

PHOENIX TECHNOLOGIES LTD
Form PREC14A
January 16, 2007
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No. 1)

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

PHOENIX TECHNOLOGIES LTD.

(Name of Registrant as Specified In Its Charter)

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

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- No fee required.
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PHOENIX TECHNOLOGIES LTD.

**915 Murphy Ranch Road
Milpitas, California 95035
(408) 570-1000**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON FEBRUARY 14, 2007**

Notice is hereby given that the Annual Meeting of Stockholders of Phoenix Technologies Ltd. (the Company or Phoenix) will be held at the Company s offices located at 915 Murphy Ranch Road, Milpitas, California, 95035, on February 14, 2007 at 10:00 AM., Pacific Standard Time, to consider and act upon the following matters:

1. To elect two Class 2 Directors to the Board of Directors of the Company;
2. To ratify the selection by the Audit Committee of the Board of Directors of Ernst & Young LLP as the Company s independent registered public accounting firm for the 2007 fiscal year; and
3. To transact such other business as may properly come before the meeting or any adjournments thereof.

Only stockholders of record at the close of business on January 10, 2007 will be entitled to notice of and to vote at the Annual Meeting or any adjournments thereof. The stock transfer books will not be closed between the record date and the date of the Annual Meeting. A list of stockholders entitled to vote at the Annual Meeting will be available for inspection at the Company s offices for a period of ten days before the Annual Meeting.

All stockholders are cordially invited to attend the meeting. Whether or not you plan to attend, please sign and return the enclosed proxy as promptly as possible in the envelope provided. You may revoke your proxy at any time prior to the Annual Meeting. If you attend and vote at the Annual Meeting, your proxy will be automatically revoked and only your vote at the Annual Meeting will be counted.

By Order of the Board of Directors
/s/ SCOTT C. TAYLOR
Scott C. Taylor
Secretary

January 22, 2007

PROXY STATEMENT

PHOENIX TECHNOLOGIES LTD.

**915 Murphy Ranch Road
Milpitas, California 95035**

PROXY STATEMENT FOR THE ANNUAL MEETING OF STOCKHOLDERS

To Be Held February 14, 2007

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors (the **Board**) of Phoenix Technologies Ltd. (the **Company** or **Phoenix**) of proxies for use at the Annual Meeting of Stockholders of the Company to be held on February 14, 2007 (the **Meeting**) at the Company's offices located at 915 Murphy Ranch Road, Milpitas, California, commencing at 10:00 AM, Pacific Standard Time, and at any adjournments thereof. All proxies are solicited for the purposes set forth herein and in the Notice of Annual Meeting of Stockholders that accompanies this Proxy Statement. The date of this Proxy Statement is January 22, 2007, the approximate date on which this Proxy Statement and the accompanying form of proxy were first sent or given to stockholders.

We do not expect any matters not listed in the Proxy Statement to come before the Meeting. If any other matter is presented, your signed proxy card gives the individuals named as proxy holders the authority to vote your shares to the extent authorized by Rule 14a-4(c) under the Securities Exchange Act of 1934, as amended, which would include matters that the proxy holders did not know were to be presented at the Meeting by December 28, 2006.

General Information

Certain Financial Information. The Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2006 is enclosed with this Proxy Statement.

Voting Securities. Only stockholders of record as of the close of business on January 10, 2007 (the **Record Date**) will be entitled to vote at the Meeting and any adjournments thereof. As of the Record Date, there were 25,574,579 shares of the Common Stock of the Company issued and outstanding. Stockholders may vote in person or by proxy. Each holder of shares of Common Stock is entitled to one vote on the proposals presented in this Proxy Statement and one vote for each director to be elected for each share of Common Stock held. There is no cumulative voting in connection with the election of directors.

Quorum. The required quorum for transacting business at the Meeting is a majority of the votes eligible to be cast by holders of shares of Common Stock issued and outstanding on the Record Date. Shares that are voted **FOR**, **AGAINST** or **WITHHELD** on a matter (the **Votes Cast**) are treated as being present at the Meeting for purposes of establishing a quorum and are also treated as shares entitled to vote at the Meeting with respect to such matter. Because directors are elected by a plurality vote, shares covered by proxies marked **WITHHELD** will not affect the outcome of the election of directors.

Abstentions. Under the Company's bylaws and applicable Delaware law, abstentions will be counted for purposes of determining both (i) the presence or absence of a quorum for transacting business and (ii) the total number of Votes Cast with respect to a proposal (other than the election of directors). Accordingly, abstentions will have the same effect as a vote against the proposal.

Broker Non-Votes. Broker non-votes will be counted for purposes of determining the presence or absence of a quorum for transacting business, but will not be counted for purposes of determining the number of Votes Cast with respect to the particular proposal on which the broker has expressly not voted.

Accordingly, broker non-votes will not affect the outcome of the voting on a proposal that requires a majority of the Votes Cast (such as Proposal 2) and will have no effect on the election of directors.

Solicitation of Proxies. In addition to soliciting stockholders by mail, certain of the Company's directors and officers may solicit proxies personally, by telephone, email, facsimile, postings to the Internet, electronic means and otherwise. Appendix A to this Proxy Statement sets forth information relating to the directors and those officers who may be deemed to be participants in the solicitation of proxies on the Company's behalf. None of these individuals will receive special compensation for their assistance in soliciting proxies, but may be reimbursed for reasonable out-of-pocket expenses incurred in connection with this solicitation. The Company will request brokers, custodians, nominees and other record holders to forward copies of the proxy and other soliciting material to persons for whom they hold shares of Common Stock of the Company and to request authority for the exercise of proxies; in such cases, the Company, upon request of the record holders, will reimburse such holders for their reasonable expenses.

The Company has also retained Morrow & Co., Inc. to assist in obtaining proxies for the Meeting from brokers, custodians, nominees and institutional investors. The estimated fee for such services is [\$] plus out-of-pocket expenses. Morrow will employ approximately [] people in connection with its solicitation.

As a result of the potential solicitation of proxies by Starboard Value and Opportunity Master Fund Ltd. in connection with its nomination of a competing slate of directors, as described in Proposal No. 1 Election of Directors Nominating and Corporate Governance Committee, the Company's expenses related to this solicitation of proxies will exceed those normally spent for an annual meeting. Such additional costs (exclusive of litigation costs, if any) are expected to aggregate up to [\$], of which approximately [\$] has been incurred to date. The additional costs do not include the costs represented by the regular salaries and wages of our employees and officers. The Company will pay all costs of this solicitation.

Voting of Proxies. All shares represented by a valid proxy received prior to the Meeting will be voted, and where a stockholder specifies by means of the proxy a choice with respect to any matter to be acted upon, the shares will be voted in accordance with the specification so made. If no choice is indicated on the proxy, the shares will be voted FOR all nominees, FOR all other proposals described herein, and as the proxy holders may determine in their discretion with respect to any other matters that properly come before the Meeting. A stockholder giving a proxy has the power to revoke his or her proxy at any time prior to the time it is voted by delivering to the Secretary of the Company a written instrument revoking the proxy or a duly executed proxy with a later date, or by attending the Meeting and voting in person.

If you plan to vote in person at the Meeting, please bring proof of identification. Even if you currently plan to attend the Meeting, we recommend that you submit your proxy as described above so that your vote will be counted if you later decide not to attend the Meeting. If you hold your shares through a broker or other nominee and simply wish to attend the Meeting, please bring either a copy of the voting instruction card provided by your broker or nominee or a copy of a brokerage statement showing your share ownership in the Company as of January 10, 2007.

PROPOSAL NO. 1**ELECTION OF DIRECTORS**

The Company's nominees for election at the Meeting to Class 2 of the Board are David S. Dury and Taher Elgamal (the "Nominees"). Mr. Dury and Dr. Elgamal are presently Class 2 Directors of the Company. Anthony Sun, currently a Class 2 Director of the Company, has decided not to stand for re-election to the Board. Pursuant to a resolution adopted by the Board at a meeting held on December 19, 2006, the Board reduced the number of authorized directors of the Company from seven to six and the number of Class 2 Directors from three to two, effective immediately prior to the commencement of the Meeting.

The Company expects each Nominee to be available to serve as a director. If, however, a Nominee is unable or declines to serve for any reason, proxies may be voted for such substitute nominee as the Board may designate. Proxies may not be voted for more than one substitute nominee.

