive Officer
Allen Wolff	46	Chief Financial Officer and Executive Vice President
Sandra Gurrola	51	Vice President of Finance

The following biographical information is furnished with respect to our executive officers other than Mr. Krishnan. For biographical information related to Mr. Krishnan, please see “PROPOSAL 1—ELECTION OF DIRECTORS—Nominees for Election” above.

*Allen Wolff* was appointed as our chief financial officer and executive vice president in January 2016 and has served as chief financial officer since December 2014. From July 2013 until December 2014, Mr. Wolff served as the chief financial strategist of PlumDiggity, a privately-held financial and marketing strategy firm that he co-founded. From October 2012 to July 2013, Mr. Wolff served as the chief financial officer of 365 Retail Markets, a privately-held company in the self-checkout point of sale technology industry, where he also served on its board of directors during such period. From July 2011 to April 2013, simultaneous with his role at 365 Retail Markets, Mr. Wolff held the leadership role of “Game Changer” at Crowdrise, an online fundraising platform company. Mr. Wolff joined Crowdrise after serving as the chief operating officer and chief financial officer from January 2011 to July 2011 of RetailCapital, LLC, a small business specialty finance company. Mr. Wolff co-founded PaySimple in January 2006 and held various roles including president, chief financial officer, executive vice president and director, from 2006 until he left the company in January 2011. From September 1998 until August 2012, Mr. Wolff was a principal for a casual dining restaurant. Mr. Wolff holds a B.A. from the University of Michigan and an MBA, from the University of Maryland, R.H. Smith School of Business.

*Sandra Gurrola* was appointed as our vice president of finance in September 2014, and from November 2009 through September 2014, Ms. Gurrola served in various leadership accounting roles including director of accounting, director of financial reporting and compliance, and controller. From July 2007 until April 2009, Ms. Gurrola served as senior manager of financial reporting for Metabasis Therapeutics, Inc., a biotechnology company, and served as a consultant to Metabasis from September 2009 to November 2009. Ms. Gurrola holds a B.A. in English from San Diego State University.

## EXECUTIVE OFFICER COMPENSATION

## **Compensation Processes and Procedures**

The N&CG/C Committee is responsible for determining the amount and form of compensation paid to our chief executive officer, reviewing and approving all compensation arrangements for our other executive officers, administering our benefit and equity incentive plans and providing guidance over our organizational structure. Our chief executive officer presents compensation recommendations to the N&CG/C Committee with respect to the executive officers who report to him. The N&CG/C Committee may accept or adjust such recommendations. The N&CG/C Committee is solely responsible for determining our chief executive officer's compensation while our full board of directors participates in evaluating the performance of our chief executive officer.

When hiring executive officers, we evaluate compensation rates by externally comparing viable candidates and referencing current public salary survey data to determine the appropriate level of salary, performance-based bonus, and/or equity incentives to present a competitive compensation package in order to attract and retain top talent. Typically, we evaluate between three and five different sources of compensation data to provide relevant market benchmark data for a given executive role. Additionally, the N&CG/C Committee is authorized to engage outside advisors and experts to assist and advise the N&CG/C Committee on matters relating to executive compensation. The N&CG/C Committee did not engage any outside advisors or experts to assist or advise the N&CG/C Committee on any matters relating to executive compensation during 2017 or the hiring of any executive officers.

## Our Named Executive Officers

Under applicable SEC rules and regulations, all individuals who served as our principal executive officer during 2017, our two most highly compensated executive officers (other than our principal executive officer) who were serving as executive officers at the end of 2017, and up to two additional individuals who would have been one of our top two most highly compensated executive officer had they been serving as an executive officer at the end of 2017 are referred to as our “named executive officers.” Our named executive officers for 2017 were:

<b>Name</b>	<b>Title</b>
Ram Krishnan	Chief Executive Officer
Allen Wolff	Chief Financial Officer and Executive Vice President
Sandra Gurrola	Vice President of Finance
Dave Miller	Former Sr. Vice President of Marketing

## 2017 Named Executive Officers Compensation Overview

During 2017, our named executive officers received an annual base and were eligible to receive performance-based incentive bonuses. As discussed further below, no such bonuses were awarded, despite performance milestones having been achieved, so that we could invest the cash in other strategic initiatives. Mr. Miller also received severance compensation related to his termination of employment in December 2017. None of our named executive officers receive or are eligible for any perquisites or benefits, other than benefits that are available to other full-time employees. The employment of each of our named executive officers is at-will. During 2017, we did not have written employment agreements with any of our named executive officers other than with Mr. Krishnan. Each of the components of our 2017 executive compensation program is discussed below under the Summary Compensation Table.