The Company's Certificate of Incorporation and Bylaws provide for a classified Board currently consisting of two Class 1 Directors (currently Woodson Hobbs and Anthony P. Morris), three Class 2 Directors (currently Mr. Dury, Dr. Elgamal and Mr. Sun) and two Class 3 Directors (currently Dale L. Fuller and Richard A. Noling). The Class 1, 2 and 3 Directors serve staggered three-year terms. The Class 2 Directors to be elected at the Meeting will be elected to hold office until the 2010 Annual Meeting of Stockholders and until their successors have been elected and qualified.

Nominees and Other Directors. The name, age, principal occupations during the past five years and tenure as director are set forth below for each of the Nominees and for each director of the Company. The Nominees are currently serving as directors of the Company.

Name	Age	Director Since	Position and Current Offices with the Company
Nominees			
David S. Dury	58	2002	Director; Chairman
Taher Elgamal	51	2000	Director
Other Directors			
Dale L. Fuller	48	2006	Director
Woodson Hobbs	59	2006	Director; President and Chief Executive Officer
Anthony P. Morris	60	1993	Director; Lead Independent Director
Richard M. Noling	58	2005	Director
Anthony Sun	54	1998	Director

Mr. Dury was appointed to the Board in October 2002 and was appointed as Chairman of the Board in September 2006. He is a co-founder and co-owner of Mentor Capital Group, LLC, which provides venture capital and services to start-up companies. Prior to founding Mentor Capital Group in 2000, Mr. Dury served as Senior Vice President and Chief Financial Officer of Aspect Development, Inc., a supplier of client/server software and reference data products, from 1996 to 2000. From 1992 to 1996, Mr. Dury was Senior Vice President and Chief Financial Officer at NetFrame Systems, Inc. From 1989 to 1992, Mr. Dury was Executive Vice President, Chief Operating Officer and Chief Financial Officer at Boole & Babbage, Inc., and from 1983 to 1989 Mr. Dury served as President, Chief Operating Officer and Chief Financial Officer of Priam Corporation. Mr. Dury also serves on the board of directors of Intevac, Inc.

Dr. Elgamal was appointed to the Board in January 2000. He is currently the Chief Technology Officer at Tumbleweed Communications Corporation, a provider of internet security solutions. From 2005 to 2006, he was the Chairman and Chief Executive Officer of Ektasis, Inc., an internet software provider. From 1998 to 2005, Dr. Elgamal served as served as Co-Chairman of the board of directors and Chief Technology Officer of Securify, Inc., a network security management software provider Dr. Elgamal

founded in 1998. Prior to founding Securify, Dr. Elgamal held the position of Chief Scientist of Netscape Communications Corp. from 1995 to 1998, where he pioneered Internet security technologies. From 1993 to 1995, Dr. Elgamal was Vice President of Advanced Technologies at UKI Electric. From 1991 to 1993, he was the Director of Engineering at RSA Security, Inc. where he produced the RSA cryptographic toolkits. Dr. Elgamal also serves on the boards of directors of hi/fn, Inc. and Tumbleweed Communications Corporation.

Mr. Fuller was appointed to the Board in November 2006. He currently serves as the Interim President and Chief Executive Officer of McAfee Inc., a security technology company. He joined the McAfee Inc. Board in January 2006 and became Interim President and Chief Executive Officer in October 2006. Prior to joining McAfee, Mr. Fuller served as Chief Executive Officer of Borland Software Corporation, a software development company, from 1999 until 2005. Prior to joining Borland, Mr. Fuller served as Chief Executive Officer of WhoWhere? Inc., as General Manager and Vice President of Apple Computer's Powerbook division, and as Vice President and General Manager of NEC Corporation's portable computer division.

Mr. Hobbs joined the Company as President and Chief Executive Officer and as a member of the Board of Directors of the Company in September 2006. Prior to joining the Company, Mr. Hobbs served as President, Chief Executive Officer and a member of the board of directors of Intellisync Corporation, a provider of platform-independent wireless messaging and mobile software, from 2002 to 2006. Between 1995 and 2002, Mr. Hobbs was a consulting executive for the venture capital community and a strategic systems consultant to large corporations. During this timeframe, he held the position of Interim Chief Executive Officer for various periods at the following companies: FaceTime Communications, a provider of instant messaging network-independent business solutions; Tradenable, Inc., an online escrow service company; BigBook, Inc., a provider in the online yellow pages industry; and I/PRO Corporation, a provider of quantitative measurement of Web site usage. From 1993 to 1994, Mr. Hobbs served as Chief Executive Officer of Tesseract Corporation, a human resources outsourcing and software company. Mr. Hobbs spent the early part of his career with Charles Schwab Corporation, a securities brokerage and financial service company, as its Chief Information Officer, and with Service Bureau, a division of IBM, as one of the developers and as the Director of Operations of Online Focus, an online credit union system.

Mr. Morris was appointed to the Board in 1993, and was appointed Lead Independent Director in August 2005. Mr. Morris is a principal with Morris & Associates, a strategy consulting firm he founded in 1988. Mr. Morris is also a principal in Morris Ventures LLC, a venture capital firm investing in information technology companies, and is a director of several privately held companies.

Mr. Noling was appointed to the Board in September 2005. From 2003 to September 2005, Mr. Noling served as the Chief Executive Officer of ThinGap Motor Technologies, a manufacturer of brush and brushless motors utilized in the factory automation, defense, automotive and medical device industry. He served as President, Chief Executive Officer and Chief Financial Officer of Insignia Solutions Inc., a provider of cross-platform compatibility enterprise solutions, from 1997 to 2003. He also served as a member of the board of directors of Insignia Solutions Inc. until August of 2006 and was interim Chief Executive Officer at Forest Home Ministries, a charitable institution, from November 2005 to October 2006.

Mr. Sun was appointed to the Board in 1998. Mr. Sun has been a General Partner of Venrock Associates, a venture capital firm, since 1980 and a Managing General Partner since 1997. Previously, Mr. Sun was employed by Hewlett Packard, TRW, Inc. and Caere Corporation. Mr. Sun also serves as a director of Cognex Corporation.

Board Independence

Upon consideration of the criteria and requirements regarding director independence set forth in NASDAQ Rules 4200 and 4350, the Board has determined that each member of the Board other than Mr. Hobbs and Mr. Dury meets the standards of independence established by the NASDAQ. Mr. Hobbs is not independent because he is employed by the Company. Mr. Dury is not independent because his wife served as a consultant to the Company until June 2006 and in such capacity received remuneration in excess of the limits permitted by the NASDAQ rules governing director independence. In the twelve months ending June 30, 2006, Ms. Dury received a total of \$67,725 for her service to the Company, and, over the length of her consulting engagement, Ms. Dury received a total of \$162,225 in compensation from the Company.

Meetings and Committees of the Board

During the fiscal year ended September 30, 2006 (the Last Fiscal Year), the Board held a total of 13 regularly scheduled meetings, no special meetings, and took additional actions by written consent. During the Last Fiscal Year, each Board member, other than Mr. Sun, attended at least 75% of the aggregate number of meetings of the Board and meetings of the committees of the Board on which he served during the Last Fiscal Year.

The Company encourages attendance of Board members at all annual meetings. None of the Board members, other than Albert E. Sisto, the Company's former Chairman of the Board, President and Chief Executive Officer, attended the annual meeting which took place in the prior calendar year.

The Board has an Audit Committee, a Compensation Committee and a Nominating and Governance Committee.

Audit Committee

The members of the Audit Committee are Messrs. Fuller, Morris, and Noling. Dr. Elgamal was a member of the Audit Committee during the Last Fiscal Year. On November 1, 2006, the Board unanimously approved the appointment of Mr. Fuller to replace Dr. Elgamal as a member of the Audit Committee.

Each member of the Audit Committee is independent as such term is defined in the NASDAQ Rules and Rule 10A-3 of the Securities and Exchange Commission (the SEC) under the Securities Exchange Act of 1934, as amended. Mr. Noling serves as the Chairman of the Audit Committee. The Board has determined that Mr. Noling qualifies as an audit committee financial expert as defined in Item 401(h) of Regulation S-K promulgated by the SEC. During the Last Fiscal Year, the Audit Committee met 13 times, and took additional actions by written consent. The responsibilities of the Audit Committee include:

- overseeing the Company's accounting and financial reporting processes and the audits of the Company's financial statements;
- monitoring the integrity of the Company's financial statements;
- evaluating the qualifications, independence and performance of the Company's independent registered public accounting firm; and
- monitoring and reviewing the performance of the Company's internal audit function.

A copy of the Audit Committee Charter was previously attached as Appendix B to the Company's Proxy Statement dated February 17, 2004 and mailed to stockholders of record in connection with the Company's 2004 Annual Meeting of Stockholders. The Audit Committee Charter was subsequently

modified, via unanimous written consent of the Board dated November 18, 2005, and is available for viewing at <http://www.phoenix.com/en/About+Phoenix/Investors/Corporate+Governance/default.htm>.