## Summary Compensation Table

The following table sets forth information concerning compensation during the years ended December 31, 2017 and 2016 awarded to, earned by or paid to our named executive officers.

### 2017 Summary Compensation Table

Name and Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	Non-Equity Incentive	All Other Compensation	Total
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					(1)	Plan Compensation			
Ram Krishnan	2017	\$350,000	\$ -	\$ -	\$-	\$ -	\$ -		\$350,000
Chief Executive Officer	2016	\$350,000	\$ -	\$ -	\$81,132	\$ 182,700	(2) \$ 16,418	(3)	\$630,250
Allen Wolff	2017	\$265,000	\$ -	\$ -	\$-	\$ -	\$ -		\$265,000
Chief Financial Officer and Executive Vice President	2016	\$261,612	\$ -	\$ -	\$-	\$ 92,220	(2) \$ -		\$353,832
Sandra Gurrola (4)	2017	\$170,753	\$ -	\$ -	\$-	\$ -	\$ -		\$170,753
Vice President of Finance									
Dave Miller (5)	2017	\$201,366	\$ -	\$ -	\$-	\$ -	\$ 17,089	(6)	\$218,455
Former Senior Vice President of Marketing	2016	\$138,251	\$ -	\$ -	\$75,866	\$ 28,710	(2) \$ -		\$242,827

The amounts reported in this column represents the aggregate grant date fair value of stock options granted during the applicable year. These amounts were calculated in accordance with FASB ASC Topic 718, Compensation – Stock Compensation, except that any estimate of forfeitures was disregarded. For a description of the assumptions used in computing the dollar amount recognized for financial statement reporting purposes, see Note 9, Stockholders’ Equity, in the Notes to the Consolidated Financial Statements contained in our Annual Report on Form 10-K filed with the SEC on March 9, 2018.

(1) Represents incentive compensation earned under the NTN Buzztime, Inc. Executive Incentive Plan for Eligible Employees of NTN Buzztime, Inc. Fiscal Year 2016 (the “2016 Incentive Plan”). As permitted under the 2016 Incentive Plan, the incentive compensation earned by Mr. Krishnan and Mr. Wolff was paid in shares of our common stock.

- (3) Includes amounts paid for earned and untaken paid time off, or PTO, upon termination of our PTO policy for director level employees and above as well as group term life insurance premiums paid on his behalf.
- (4) Ms. Gurrola was not a named executive officer for the year ended December 31, 2016, and in accordance with SEC interpretive guidance, her compensation information is provided only for 2017.
- (5) Mr. Miller's employment began in May 2016 and terminated in December 2017.
- (6) Represents severance compensation and group term life insurance premiums paid on his behalf.

*Salaries.* Each of our named executive officers receives a base salary. The base salary is the fixed cash compensation component of our executive compensation program and it recognizes individual performance, time in role, scope of responsibility, leadership skills and experience. The base salary compensates an executive for performing his or her job responsibilities on a day-to-day basis. Generally, base salaries are reviewed annually company-wide and adjusted (upward or downward) when appropriate based upon individual performance, expanded duties, changes in the competitive marketplace and, with respect to upward adjustments, if we are, financially and otherwise, able to pay it. We try to offer competitive base salaries to help attract and retain executive talent.

*Non-Equity Incentive Plan Compensation.* In March 2017, the N&CG/C Committee approved the NTN Buzztime, Inc. Executive Incentive Plan for Eligible Employees of NTN Buzztime, Inc. Fiscal Year 2017 (the "2017 Incentive Plan"). The 2017 Incentive Plan permits the payout of any incentive compensation earned under the plan to be paid, at the discretion and in the sole determination of the N&CG/C Committee, either in (i) cash, (ii) shares of our common stock issued under the NTN Buzztime, Inc. Amended 2010 Performance Incentive Plan, or (iii) any combination of (i) and (ii). If incentive compensation is paid in shares, the number of shares issued is determined by dividing the amount earned by the closing stock price of our common stock on the date on which the N&CG/C Committee approves the amount of incentive compensation earned.