Compensation Committee

The members of the Compensation Committee are Dr. Elgamal, Mr. Morris and, until the date of the Meeting, Mr. Sun. Mr. Dury's tenure as a member of the Compensation Committee expired on March 6, 2006, the date of the annual meeting of stockholders for the fiscal year ended September 30, 2005. Mr. Morris serves as the Chairman of the Compensation Committee. Each member of the Compensation Committee is independent as such term is defined in the NASDAQ Rules. During the Last Fiscal Year, the Compensation Committee met five times, and took additional actions by written consent. The responsibilities of the Compensation Committee include:

- establishing and reviewing the Company's general compensation policies applicable to the Company's Chief Executive Officer and other executive officers;
- reviewing and approving the level of compensation, including salaries, fees, benefits, executive incentive plans and perquisites, of the Company's Chief Executive Officer and other executive officers;
- establishing and reviewing on an annual basis, the terms and conditions of employment of the Company's Chief Executive Officer and other executive officers, including, without limitation, executive perquisites and change of control benefits;
- administering the Company's stock-based incentive compensation plans; and
- reviewing and advising the Board concerning the performance of the Company's Chief Executive Officer and other executive officers.

For a complete listing of the Compensation Committee's responsibilities, please refer to the Compensation Committee Charter attached as Appendix B to the Company's Proxy Statement dated January 27, 2006 and mailed to stockholders of record in connection with the Company's 2006 Annual Meeting of Stockholders.

Nominating and Corporate Governance Committee

The members of the Nominating and Corporate Governance Committee are Dr. Elgamal and Messrs. Dury and Noling. Dr. Elgamal and Mr. Noling are independent as such term is defined in the NASDAQ Rules. Although Mr. Dury does not qualify as independent under the NASDAQ rules (see Board Independence above), the Board has determined that the appointment of Mr. Dury to the Nominating and Corporate Governance Committee is required in the best interests of the Company and its stockholders because of his experience and extensive knowledge regarding the Company's business, strategy and mission, and his ability to evaluate the extent to which a candidate's background is relevant to the Company's needs.

The Nominating and Corporate Governance Committee, which was formerly called the Nominating Committee, operates pursuant to a charter approved and adopted by the Board on May 9, 2006. A copy of the Nominating Committee charter was attached as Appendix A to the Company's Proxy Statement dated February 17, 2004 and mailed to stockholders of record in connection with the Company's 2004 Annual Meeting of Stockholders. Pursuant to a meeting held on May 9, 2006, the Board unanimously approved expanding the responsibilities of the Nominating Committee to include governance oversight. The updated Nominating and Corporate Governance Committee charter is available for viewing, at <http://www.phoenix.com/en/About+Phoenix/Investors/Corporate+Governance>. During the Last Fiscal Year, the Nominating and Corporate Governance Committee met three times.

The purpose of the Nominating and Governance Committee is to establish general qualification guidelines applicable to nominees for election to the Board and to ensure that the Board is appropriately constituted to meet its fiduciary obligations to the Company and its stockholders. The Nominating and Corporate Governance Committee identifies individuals qualified to become Board members, including nominees suggested by stockholders, and recommends nominees for appointment or election to the Board. The Nominating and Corporate Governance Committee does not use specific minimum requirements, but considers several factors to determine whether a director candidate is qualified. These factors include, but are not limited to: (i) the extent of a candidate's prior experience dealing with financial and auditing issues of a publicly traded company; (ii) the existence of significant training and experience at the policy-making level in areas of business, government, education and/or technology; (iii) specific past concentration in the areas of strategic planning, finance, business law, and management; and (iv) the extent to which the candidate's background is relevant to the Company's mission, strategy and needs. To date, the Company has not paid any fees to any third party to identify or evaluate or assist in identifying or evaluating potential nominees.

Additionally, the Nominating and Corporate Governance Committee is responsible for the creation and monitoring of the corporate governance practices of the Company. Specifically, the Nominating and Corporate Governance Committee's responsibilities include:

- overseeing the Company's processes for providing information to the Board;
- assessing the reporting channels through which the Board receives information and the quality and timeliness of information received to ensure that the Board obtains appropriately detailed information in a timely fashion;
- establishing procedures for stockholders to communicate with the Board and individual directors;
- reviewing annually the Company's corporate governance practices and code of ethics and recommending to the Board any amendments deemed necessary or appropriate; and
- overseeing an annual performance evaluation of the Board and management and reporting the results of such evaluations to the Board.

The Nominating and Corporate Governance Committee seeks to have on the Board at least one financial expert as defined in Item 401(h) of Regulation S-K promulgated by the SEC and believes that the majority of the Board must be composed of independent directors as defined in NASDAQ Rule 4200.

The Nominating and Corporate Governance Committee will consider candidates for director from any source, including director candidates recommended by stockholders. No formal procedures exist for the handling of director candidates recommended by stockholders; however, all candidates recommended by stockholders will be evaluated by the Nominating and Corporate Governance Committee in the same way and by using the same criteria and general guidelines used for all other candidates. Stockholders may submit director recommendations in writing to the Nominating and Corporate Governance Committee, c/o the Company's Chief Executive Officer at the Company's offices located at 915 Murphy Ranch Road, Milpitas, California 95035.

The Nominating and Corporate Governance Committee did not receive prior to September 29, 2006 any recommendations for director candidates from any non-management stockholder or group of stockholders that beneficially owns more than 5% of the Company's voting stock. Each Nominee included on this year's proxy card is an executive officer and/or director standing for re-election.

On December 19, 2006, in connection with the decision by Anthony Sun to not run for election to the Board at the Meeting, the Board resolved to reduce the number of Class 2 Directors from three to two effective immediately prior to the commencement of the Meeting. As a result, only two Class 2 Directors will be elected at the Meeting. Also on December 19, 2006, the Board resolved to nominate Messrs. Dury

and Elgamal as its nominees for election as Class 2 Directors at the Meeting. Subsequently, in a letter dated December 27, 2006, Starboard Value and Opportunity Master Fund Ltd. (Starboard) notified the Company of its intent to nominate John Mutch, Philip Moyer and Jeffrey C. Smith as nominees for election as Class 2 Directors at the Meeting. On January 3, 2007, Starboard filed a copy of the letter as an exhibit to a Schedule 13D/A filed by Starboard and certain other parties (collectively, the Reporting Persons) with the SEC. In the Schedule 13D/A, the Reporting Persons disclosed that they had agreed to form a group for the purpose of soliciting proxies or written consents for the election of the persons nominated by Starboard to the Board at the Meeting and stated that Ramius Capital Group, L.L.C., one of the Reporting Persons, continued to be interested in acquiring the Company. On January 12, 2007, the Board considered the nominees proposed by Starboard, and resolved to continue to recommend Mr. Dury and Dr. Elgamal for election as Class 2 directors at the 2007 Annual Meeting.

On January 16, 2006, the Reporting Persons filed a preliminary proxy statement with the Commission relating to the solicitation of proxies for the election of John Mutch and Philip Moyer as Class 2 Directors at the Meeting. On that same date, Admiral Advisors, LLC, one of the Reporting Persons, sent the Company a letter offering to acquire the Company for \$5.25 per share, in cash.

Stockholder Communications with Directors

The Board welcomes communications from the Company s stockholders. Any stockholder may communicate with either the Board as a whole, or with any individual director by sending a written communication c/o the Company s Lead Independent Director at the Company s offices located at 915 Murphy Ranch Road, Milpitas, California 95035. All communications sent to the Company s Lead Independent Director will be forwarded to the Board, as a whole, or to the individual director to whom such communication was addressed, without review by management.

Compensation of Directors

Members of the Board who are not employees of the Company (Outside Directors) are entitled to receive an annual retainer of \$20,000, a fee of \$1,500 for each meeting of the Board they attend in person and a fee of \$1,000 for each telephonic meeting of the Board that they attend. In addition, members of each Board committee, other than the Audit Committee, are entitled to receive a fee of \$1,000 for each committee meeting they attend in person and a fee of \$500 for each telephonic committee meeting that they attend. Members of the Audit Committee are entitled to receive a fee of \$1,500 for each Audit Committee meeting they attend in person and a fee of \$1,000 for each telephonic Audit Committee meeting they attend. Additionally, the Chairman of each committee, other than the Audit Committee, is entitled to receive an annual retainer of \$3,000. The Audit Committee Chairman is entitled to receive an annual retainer of \$7,500. The Chairman of the Board and Lead Independent Director are each entitled to receive an annual retainer of \$7,500. Outside Directors who reside outside of the local area are also entitled to receive reimbursement of travel expenses.

In addition, during the Last Fiscal Year, the Board approved the following additional compensation to certain directors: (a) \$28,000 was paid to Mr. Dury for responsibilities he performed as the Board s liaison to the Company s interim operating committee of senior management (established by the Board on July 25, 2006 to manage the Company s operations after Mr. Sisto s employment with the Company ended in May of 2006); (b) \$9,000 was paid to Dr. Elgamal and \$4,500 was paid to Mr. Morris for service on an ad-hoc Board Committee on product readiness; and (c) \$12,000 was paid to Mr. Dury and \$9,000 was paid to Mr. Morris for services rendered as part of the Strategic Alternatives Committee established by the Board on July 25, 2006.

Outside Directors have received options to purchase Common Stock pursuant to the Company s 1992, 1994, 1996, 1997, 1998 and 1999 equity incentive plans and the 1995 Award Software International Inc.

Stock Option Plan. Outside Directors currently receive options under the 1999 Stock Plan and the 1999 Director Option Plan. Under the 1999 Director Option Plan, Outside Directors receive an initial grant of 40,000 shares upon their initial appointment to the Board and subsequent annual grants of 15,000 shares. Board member options vest and become exercisable for 100% of the shares on the date of grant and have a term of ten years. During the Last Fiscal Year, the Company granted annual stock options for 15,000 shares to each of Dr. Elgamal and Messrs. Dury, Morris, Sun and Noling and for 40,000 shares to Mr. Fuller, in each case having an exercise price equal to the fair market value of the Company's Common Stock on the date of grant. In addition, the Board approved a non-qualified stock option grant to Mr. Dury for 10,000 shares, having an exercise price equal to the fair market value of the Company's Common Stock on the date of grant, as consideration for his services as the Board's liaison to the Company's interim operating committee of senior management.

Required Vote

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If a quorum is present, directors shall be elected by the affirmative vote of the holders of a plurality of the shares of Common Stock present or represented at the Meeting.

***The Board of Directors Recommends a Vote FOR
the Election of Dr. Elgamal and Mr. Dury***

PROPOSAL NO. 2

**RATIFICATION OF APPOINTMENT OF INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board has selected Ernst & Young LLP to continue to serve as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2007. The Company is asking stockholders to ratify this appointment. If ratification by the stockholders of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm is not obtained, the Audit Committee will reconsider this appointment. Even if the appointment is ratified, the Audit Committee, in its discretion, may appoint a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best interests of the Company and its stockholders.

Representatives of Ernst & Young LLP are expected to be present at the Meeting. They will have the opportunity to make a statement if they desire to do so and are also expected to be available to respond to appropriate questions from stockholders.

Required Vote

If a quorum is present, the affirmative vote of the holders of a majority of the shares of Common Stock present or represented at the Meeting and voting on the matter is required for approval of Proposal No. 2.

The Board of Directors Recommends a Vote FOR Ratification of the Appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending September 30, 2007

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information as of January 8, 2007, with respect to the Common Stock owned beneficially by (i) any person who is known to the Company to be the beneficial owner of more than 5% of its Common Stock, (ii) each director and Nominee of the Company, (iii) the Chief Executive Officer and each executive officer included in the Summary Compensation Table on page 12 (collectively, the Named Executive Officers), and (iv) all current directors and executive officers of the Company as a group. Except as otherwise indicated in the table, the address of each person listed in the table is c/o Phoenix Technologies Ltd., 915 Murphy Ranch Road, Milpitas, California 95035. Except as otherwise indicated in the footnotes to the table, to the Company's knowledge, the persons named in the table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them, subject to community property laws where applicable.

Address of Beneficial Owner	Amount and Percentage of Common Beneficial Ownership(1)
Card Group(2) Avenue k, NY 10017	3,502,941
Marxe & David M. (3) on Avenue, Suite 2600 New York 10022	3,227,776
Global Fund Advisors, ue of the Americas NY 10019	1,897,062
Jobbs(5)	1,000,000
isto(6)	797,282
ibbs(7)	393,264
ylor(8)	148,608
lass(9)	36,314
ronkhorst(10)	938

The following table shows the annual base salaries for our named executive officers in place at the end of fiscal year 2012.

Name	Fiscal Year 2012 Salary	Fiscal Year 2012 Cash Incentive Award Opportunity (% of Salary)
Charles Bland <i>Former Chief Executive Officer</i> (1)	\$ 475,000	110%
Conrad Gagnon <i>Chief Financial Officer</i>	\$ 270,000	100%
John Ocampo <i>Chairman</i>	\$ 300,000	Not applicable
Michael Murphy <i>Vice President, Engineering</i>	\$ 310,000	100%
Robert Donahue <i>Former Chief Operating Officer</i> (2)	\$ 350,000	100%

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- (1) Mr. Bland resigned from his position as our Chief Executive Officer in December 2012, but remains employed by us in a transitional role, and continues to serve as a member of our board of directors.
- (2) Mr. Donahue resigned from his position as Chief Operating Officer in December 2011, and subsequently resigned from employment with us in October 2012.

We generally provide our named executive officers health and welfare benefits on the same terms as our other salaried employees, including health benefits and life insurance coverage, as well as the opportunity to receive matching contributions under our 401(k) plan.

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We believe that, in order for us to attract top executive talent, we must not be limited to those residing in the Boston metropolitan area and in some cases must be willing to offer to pay an agreed upon amount of relocation, commuting and other related costs. In fiscal year 2012 we made such payments and reimbursements to Mr. Bland regarding his relocation and commuting to work from a home outside the Boston metropolitan area, and also agreed to reimburse him for taxes incurred by him on such payments. Prior to our March 2012 initial public offering, we also paid a management fee to a company affiliated with the Chairman of our Board pursuant to a previously negotiated management services agreement with that company, and we have included these payments in the 2012 Summary Compensation Table as additional compensation to the Chairman. See [Certain Relationships and Related Person Transactions – GaAs Labs Management Fee](#) for more information regarding these payments.

Annual Cash Incentives

During fiscal year 2012, our named executive officers, other than our Chairman of the Board, have also participated in a special cash incentive program with respect to the first half of fiscal year 2012 and a separate special cash incentive program with respect to the second half of fiscal year 2012. Our board of directors determined the maximum cash incentive award opportunity for each of our named executive officers for 2012 based on its business judgment regarding the appropriate level of incentive opportunity to motivate and retain these executives, and to establish an appropriate pay for performance link between their total compensation and our overall financial results. In making this business judgment, the board of directors considered each named executive officer's historical levels of incentive opportunity as well as each named executive officer's respective salary and level of incentive opportunity relative to those of our other named executive officers. This maximum opportunity was also subject to potential increase or reduction based on individual executive performance during the period. The table included above shows the cash incentive award opportunity of each of our named executive officers for fiscal year 2012, expressed as a percentage of each executive's annual base salary.

First Half 2012 Program. Payments under the cash incentive program for the first half of fiscal year 2012 were based on our performance in that period as compared against the following adjusted operating income goals for the six months ended March 31, 2012:

First Half Fiscal Year 2012

Performance Goal	Threshold	Target	Maximum	Actual Performance
Adjusted Operating Income	\$ 28.9 million	\$ 33.3 million	\$ 37.7 million	\$ 29.3 million

We selected adjusted operating income as a performance metric as we believe it is a primary driver of shareholder value. The calculation of adjusted operating income excludes the impact of accrued costs for the payment of incentives under the cash incentive program itself, as well as amortization expense, restructuring charges, non-recurring charges incurred in connection with acquisitions, divestments, capital-raising events, certain litigation, share-based compensation and other non-cash compensation and asset retirement obligations. If performance exceeded the threshold level, a total pool for all participating employees within the company would be funded at \$2.2 million for target performance and \$4.4 million for maximum performance, and each named executive officer would be eligible for a payment based on an allocated portion of this pool based on both a specified percentage of annual base salary and the executive's individual job performance.

In light of our performance for the first half of fiscal year 2012 (see the [Actual Performance](#) column in the table above), our determination regarding each named executive officer's job performance at 100% of expected levels, we paid each named executive officer approximately 5% of their respective annual cash incentive award opportunity.