Participants in the 2017 Incentive Plan earn incentive compensation based on the level of achievement of the following performance measures:

targeted earnings before interest, tax, depreciation and amortization (EBITDA), as approved by our board of directors (weighted at 20%)<sup>[1]</sup>;  
targeted revenue growth, as approved by our board of directors (weighted at 40%); and  
certain strategic milestones, the milestones are set by the N&CG/C Committee (weighted at 40%).

Each named executive officer participated in the 2017 Incentive Plan and, as did all other participants, had a target payout amount based on a percentage of his or her annual base salary (excluding benefits) as of December 31, 2017, that was assigned according to such named executive officer's position and job level. The target payout amounts for the named executive officers for 2017, assuming all performance measures were achieved at a rate of 100%, were:

Name	Target Percentage of Base Salary	Target Payment Amount
Ram Krishnan	75	% \$262,500
Allen Wolff	50	% \$132,500
Sandra Gurrola	10	% \$18,000
Dave Miller	30	% \$66,000

Taking into account our financial results and performance during 2016, our board of directors, based on the N&CG/C Committee's recommendation, approved targeted EBITDA of \$1,000,000 and targeted revenue growth of 4% for 2017. The N&CG/C Committee determines the extent to which the performance measures are achieved. For 2017, our EBITDA was \$1,804,000 and our revenue declined. The N&CG/C Committee determined that the strategic milestones were met at 100% of target. Even though the 2017 performance resulted in exceeding targeted EBITDA and in achieving the strategic milestones, the N&CG/C Committee, with input from management, determined not to pay any bonuses so that we could invest the amounts that otherwise would have been paid in other strategic initiatives.

<sup>1</sup> EBITDA is a non-GAAP financial measure within the meaning of Regulation G. Schedule 1 to this Proxy Statement includes a reconciliation of EBITDA to the most directly comparable financial measure prepared in accordance with GAAP.



For 2018, the N&CG/C Committee determined not to adopt an executive incentive plan for 2018. Instead, our management team, including our named executive officers, will be eligible to receive a spot bonus in an amount to be determined by our board of directors (or the N&CG/C Committee) in its sole discretion.

## **Employment Agreements**

During 2017, we did not have written employment agreements with any of our named executive officers other than with Mr. Krishnan. As previously reported, in March 2018, we entered into an amendment to the employment agreement dated August 21, 2014 that we entered into with our chief executive officer, Mr. Ram Krishnan, and we entered into an employment agreement with our chief financial officer, Mr. Allen Wolff. The following is a summary of the material terms of Mr. Krishnan's employment agreement, as amended, and of Mr. Wolff's employment agreement.

Base Salary. Messrs. Krishnan's and Wolff's base salary will be \$350,000 and \$265,000, respectively, for 2018, 2019, and 2020, the same amounts as in 2017.

Incentive Bonus. Each of Messrs. Krishnan and Mr. Wolff will be eligible to receive an annual incentive bonus in an amount to be determined by our board of directors (or its N&CG/C Committee) in its sole discretion, based on the achievement of performance objectives established by our board of directors (or its N&CG/C Committee). Mr. Krishnan's existing employment agreement provided the same. Messrs. Krishnan's and Wolff's target potential incentive bonus amount for 2018, 2019 and 2020 will be 75% and 50% of their respective base salary, respectively, the same target amounts as in 2017. Their performance objectives are anticipated to fall into three categories: strategic, financial and operational. The incentive bonus will not be deemed earned and will not be paid unless the executive is employed by us on the applicable payment date. In lieu of the foregoing bonus arrangement, if our chief executive officer and chief financial officer and the N&CG/C Committee agree, our management team, including these executives, will instead be eligible to receive a spot bonus in an amount to be determined by our board of directors (or its N&CG/C Committee) in its sole discretion, which will be the case for 2018.

Equity Grants. On March 19, 2018, Messrs. Krishnan and Wolff were each granted a stock unit award of 25,000 and 15,000 shares of our common stock, respectively. The awards were made under, and are subject to, our Amended 2010 Performance Incentive Plan, and will vest as to 16.67% of the shares subject to the award on the 6 month anniversary of the grant date and the remaining 83.33% of the shares will vest in 30 substantially equal monthly installments beginning on the 7-month anniversary of the grant date, in each case, subject to the executive's continued service to us as of the applicable vesting date.