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Second Half 2012 Program. Payments under the cash incentive program for the second half of fiscal year 2012 were based on our performance in that period as compared against the following adjusted operating income goals for the six months ended September 30, 2012:

Second Half Fiscal Year 2012

Performance Goal	Threshold	Target	Maximum	Actual Performance
Adjusted Operating Income	\$ 35.6 million	\$ 41.5 million	\$ 47.4 million	\$ 32.6 million

We selected adjusted operating income as a performance metric as we believe it is a primary driver of shareholder value. The calculation of adjusted operating income excludes the impact of accrued costs for the payment of incentives under the cash incentive program itself, as well as amortization expense, restructuring charges, non-recurring charges incurred in connection with acquisitions, divestments, capital-raising events, certain litigation, share-based compensation and other non-cash compensation and asset retirement obligations. If performance exceeded the threshold level, a total pool for all participating employees within the company would be funded at \$2.2 million for target performance and \$4.4 million for maximum performance, and each named executive officer would be eligible for a payment based on an allocated portion of this pool based on both a specified percentage of annual base salary and the executive's individual job performance.

Our named executive officers will not receive any payment with respect to this cash incentive award opportunity under the cash incentive program for the second half of fiscal year 2012 because we did not meet the established performance metrics.

Long-Term Equity Incentives

As part of our compensation committee's review, evaluation and further development of our overall compensation program for our named executive officers in 2012 as described above, and in an attempt to establish a mix of cash and equity compensation for each named executive officer such that we both reward current performance adequately to retain these executives in a competitive marketplace, and provide them with adequate incentives to drive long-term stockholder value, the compensation committee assigned each named executive officer an equity percentage as follows:

Name	Fiscal Year 2012 Equity Percentage
Charles Bland	
<i>Former Chief Executive Officer</i>	110%
Conrad Gagnon	
<i>Chief Financial Officer</i>	75%
John Ocampo	
<i>Chairman</i>	Not applicable
Michael Murphy	
<i>Vice President, Engineering</i>	85%
Robert Donahue	
<i>Former Chief Operating Officer</i>	65%

This equity percentage, when applied to the sum of each named executive officer's annual salary and 50% of his annual cash incentive potential, approximates the total cash value of new equity incentive awards we would typically grant to such named executive officer annually under our executive compensation program, subject to time-based vesting restrictions over a period of years. While the equity percentage assigned to a particular executive is considered a guideline and is used by our compensation committee together with annual salary and annual cash incentive potential to evaluate each executive officer's total compensation, the compensation committee retains discretion to vary the amount of any such executive's annual equity grant based on performance factors, the overall dilutive impact of our employee equity grant program, the amount of

unvested equity awards already held by such executive, perceived anomalies in the current valuation of our common stock or otherwise.

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In fiscal year 2012, we provided certain of our named executive officers with long-term equity incentives through the grant of full value restricted stock units subject to time-based vesting restrictions under our 2012 Omnibus Incentive Plan. We believe that full value restricted stock units are a useful tool for compensating our executives, in that they align executives' interests directly with those of our stockholders by increasing in value only if the per share value of our common stock increases. We believe such awards also provide a valuable retention incentive in that they have no associated exercise price. Without an associated exercise price, we require fewer shares to deliver the same amount of retention incentive to a given executive using a restricted stock unit than we would use stock option awards. For this reason, we believe that restricted stock units also reduce the overall potential dilution to our stockholders from our equity-based compensation programs.

We granted our Chief Financial Officer 20,710 restricted stock units and our Vice President, Engineering 4,347 restricted stock units during fiscal year 2012. Our board of directors approved these restricted stock units based on its business judgment that these reflected an appropriate level of long-term incentive to retain these officers and further align their compensation with increases in shareholder value. The size of each award was arrived at by the compensation committee based on considerations of the factors described above, including the value and vesting status of any prior equity incentive awards made to such executives in prior fiscal years which remain outstanding. Except as further described below, we did not grant any long-term incentives to Mr. Bland or Mr. Donahue during fiscal year 2012 because we believed their existing equity incentive awards provided an adequate long-term incentive for them to remain employed with us and build shareholder value. We did not grant any long-term incentives to Mr. Ocampo during fiscal year 2012 because we believed his substantial stockholdings in our company provided an adequate long-term incentive for him to remain employed with us and build shareholder value.

In addition, we sometimes make equity awards in recognition of strong performance by a particular individual. In fiscal year 2012, the compensation committee approved an award of 5,000 restricted stock units, vesting on February 15, 2013, to our former Chief Executive Officer in recognition of his strong leadership throughout a successful initial public offering process.

Severance Arrangements

Because we believe it is in our best interests and the best interests of our stockholders to encourage and reinforce the continued dedication and attention of our senior executives without distraction in circumstances arising from the possibility of an involuntary termination of employment without cause, we have agreed to provide certain of our named executive officers with severance benefits in connection with this type of termination. See [Potential Payments Upon Termination or Change in Control](#) below for a more detailed discussion of these potential payments.

Tax Treatment of Compensation

Section 162(m) of the Code generally disallows a tax deduction to a public corporation for annual compensation in excess of \$1 million paid to its principal executive officer and the three other most highly compensated named executive officers (excluding the principal financial officer). Compensation that qualifies as performance-based is excluded for purposes of calculating the amount of compensation subject to the \$1 million limit. In addition, in the case of a privately held corporation that becomes a public corporation, the \$1 million limit generally does not apply to compensation paid pursuant to a compensation plan or agreement that existed prior to the initial public offering. However, a newly public corporation only may rely on this particular exception until the earliest of the following events: (i) the expiration of the plan or agreement; (ii) a material modification of the plan or agreement (as determined under Section 162(m) of the Code); (iii) the issuance of all the employer stock and other compensation allocated under the plan; or (iv) the first meeting of stockholders at which directors are to be elected that occurs after the close of the third calendar year following the year in which the initial public offering occurs.

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Because we were a privately-held corporation prior to our initial public offering in March 2012, we have not previously taken the deductibility limit under Section 162(m) of the Code into consideration in setting compensation for our executive officers. Under the exception for newly public corporations described above, any equity-based awards granted under our 2012 Omnibus Incentive Plan will not be subject to the \$1 million limit, provided such awards are made prior to the earliest of the events specified above. While our compensation committee has not adopted a policy regarding tax deductibility of compensation paid to our named executive officers, we expect that our compensation committee will consider tax deductibility under Section 162(m) as a factor in compensation decisions, but may approve compensation that is not deductible if it believes that such payments are appropriate to attract, retain and motivate our executive officers.

COMPENSATION COMMITTEE REPORT

The compensation committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management, and, based on such review and discussions, the compensation committee recommended to our board of directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Members of the compensation committee:

Peter Chung (Chairman)

Gil Van Lunsen

2012 Summary Compensation Table

The following table provides information regarding the compensation of our named executive officers for the fiscal year ended September 28, 2012. Unless otherwise specified, positions listed below are those currently held by the named executive officers.

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$ (1))	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$ (2))	Total (\$)
Charles Bland (3)	2012	475,000	101,200	23,908	41,474	641,582
<i>Former Chief Executive Officer</i>	2011	411,058	888,800	85,200	112,390	1,497,448
Conrad Gagnon	2012	270,000	419,170	13,590	8,098	710,858
<i>Chief Financial Officer</i>	2011	270,000		76,680	7,985	354,665
John Ocampo	2012	300,000			363,706	663,706
<i>Chairman</i>	2011	300,000			723,773	1,023,773
Michael Murphy	2012	303,854	87,983	15,101	8,171	415,109
<i>Vice President, Engineering</i>	2011	300,000		68,164	8,058	376,222
Robert Donahue (4)	2012	350,000		6,326	2,639	358,965
<i>Former Chief Operating Officer</i>	2011	336,298		88,750	8,086	433,134

(1) The amounts included under the Stock Awards column reflect aggregate grant date fair value of the restricted stock and restricted stock unit awards granted in each respective fiscal year, computed in accordance with FASB ASC Topic 718, excluding the effect of any estimated forfeitures.

(2) Consists of the following amounts for each named executive officer for fiscal year 2012:

Name	Basic Life Insurance Premiums (\$)	Company Contributions to 401(k) Plans (\$)	Management Service Fee (\$)	Relocation, Commuting and Related Tax Gross-Up Payments	Total (\$)
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				(\$)
Charles Bland	1,014	7,463		32,997
Conrad Gagnon	635	7,463		41,474
John Ocampo	706	3,000	360,000*	8,098
Michael Murphy	708	7,463		363,706
Robert Donahue	801	1,838		8,171
				2,639

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- * Management service fees of \$60,000 per month were paid by us to GaAs Labs, which is an affiliate of Mr. Ocampo, through the completion of our initial public offering. See Certain Relationships and Related Person Transactions GaAs Labs Management for more information regarding this arrangement.
- (3) Mr. Bland resigned from his position as our Chief Executive Officer in December 2012, but remains employed by us in a transitional role and continues to serve as a member of our board of directors.
- (4) Mr. Donahue resigned from his position as Chief Operating Officer in December 2011, and subsequently resigned from employment with us in October 2012.

2012 Grants of Plan-Based Awards Table

The following table provides information regarding plan-based awards granted to our named executive officers for the fiscal year ended September 28, 2012.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards (\$) (1)
		Threshold (\$)	Target (\$)	Maximum (\$)		
Charles Bland	5/3/2012		249,375	498,750	5,000	101,200
Conrad Gagnon	5/3/2012		135,000	270,000	20,710	419,170
John Ocampo						
Michael Murphy	5/3/2012		150,000	300,000	4,347	87,980
Robert Donahue			175,000	350,000		

- (1) The amounts included under this column reflect grant date fair value of the restricted stock unit awards granted during fiscal year 2012, computed in accordance with FASB ASC Topic 718, excluding the effect of any estimated forfeitures.

Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table

Our Chairman of the Board receives an annual base salary and benefits, but does not participate in our cash incentive or long-term equity incentive compensation programs.

Amounts in the Non-Equity Incentive Plan Compensation column of the 2012 Summary Compensation Table represent cash incentive award earned by each named executive officer under the cash incentive programs in place for fiscal year 2012. Amounts in the Estimated Future Payouts Under Non-Equity Incentive Plan Awards columns of the 2012 Grants of Plan-Based Awards Table represent the cash incentive award opportunity for each named executive officer under the cash incentive programs in place for fiscal year 2012. The amount of each executive's cash incentive award opportunity is based on the executive's annual base salary and cash incentive award opportunity percentage. See Compensation Discussion and Analysis Annual Cash Incentives for a more detailed description of these programs.

Amounts in the Stock Awards column of the 2012 Summary Compensation Table and the All Other Stock Awards column of the 2012 Grants of Plan-Based Awards Table represent restricted stock unit awards granted under our 2012 Omnibus Incentive Plan.

Table of Contents**2012 Outstanding Equity Awards at Fiscal Year-End Table**

The following table sets forth the outstanding equity awards granted in fiscal year 2012 as more fully described under the heading "Long-Term Equity Incentives" and held by each of our named executive officers at September 28, 2012.

Name	Grant Date	Option Awards					Stock Awards	
		Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Vested (#)	Market Value of Shares or Units of Stock That Have Vested (\$)
Charles Bland	7/22/10	20,000				2.00		
	2/8/11						30,000(2)	381,000
	5/3/2012						5,000(3)	63,500
Conrad Gagnon	9/29/09	4,208				0.64		
	10/23/09			75,000(4)		0.64		
	5/3/2012						20,710(5)	263,017
John Ocampo								
Michael Murphy	11/10/09	8,635	42,331(6)			0.64		
	11/10/09			30,000(4)		0.64		
	5/3/2012						4,347(7)	55,200
Robert Donahue	9/29/09			112,500(4)		0.64		
	9/29/09			112,500(4)		0.64		
	9/29/09	50,000	47,500(8)			0.64		

- (1) Amounts based on the fair market value of our common stock of \$12.70 per share, which was the closing price of our common stock on September 28, 2012 as reported on the Nasdaq Stock Market.
- (2) Represents a restricted stock grant which vests as follows: (i) 15,000 shares vest on November 1, 2012 and (ii) 15,000 shares vest on February 1, 2013, subject to Mr. Bland's continued service with us on each vesting date.
- (3) Represents a restricted stock unit grant which vests on February 15, 2013, subject to Mr. Bland's continued service with us on the vesting date.
- (4) The options vest based upon achievement of specified financial targets before December 31, 2012, that were not met.
- (5) Represents a restricted stock unit grant which vests as follows: (i) 10,355 restricted stock units vest on May 15, 2014, (ii) 6,903 restricted stock units vest on May 15, 2015 and (iii) 3,452 restricted stock units vest on May 15, 2016, subject to Mr. Gagnon's continued service with us as of each vesting date.
- (6) Represents unvested options to purchase 150,000 shares of our common stock. One-fifth (1/5) of the options vested on November 2, 2010 with an additional one sixtieth (1/60) of the total options vesting each month thereafter until all options are vested, subject to continued service with us on each vesting date.
- (7) Represents a restricted stock unit grant which vests on May 15, 2016, subject to Mr. Murphy's continued service with us on the vesting date.
- (8) Represents the unvested portion of options to purchase 150,000 shares of our common stock. One-fifth (1/5) of the options vested on April 1, 2010 with an additional one sixtieth (1/60) of the options vesting each month thereafter until all options are vested, subject to continued service with us on each vesting date.

Table of Contents**2012 Option Exercises and Stock Vested Table**

The following table sets forth information for each of our named executive officers regarding stock options exercised and stock awards vested during the fiscal year ended September 28, 2012.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Charles Bland			80,000	1,256,000
Conrad Gagnon	29,166	391,991		
John Ocampo				
Michael Murphy	15,000	212,400		
Robert Donahue				

(1) For option awards, the value realized is the difference between the fair market value of our common stock at the time of exercise and the exercise price. For stock awards, the value realized is based on the closing price of our common stock on the vesting date.

Pension Benefits

We currently do not (and did not in fiscal year 2012) sponsor any defined benefit pension or other actuarial plan in which our named executive officers participate.

Nonqualified Deferred Compensation

We currently do not (and did not in fiscal year 2012) maintain any nonqualified defined contribution or other deferred compensation plan or arrangement for our named executive officers.

Potential Payments Upon Termination or Change in Control

Certain of our named executive officers have employment agreements with us that provide for guaranteed payments upon involuntary termination for other than cause (as described in each respective named executive officer's employment agreement) and upon involuntary termination within six months after a change in control. Mr. Ocampo does not have any arrangements with us that provide for payments to him upon his termination or a change of control. A summary of the potential payments that each of our named executive officers would have received upon the occurrence of these events, assuming that each triggering event occurred on September 28, 2012, is set forth below.

Name	Involuntary Termination for Other than Cause Acceleration of Restricted				Involuntary Termination within Six Months Following a Change in Control			
	Severance (\$)	Health/Life Insurance Benefits (\$)	Stock/Option Awards (\$)	Total (\$)	Severance (\$)	Health Benefits (\$)	Acceleration of Stock Options (\$)(1)	Total (\$)
Charles Bland (2)			120,650(1)	120,650				
Conrad Gagnon (3)	202,500	16,194		218,694				
John Ocampo								
Michael Murphy (3)	155,000	3,299		158,299				
Robert Donahue (3)(4)	175,000	10,796		185,796	350,000	21,591	190,500	562,091

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- (1) Amounts based on the fair market value of our common stock of \$12.70 per share, which was the closing price of our common stock on September 28, 2012 as reported on the Nasdaq Stock Market.
- (2) Pursuant to Mr. Bland's employment agreement, upon termination of his employment other than for cause prior to February 1, 2013, Mr. Bland will receive accelerated vesting of his restricted stock award at a rate of 5,000 shares per month for each full or partial calendar month he was continuously employed between December 1, 2012 and the date his employment terminates.
- (3) Pursuant to the employment agreements for Messrs. Gagnon, Murphy and Donahue, the payments due to such named executive officers upon an involuntary termination for other than cause would also be due upon such named executive officers' resignation for good reason (as defined in each respective named executive officer's employment agreement).
- (4) Mr. Donahue resigned from his position as Chief Operating Officer effective December 5, 2011 and subsequently resigned from the Company effective October 1, 2012. In connection with his resignation, we entered into a general release of claims agreement with Mr. Donahue pursuant to which he is entitled to receive: (i) \$175,000 in cash severance payments, (ii) medical and related expense reimbursements for 6 months after separation of service and (iii) vesting of 15,000 options on March 30, 2013, provided that the board of directors determines that Mr. Donahue has complied with all aspects of the general release of claims agreement.

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**PROPOSAL 2: ADVISORY VOTE TO APPROVE THE COMPENSATION OF
OUR NAMED EXECUTIVE OFFICERS**

Pursuant to Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act), we are asking our stockholders to vote to approve, on a nonbinding, advisory basis, the compensation of our named executive officers, commonly referred to as the say-on-pay vote. In accordance with the Exchange Act requirements, we are providing our stockholders with an opportunity to express their views on our named executive officers' compensation. Although this advisory vote is nonbinding, our board of directors and compensation committee will review and consider the voting results when making future decisions regarding our named executive officer compensation and related executive compensation programs.