## **Termination of Employment and Change-in-Control Arrangements**

Each of the employment agreement of Messrs. Krishnan and Wolff provides for certain benefits upon termination of employment under specified circumstances. If the executive's employment is terminated by us or by the executive, we will pay him any accrued and unpaid base salary and reimburse him for expenses incurred through the date of termination of employment. We refer to the foregoing as the "accrued obligations." In addition to the accrued obligations, if the executive's employment with us is terminated by us without cause or by the executive for good reason, subject to the executive delivering to us a general release of claims in our favor, we will pay him as severance an amount equal to nine months, with respect to Mr. Krishnan, and six months, with respect to Mr. Wolff, of his base salary rate in effect on the date his employment terminates, payable in substantially equal installments on a bi-weekly basis over nine or six months, as applicable, and provided that he timely elects continued insurance coverage pursuant to COBRA, we will reimburse him for a period of nine months, with respect to Mr. Krishnan, and six months, with respect to Mr. Wolff, an amount equal to the difference between the amount of the COBRA premiums he actually paid each such month and the amount of the most recent premium he paid immediately prior to the date his employment terminates for company-offered health insurance benefits. Mr. Krishnan's employment agreement, before it was amended, had the same severance arrangement, except the severance pay was six months of base salary and the reimbursement benefit was for six-months.

In the event of a change in control and if the executive is employed by us through the effective date of the change in control, then 100% of the then unvested portion of the stock unit award we granted to each of Messrs. Krishnan and Wolff in March 2018 and 100% of stock options we granted to each of them prior to March 19, 2018 and that are then outstanding will vest and, as applicable, become exercisable as of immediately before such effective date.

Other than the employment agreement with each of Messrs. Krishnan and Wolff, we do not have any contract, agreement, plan or arrangement, whether written or unwritten, that provides for payment to a named executive officer at, following, or in connection with the resignation, retirement or other termination of a named executive officer, or a change in control or a change in the named executive officer's responsibilities following a change in control.

### Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information concerning equity awards held by the named executive officers that were outstanding as of December 31, 2017:

Name	Date of Grant	2017 Outstanding Equity Awards at Fiscal Year-End Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that have not Vested (#)	Market Value of Shares or Units of Stock that have not Vested (\$)
Ram Krishnan	01/20/16 (1)	7,181	7,819	\$ 6.50	01/19/26	—	—
	04/15/15 (2)	10,931	4,069	\$ 20.50	04/14/25	—	—
	09/15/14 (1)	56,869	13,131	\$ 20.00	09/14/24	—	—
Allen Wolff	03/23/15 (1)	6,867	3,133	\$ 27.50	03/22/25	—	—
	12/29/14 (1)	3,745	1,255	\$ 22.50	12/28/24	—	—
Sandra Gurrola	05/25/16 (1)	194	306	\$ 8.50	05/24/26	—	—
	03/23/15 (1)	2,742	1,258	\$ 27.50	03/22/25	—	—

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	09/08/14 (1)	811	189	\$ 22.50	09/07/24	–	–
	04/08/13 (1)	200	–	\$ 12.00	04/07/23	–	–
	06/02/10 (3)	400	–	\$ 27.00	11/09/19	–	–
Dave Miller	05/16/16 (1)(4)	3,747	–	\$ 9.00	03/01/18	–	–

The option vests and becomes exercisable at the rate of 25% of the shares underlying the option on the first anniversary of the option grant date, and the remaining shares underlying the option vest in 36 substantially equal monthly installments thereafter.

(2) The option vested as to 25% of the total number of shares subject to the option on January 1, 2016 and the remaining 75% vests in 36 substantially equal monthly installments thereafter.

(3) The option vested as to 25% of the total number of shares subject to the option on November 9, 2010, and the remaining 75% vests in 36 substantially equal monthly installments thereafter. This option was fully vested as of November 2013.

(4) Mr. Miller resigned in December 2017, at which time 6,253 unvested shares subject to this option were cancelled immediately. Mr. Miller had until March 1, 2018 to exercise his right to purchase the 3,747 vested shares subject to this option before they expired. Mr. Miller did not exercise this option and the vested shares subject to this option expired.

We account for stock-based payments including equity awards under our equity incentive plans in accordance with the requirements of FASB ASC No. 718, *Compensation – Stock Compensation*. Under the terms of their employment agreements, if a change in control occurs and if the executive is employed by us through the effective date of the change in control, then 100% of the then unvested portion of the stock unit award we granted to each of Messrs. Krishnan and Wolff in March 2018 and 100% of stock options we granted to each of them prior to March 19, 2018 and that are then outstanding will vest and, as applicable, become exercisable as of immediately before such effective date.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth the number and percentage ownership of common stock as of March 31, 2018 by:

all persons known to us to be the beneficial owner of more than 5% of our common stock;  
 each of our directors and nominees for director;  
 each of our named executive officers; and  
 all of our executive officers and directors as a group.

Except as otherwise indicated in the footnotes to the table below: (i) each of the persons named has sole voting and investment power with respect to the shares of common stock shown, subject to applicable community property and similar laws; and (ii) the address for each director and named executive officer is c/o NTN Buzztime, Inc., 2231 Rutherford Road, Suite 200, Carlsbad, California 92008.

Name	Number of Shares Beneficially Owned (1)	Percent of Common Stock (1)	
Directors and Named Executive Officers:			
Jeffrey A. Berg (2)	435,346	17.3	%
Ram Krishnan (3)	137,019	5.3	%
Richard Simtob (4)	52,816	2.1	%
Allen Wolff (5)	52,091	2.1	%
Paul Yanover (6)	7,829	*	
Sandra Gurrola (7)	5,224	*	
Steve Mitgang (8)	5,179	*	
Gregory Thomas (9)	2,910	*	
Dave Miller	—	*	
All of our executive officers and directors as a group (8 persons) (10)	698,413	26.6	%
5% Stockholders:			
Matador Capital Partners, L.P. (2)	423,000	16.8	%
North Star Investment Management Corp. (11)	298,900	11.9	%
AWM Investment Company, Inc. (12)	288,241	11.4	%
Sean Gordon (13)	222,000	8.8	%
Ram Krishnan (3)	137,019	5.3	%

\* Less than 1%

Included as outstanding for purposes of this calculation are 2,520,554 shares of common stock outstanding as of March 31, 2018 plus, in the case of each particular person, the shares of common stock subject to options, warrants, or other instruments exercisable for or convertible into shares of common stock within 60 days after March 31, 2018 held by that person, which instruments are specified by footnote. Shares subject to outstanding options, warrants, or other instruments other than as described in the preceding sentence are not deemed to be outstanding for purposes of this calculation.

(2) Based upon a Schedule 13D/A filed with the SEC on March 31, 2017 and Mr. Berg’s Form 4 filings, the following person and entities beneficially owned the number of shares set forth below:

Entity or Person	Shares Beneficially Owned	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power
BFK Investments LLC (“BFK”)	423,000	–	423,000	–	423,000
Jeffrey A. Berg	433,600	12,346	423,000	12,346	423,000
Matador Capital Partners, L.P. (“Matador”)	423,000	–	423,000	–	423,000

Mr. Berg is the managing member of BFK. BFK is the general partner of Matador. Each of BFK and Mr. Berg disclaims beneficial ownership in shares of common stock beneficially owned by the other party or by Matador except to the extent of its or his pecuniary interest therein. The address for each of BFK, Mr. Berg and Matador is 603 N. Indian River Dr., Ste. 300, Ft. Pierce, FL 34950.

(3) Includes 85,401 shares subject to options held by Mr. Krishnan.

(4) Includes 573 shares subject to options held by Mr. Simtob.

(5) Includes 12,175 shares subject to options held by Mr. Wolff.

(6) Includes 2,566 shares subject to options held by Mr. Yanover.

(7) Includes 4,920 shares subject to options held by Ms. Gurrola.

(8) Includes of 3,366 shares subject to options held by Mr. Mitgang.

(9) Includes 573 shares subject to options held by Mr. Thomas.

Includes 109,573 shares subject to options held by our directors and executive officers. This group does not include Mr. Miller (a named executive officer, but whose employment terminated in December 2017 and therefore was not an executive officer as of March 31, 2018).