As described in more detail in the Compensation Discussion and Analysis, our executive compensation program is designed to:

attract and retain the best executive talent;

motivate our executives to achieve our financial and business goals; and

align our executives' interests with those of our stockholders to drive increased stockholder value.

We encourage stockholders to read the Compensation Discussion and Analysis in this Proxy Statement, which describes the processes our compensation committee used to determine the structure and amounts of the compensation of our named executive officers in fiscal year 2012 and how our executive compensation philosophy, policies and procedures operate and are designed to achieve our compensation objectives. The compensation committee and our board of directors believe that our executive compensation strikes the appropriate balance between utilizing responsible, measured pay practices and effectively incentivizing our named executive officers to dedicate themselves fully to value creation for our stockholders.

Accordingly, we ask our stockholders to vote FOR the following resolution at the Annual Meeting:

RESOLVED, that the stockholders approve, on an advisory basis, the compensation of our named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables and any other related disclosure in this Proxy Statement.

The Board of Directors Recommends a Vote FOR

the Advisory Resolution to Approve the Compensation of our Named Executive Officers.

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**PROPOSAL 3: ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE THE
COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

Pursuant to Section 14A of the Exchange Act, we are asking our stockholders to vote, on a nonbinding, advisory basis, on the frequency of future advisory votes to approve the compensation of our named executive officers as reflected in Proposal 2 above. Stockholders may indicate whether they prefer that we conduct future advisory votes to approve the compensation of our named executive officers every one, two or three years. Stockholders also may abstain from casting a vote on this proposal.

The board of directors has determined that holding an advisory vote to approve the compensation of our named executive officers every three years is the most appropriate policy at this time, and recommends that future advisory votes to approve the compensation of our named executive officers occur every third year. Our executive compensation program is designed to create long-term value for our stockholders, and a triennial vote will allow stockholders to better judge our executive compensation program in relation to our long-term performance. We also believe that a vote every three years is an appropriate frequency to provide sufficient time to thoughtfully consider stockholders' input and to implement any appropriate changes to our executive compensation program, in light of the timing that would be required to implement any decisions related to such changes. In addition, many large stockholders rely on proxy advisory firms for vote recommendations. We believe holding a triennial vote will help proxy advisory firms provide more detailed and thorough analyses and recommendations.

Stockholders will be able to specify one of four choices for this proposal on the proxy card: one year, two years, three years or abstain. The voting frequency option that receives the highest number of votes cast by stockholders will be deemed the frequency for the advisory vote on executive compensation that has been selected by stockholders. Although this advisory vote on the frequency of future advisory votes to approve the compensation of our named executive officers is nonbinding, the board of directors and the compensation committee will carefully review and consider the voting results when determining the frequency of future advisory votes to approve the compensation of our named executive officers.

**The Board of Directors Recommends a Vote to Conduct Future Advisory Votes to Approve
the Compensation of our Named Executive Officers Every Three Years.**

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**PROPOSAL 4: RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS
OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The audit committee has appointed Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending September 27, 2013. Deloitte & Touche LLP has served as our independent public accounting firm since fiscal year 2010. We expect that representatives of Deloitte & Touche LLP will be present at the Annual Meeting, will have an opportunity to make a statement if they so desire, and will be available to respond to appropriate questions.

Our board of directors is submitting the appointment of Deloitte & Touche LLP to our stockholders for ratification as a matter of corporate practice. If our stockholders fail to ratify the appointment, the audit committee may reconsider whether to retain Deloitte & Touche LLP. Even if the appointment is ratified, the audit committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of us and our stockholders.

The following table provides information regarding the fees billed by Deloitte & Touche LLP for the fiscal years ended September 28, 2012 and September 30, 2011. All fees described below paid to Deloitte & Touche LLP were pre-approved by the audit committee.

	Fiscal Year 2012	Fiscal Year 2011
Audit Fees	\$ 1,964,664	\$ 3,547,476
Audit-Related Fees		
Tax Fees	313,327	127,597
All Other Fees (2)	2,000	2,000
Total	\$ 2,279,991	\$ 3,677,073

Audit Fees

This category includes the aggregate fees during fiscal years 2012 and 2011 for audit services provided by the independent registered public accounting firm or its affiliates, including for the audits of our annual consolidated financial statements, reviews of each of the quarterly financial statements included in our Quarterly Reports on Form 10-Q, foreign statutory audits as well as for services rendered in connection with our Form S-1 and Form S-8 filings related to our initial public offering, comfort letters, consents and other related matters. Audit fees were significantly higher in fiscal year 2011 compared to fiscal year 2012 due to audits of multiple historical periods during fiscal year 2011 as part of our preparations for our initial public offering.

Audit-Related Fees

There were no audit-related fees to the independent registered public accounting firm or its affiliates in fiscal years 2012 and 2011.

Tax Fees

This category includes the aggregate fees during fiscal years 2012 and 2011 for professional tax services provided by the independent registered public accounting firm or its affiliates, including for tax compliance and tax advice.

All Other Fees

Other fees include fees to the independent registered public accounting firm or its affiliates for annual subscriptions to online accounting and tax research software applications and data.

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Audit Committee Review and Pre-Approval of Independent Registered Public Accounting Firm's Services

Our audit committee's policy is to pre-approve all audit and non-audit services (including the fees and terms thereof) to be performed by our independent registered public accounting firm. This policy is set forth in the charter of the audit committee which is available at <http://ir.macomtech.com/documents.cfm>. The audit committee considered whether the non-audit services rendered by Deloitte & Touche LLP were compatible with maintaining Deloitte & Touche LLP's independence as the independent registered public accounting firm of our financial statements and concluded that they were.

The Board of Directors Recommends a Vote FOR the Ratification of the Appointment of Deloitte & Touche LLP as our Independent Registered Public Accounting Firm for the Fiscal Year Ending September 27, 2013.

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AUDIT COMMITTEE REPORT

The audit committee has reviewed and discussed the audited financial statements for the fiscal year ended September 28, 2012 with our management and Deloitte & Touche LLP, our independent registered public accounting firm. Management is responsible for the preparation, presentation and integrity of the financial statements, accounting and financial reporting principles and internal control over financial reporting. Deloitte & Touche LLP is responsible for performing an independent audit of the financial statements in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB) and for expressing opinions on the conformity of the financial statements with accounting principles generally accepted in the United States.

The audit committee has discussed with Deloitte & Touche LLP the matters required to be discussed by PCAOB AU Section 380, *Communications with Audit Committees*, and has received the written disclosures and the letter from Deloitte & Touche LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the audit committee concerning independence. The audit committee has also discussed with Deloitte & Touche LLP their independence.

Based on its reviews and discussions referred to above, the audit committee recommended to the board of directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended September 28, 2012 for filing with the SEC.

Members of the audit committee:

Gil Van Lunsen (Chairman)

Peter Chung

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

The following table presents information as to the beneficial ownership of our common stock as of December 28, 2012 for:

each person who we know beneficially owns more than five percent of any class of our voting securities;

each of our current directors or nominees;

each of our named executive officers as set forth in the 2012 Summary Compensation Table above; and

all of our directors and executive officers as a group.

Unless otherwise noted, the address of each beneficial owner listed in the table is M/A-COM Technology Solutions Holdings, Inc., 100 Chelmsford Street, Lowell, Massachusetts 01851.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of our common stock that they beneficially own, subject to applicable community property laws.

Applicable percentage ownership is based on 45,743,265 shares of our common stock outstanding as of December 28, 2012. In computing the number of shares of our common stock beneficially owned by a person and the percentage ownership of that person, we deemed outstanding shares of our common stock subject to options, restricted stock units or warrants held by that person that are currently exercisable or exercisable (or, in the case of restricted stock units, scheduled to vest and settle) within 60 days of December 28, 2012. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Name of Beneficial Owner	Shares Beneficially Owned	
	Shares	Percentage
<i>Greater than 5% Stockholders:</i>		
John Ocampo and affiliates (1)	25,232,142	55.2%
Summit Partners, L.P. (2)	9,745,341	20.7%
<i>Directors and Named Executive Officers:</i>		
John Ocampo (1)	25,232,142	55.2%
Susan Ocampo (1)	25,232,142	55.2%
Charles Bland (3)	124,232	*
Conrad Gagnon (4)	98,055	*
Robert Donahue	105,000	*

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Michael Murphy (5)	22,401	*
John Croteau (6)	23,487	*
Peter Chung (7)	3,462	*
Gil Van Lunsen (8)	10,962	*
All directors and executive officers as a group (8 persons) (9)	25,619,741	55.9%

* Represents beneficial ownership of less than 1%.