(11) The number of shares is the number stated as beneficially owned as of December 31, 2017 in a Schedule 13G/A filed with the SEC on January 8, 2018. In that filing, North Star Investment Management Corp. states that it has sole power to vote and to dispose of 287,900 shares of our common stock and shared power to dispose of 11,000 shares of our common stock, and lists its address as 20 N. Wacker Drive, Suite 1416, Chicago, IL 60606.

(12) The number of shares is the number stated as beneficially owned as of December 31, 2017 in a Schedule 13G/A filed with the SEC on February 13, 2018. In that filing, AWM Investment Company, Inc., a Delaware corporation (AWM), states that it is the investment adviser to Special Situations Cayman Fund, L.P. (CAYMAN), Special Situations Fund III QP, L.P. (SSFQP) and Special Situations Private Equity Fund, L.P. (SSPE). (CAYMAN, SSFQP and SSPE will hereafter be referred to as the Funds), and that as the investment adviser to the Funds, AWM holds sole voting and investment power over 55,547 shares of our common stock held by CAYMAN, 188,323 shares of our common stock held by SSFQP and 44,371 shares of our common stock held by SSPE, and lists it address as c/o Special Situations Funds, 527 Madison Avenue, Suite 2600, New York, NY 10022.

(13) The number of shares is the number stated as beneficially owned as of January 24, 2018 in a Schedule 13D filed with the SEC on February 13, 2018. In that filing, Mr. Gordon lists his address as 30 East 9th Street, Apt. 1F, New York, NY 10003.



**EQUITY COMPENSATION PLAN INFORMATION**

The following table sets forth information as of December 31, 2017 regarding our compensation plans authorizing us to issue equity securities and the number of securities.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans, excluding securities reflected in column (a)
Equity compensation plans approved by security holders	71,000	(1) \$ 14.92	108,000
Equity compensation plans not approved by security holders	85,000	(2) \$ 20.09	—
	156,000		108,000

Includes 562 shares issuable upon exercise of options granted pursuant to the NTN Buzztime, Inc. 2004 Performance Incentive Plan and 70,297 of shares issuable upon exercise of options granted pursuant to the NTN Buzztime, Inc. Amended 2010 Performance Incentive Plan. The NTN Buzztime, Inc. 2004 Performance Incentive

(1) Plan expired in 2009 and no awards may be granted under that plan. The NTN Buzztime, Inc. Amended 2010 Performance Incentive Plan is a broad-based incentive plan, which allows for the grant of stock options, restricted stock, restricted stock units, stock appreciation rights, and cash awards to employees, consultants and non-employee directors.

Includes 85,000 shares issuable upon exercise of options granted pursuant to the NTN Buzztime, Inc. 2014 Inducement Plan, which allows for the issuance of non-qualified stock options to any prospective employee who (2) has not previously been an employee or director of the company or who has not been employed by the company for a bonafide period of time.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Since January 1, 2016, there has not been nor are there currently proposed any transactions or series of similar transactions to which we were or are to be a party in which the amount involved exceeds the lesser of \$120,000 or 1%



of the average of our total assets at year-end for the last two completed fiscal years (which was \$166,325) and in which any director, executive officer, holder of more than 5% of our common stock or any member of the immediate family of any of the foregoing persons had or will have a direct or indirect material interest.

### **Company Policy Regarding Related Party Transactions**

Pursuant to its charter, our audit committee has the responsibility to review, approve and oversee any transaction between the Company and a related person (as defined in Item 404 of Regulation S-K) and to develop policies and procedures for the committee's approval of such transactions.

### **Indemnity Agreements**

We have entered into indemnity agreements with each of our directors and executive officers. The indemnity agreements provide that we will indemnify these individuals under certain circumstances against certain liabilities and expenses they may incur in their capacities as our directors or officers. We believe that the use of such indemnity agreements is customary and that the terms of the indemnity agreements are reasonable and fair to us, and are in our best interests to attract and retain experienced directors and officers.

## **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and officers and persons who own more than 10% of our common stock to file reports of securities ownership and changes in such ownership with the SEC. Officers, directors and greater than 10% stockholders also are required by rules promulgated by the SEC to furnish us with copies of all Section 16(a) reports they file. Based solely upon a review of the copies of Section 16(a) reports furnished to us from such persons for their 2017 transactions and on the written representations that no Forms 5 were required, all reports required by Section 16(a) to be filed during 2017 were filed on a timely basis.

## **AUDIT COMMITTEE REPORT**

The audit committee operates pursuant to a written charter adopted by our board of directors and reviewed by the audit committee annually. As set forth in its charter, the purpose of the audit committee is to oversee our accounting and financial reporting processes and oversee the audits of our financial statements. The responsibilities of the audit committee include appointing, providing for the compensation of, retaining, evaluating and overseeing the work of our independent registered public accounting firm. Each of the members of the audit committee is an independent director under the NYSE American and SEC rules.

Our management is primarily responsible for the preparation, presentation and integrity of our financial statements, our accounting and financial reporting principles, and internal controls designed to assure compliance with accounting standards and applicable laws and regulations. Our independent registered public accounting firm is responsible for auditing our financial statements and expressing an opinion as to their conformity with generally accepted accounting principles.

In the performance of its oversight function and in connection with the audited financial statements contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, the audit committee:

reviewed and discussed the audited financial statements as of and for the fiscal year ended December 31, 2017 with our management and Squar Milner LLP, our independent registered public accounting firm;  
discussed with Squar Milner the matters that are required to be discussed under the standards of the Public Company Accounting Oversight Board (United States) (the "PCAOB");  
received and reviewed the written disclosures and the letter from Squar Milner required by applicable requirements of the PCAOB regarding Squar Milner's communications with the audit committee concerning independence, and  
discussed with Squar Milner its independence from our company;

based on the above reviews and discussions, recommended to our board of directors that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2017 as filed with the SEC; and instructed Squar Milner that the audit committee expects to be advised if there are any subjects that require special attention.

**Audit Committee of the Board**

Gregory Thomas (Chairman)

Jeff Berg

Richard Simtob

*Notwithstanding anything to the contrary set forth in any our filings and other documents that might incorporate by reference this Proxy Statement, in whole or in part, the foregoing report of the audit committee shall not be incorporated by reference into any such filings or documents.*

**PRINCIPAL ACCOUNTING FIRM FEES**

The following table presents fees for professional audit services rendered by Squar Milner LLP for the audit of our annual financial statements for the years ended December 31, 2017 and 2016 and for fees billed during the years ended December 31, 2017 and 2016 for other services.

	2017	2016
Audit Fees	\$ 152,000	\$ 149,300
Audit-Related Fees (1)	–	2,975
Tax Fees	–	–
All Other Fees	–	–
	\$ 152,000	\$ 152,275

(1) Audit-related fees for the years ended December 31, 2016 include professional services related to our registration statements on Form S-3.

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

The audit committee has adopted a policy whereby all engagements of our independent auditor must be pre-approved by the audit committee. The audit committee has delegated to its chairman the authority to evaluate and approve engagements on behalf of the committee in the event that a need arises for pre-approval between committee meetings. If the chairman approves any such engagements, the chairman reports that approval to the full committee at the next committee meeting.

All audit and permitted non-audit and tax services must be pre-approved by the audit committee except for certain services other than audit, review or attest services that meet the “de minimis exception” under 17 CFR Section 210.2-01, namely:

the aggregate amount of fees paid for all such services is not more than 5% of the total fees paid by the Company to its auditor during the fiscal year in which the services are provided;  
such services were not recognized by the Company at the time of the engagement to be non-audit services; and  
such services are promptly brought to the attention of the audit committee and approved prior to the completion of the audit.

During fiscal years 2017 and 2016, there were no such services that were performed pursuant to the “de minimis exception.”

## **COMMUNICATIONS WITH DIRECTORS**

Stockholders may communicate directly with our board of directors or an individual director in writing by sending a letter to our board of directors or an individual director c/o our corporate secretary at: NTN Buzztime, Inc., Corporate Secretary c/o Board of Directors, 2231 Rutherford Road, Suite 200, Carlsbad, California 92008. In general, our corporate secretary will promptly forward the communication to the chairman of our board of directors or the director identified in the communication. However, we reserve the right not to forward any abusive, threatening or otherwise inappropriate materials.

## **STOCKHOLDER PROPOSALS FOR 2019 ANNUAL MEETING**

Stockholder proposals to be included in our proxy statement relating to our 2019 annual meeting of stockholders must be received at our principal executive offices by December 28, 2018, which is 120 days before the first anniversary of the date this Proxy Statement was released to stockholders. In addition, to be included in our proxy statement for our 2019 annual meeting, stockholder proposals must comply with the requirements of Rule 14a-8 under the Securities Exchange Act of 1934 and the requirements of our bylaws.

Our bylaws provide that in order for a matter of business to be brought before our 2019 annual meeting of stockholders by a stockholder without including the matter in our proxy statement relating to such meeting, a stockholder's notice thereof must be delivered to or mailed and received at our principal executive offices no earlier than December 28, 2018 and not later than January 27, 2019, which dates are 120 days and 90 days, respectively, in advance of the anniversary of the date of this Proxy Statement. Our bylaws also provide the information that must be set forth in such stockholder notice. Our bylaws also provide that in the event that no annual meeting was held in the previous year or the date of the annual meeting is advanced by more than 30 days or delayed by more than 30 days after the anniversary of the previous year's annual meeting, this advance notice must be received no later than the close of business on the later of the 90<sup>th</sup> day before such annual meeting or the 10<sup>th</sup> day following the day on which public announcement of the date of such meeting is first made.

Stockholders are advised to review applicable SEC rules and our bylaws, which contain additional requirements with respect to submitting stockholder proposals. Our bylaws are available from our corporate secretary upon written request and under the "Corporate Governance" section of the "Investor Relations" section of our corporate website at <http://www.buzztimebusiness.com/investor-relations-corporate-governance/>.

## **ELIMINATING DUPLICATIVE PROXY MATERIALS**

We have adopted an SEC-approved procedure called "householding." This procedure potentially means extra convenience for stockholders and cost savings for companies. Under this procedure, we send only one copy of the Notice of Internet Availability of Proxy Materials, and if applicable, Notice of Annual Meeting of Stockholders, Proxy Statement and Annual Report, to stockholders of record who share the same address and last name, unless one of those stockholders notifies us that the stockholder would like a separate copy of such documents. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate copy of the Notice of Internet Availability of Proxy Materials, and if applicable, Notice of Annual Meeting of Stockholders, Proxy Statement and Annual Report, from the other stockholder(s) sharing your address, please direct your written request to NTN Buzztime, Inc., Attention: Corporate Secretary, 2231 Rutherford Road, Suite 200, Carlsbad, California 92008 or contact us by phone at (760) 438-7400. We undertake to deliver promptly, upon any such oral or written request, a separate copy of the Notice of Internet Availability of Proxy Materials, and if applicable, Notice of Annual Meeting of Stockholders, Proxy Statement and Annual Report, to a stockholder at a shared address to which a single copy of these documents was delivered. Similarly, if stockholders of record sharing the same address are receiving multiple copies of the Notice of Internet Availability of Proxy Materials, or if applicable, Notice of Annual Meeting of Stockholders, Proxy Statement and Annual Report, and such stockholders would like a single copy to be delivered to them in the future, such stockholders may make such a request by contacting us by the means described above.

If you wish to update your participation in householding and you are a beneficial owner who holds shares in "street name" with a broker, bank or other nominee, you may contact your broker, bank, or other nominee or our mailing agent, Broadridge Investor Communications Solutions, at 800-542-1061.

## **ANNUAL REPORT ON FORM 10-K**

At your request, we will furnish, without charge, a complete copy of our Annual Report on Form 10-K (other than exhibits) for our fiscal year ended December 31, 2017. We will furnish any exhibit to our Annual Report on Form 10-K upon the payment of a fee to cover our reasonable expenses in furnishing such exhibit. Written requests for our Annual Report on Form 10-K should be directed to NTN Buzztime, Inc., Attention: Corporate Secretary, 2231 Rutherford Road, Suite 200, Carlsbad, California 92008.

## **OTHER MATTERS**

As of the time of preparation of this Proxy Statement, we do not know of any matter to be acted upon at the Annual Meeting other than the matters described above. If any other matter properly comes before the Annual Meeting, however, the proxy holders will vote the proxies thereon in accordance with the recommendation of our board of directors.

Schedule 1

**NON-GAAP INFORMATION AND RECONCILIATION**

**For the year ended December 31, 2017**

**(Unaudited)**

Net loss per GAAP	\$(1,077,000)
Interest expense, net	498,000
Income tax provision	66,000
Depreciation and amortization	2,317,000
EBITDA	\$1,804,000