- (1) Represents 23,645,500 shares beneficially owned by various family trusts affiliated with John and Susan Ocampo. Mr. and Mrs. Ocampo are the co-trustees of each of the family trusts and hold voting and dispositive power over the shares held in the family trusts. Also includes 1,586,642 shares beneficially owned by GaAs Labs, an entity controlled by Mr. and Mrs. Ocampo.
- (2) Represents 6,075,480 shares beneficially owned by Summit Partners Private Equity Fund VII-A, L.P., 3,649,030 shares beneficially owned by Summit Partners Private Equity Fund VII-B, L.P., 16,224 shares beneficially owned by Summit Investors I, LLC, and 1,145

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shares beneficially owned by Summit Investors I (UK), L.P. Shares beneficially owned also include the following shares issuable upon the exercise of warrants that are currently exercisable: 792,454 shares beneficially owned by Summit Partners Private Equity Fund VII-A, L.P., 475,960 shares beneficially owned by Summit Partners Private Equity Fund VII-B, L.P., 2,116 shares beneficially owned by Summit Investors I, LLC, and 149 shares beneficially owned by Summit Investors I (UK), L.P. Summit Partners, L.P. is (i) the managing member of Summit Partners PE VII, LLC, which is the general partner of Summit Partners PE VII, L.P., which is the general partner of each of Summit Partners Private Equity Fund VII-A, L.P. and Summit Partners Private Equity Fund VII-B, L.P., and (ii) the manager of Summit Investors Management, LLC, which is the managing member of Summit Investors I, LLC, and the general partner of Summit Investors I (UK), L.P. Summit Partners, L.P., through a three-person Investment Committee currently composed of Bruce F. Evans, Martin J. Mannion and Peter Chung, has voting and dispositive authority over the shares held by each of these entities and therefore, Summit Partners, L.P. beneficially owns such shares. Also includes 3,462 shares issued or issuable within 60 days of December 28, 2012 upon the vesting and settlement of restricted stock units previously granted to Peter Chung, which he holds for the benefit of Summit Partners, L.P., which he has empowered to determine when the underlying shares will be sold and which is entitled to the proceeds of any such sales. Mr. Chung is a member of Summit Master Company, LLC, which is the general partner of Summit Partners, L.P. Accordingly, Summit Partners, L.P. and Summit Master Company, LLC may be deemed indirect beneficial owners of the restricted stock units and underlying shares. Summit Partners, L.P. and Summit Master Company, LLC each disclaim beneficial ownership of the restricted stock units and underlying shares except to the extent of their pecuniary interest therein. The address of each of these entities is 222 Berkeley Street, 18th Floor, Boston, MA 02116.

- (3) Includes 20,000 shares issuable upon the exercise of options that may be exercised within 60 days of December 28, 2012. Also includes 5,000 shares issuable upon vesting and settlement of restricted stock units scheduled to occur within 60 days of December 28, 2012.
- (4) Includes 4,208 shares issuable upon the exercise of options that may be exercised within 60 days of December 28, 2012.
- (5) Includes 16,776 shares issuable upon the exercise of options that may be exercised within 60 days of December 28, 2012.
- (6) Includes 23,487 shares issuable upon vesting and settlement of restricted stock units scheduled to occur within 60 days of December 28, 2012.
- (7) Includes 2,631 shares issuable within 60 days of December 28, 2012 upon the vesting and settlement of restricted stock units previously granted to Peter Chung, which he holds for the benefit of Summit Partners, L.P., which he has empowered to determine when the underlying shares will be sold and which is entitled to the proceeds of any such sales. Mr. Chung is a member of Summit Master Company, LLC, which is the general partner of Summit Partners, L.P. Accordingly, Summit Partners, L.P. and Summit Master Company, LLC may be deemed indirect beneficial owners of the restricted stock units and underlying shares. Mr. Chung, Summit Partners, L.P. and Summit Master Company, LLC each disclaim beneficial ownership of the restricted stock units and underlying shares except to the extent of their pecuniary interest therein.
- (8) Includes 2,631 shares issuable upon the vesting and settlement of restricted stock units scheduled to occur within 60 days of December 28, 2012.
- (9) Includes 40,984 shares issuable to Messrs. Bland, Gagnon, and Murphy upon the exercise of options that may be exercised within 60 days of December 28, 2012. Also includes 33,749 shares issuable to Messrs. Bland, Croteau, Chung and Van Lunsen upon vesting and settlement of restricted stock units scheduled to occur within 60 days of December 28, 2012.

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CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

We describe below transactions and series of similar transactions to which we were a party during our last fiscal year or will be a party in the future, and in which:

the amounts involved exceeded or will exceed \$120,000; and

any of our directors, executive officers or beneficial owners of more than 5% of any class of our voting securities or any member of the immediate family of the foregoing persons, had or will have a direct or indirect material interest.

Indemnification of Officers and Directors

Our fourth amended and restated certificate of incorporation and second amended and restated bylaws (Bylaws) limit the liability of each of our directors and provide that we will indemnify each of our directors and officers to the fullest extent permitted by Delaware law. Our Bylaws also permit us to secure insurance on behalf of any officer or director for any liability arising out of his or her actions in connection with their services to us, regardless of whether our Bylaws permit such indemnification. In addition, we have entered into separate indemnification agreements with each of our directors and certain of our officers. These agreements, among other things, provide that we will indemnify our directors for certain expenses (including attorneys' fees), judgments, fines and settlement amounts reasonably incurred by such person in any action or proceeding, including any action by or in our right, on account of any services undertaken by such person on our behalf or that person's status as our director.

GaAs Labs Management Fee

Pursuant to an agreement entered into in fiscal year 2008 and amended in fiscal year 2010, we paid GaAs Labs a management fee of \$60,000 per month in exchange for the provision of financial and strategic advisory and other services to us. GaAs Labs is an affiliate of John Ocampo, our Chairman of the Board, and Susan Ocampo, one of our current directors. In fiscal year 2012, we paid GaAs Labs \$360,000 under the agreement. The agreement terminated upon the closing of our initial public offering in March 2012.

GaAs Labs Service Agreement

In April 2012, we entered into a services agreement with GaAs Labs whereby GaAs Labs pays us for administrative and business development services provided to GaAs Labs on a time and materials basis. There are no minimum service requirements or payment obligations, and the agreement may be terminated by either party with 30 days notice. In fiscal year 2012, we billed GaAs Labs \$185,000 for services provided pursuant to this agreement.

Ubiquiti Design Services Agreement

In February 2012, we entered into a design services agreement with Ubiquiti Networks, Inc. Two of our directors are also directors of Ubiquiti. An affiliate of one of the directors is also an Ubiquiti stockholder. The agreement provides that we will provide engineering services to Ubiquiti toward the development of an IC device. The agreement also provides that Ubiquiti will pay us up to \$500,000 for such services based on milestone achievement and sets a unit price for any future production orders of such devices. We received related payments of \$200,000 from Ubiquiti through September 28, 2012, which we recognized as revenue during fiscal year 2012.

Compensation Arrangements Between Cobham and Certain Named Executive Officers

In connection with an acquisition transaction in fiscal year 2009, the seller, Cobham Defense Electronic Systems Corporation, agreed to pay a retention bonus to Conrad Gagnon, our Chief Financial Officer, to encourage him to continue employment with us. Any payments pursuant to this arrangement are paid to us by Cobham and distributed to Mr. Gagnon through our payroll. A payment of \$55,570 was paid to Mr. Gagnon in December 2011 pursuant to this arrangement.

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Class B Preferred Stock IPO Preference Payment

Upon the closing of our initial public offering in March 2012, we were required under the terms of our then-current certificate of incorporation to pay to the holders of our Class B convertible preferred stock a preference payment of \$60.0 million in the aggregate. Such holders included Summit Partners Private Equity Fund VII-A, L.P., Summit Partners Private Equity Fund VII-B, L.P., Summit Investors I, LLC and Summit Investors I (UK), L.P. Peter Chung, one of our directors, is Managing Director of Summit Partners, L.P., which is (i) the managing member of Summit Partners PE VII, LLC, which is the general partner of Summit Partners PE VII, L.P., which is the general partner of Summit Partners Private Equity Fund VII-A, L.P. and Summit Partners Private Equity Fund VII-B, L.P., and (ii) the managing member of Summit Investors Management, LLC, which is the manager of Summit Investors I, LLC, and the general partner of Summit Investors I (UK), L.P. Mr. Chung is also a member of Summit PE VII, LLC and a limited partner of Summit Partners PE VII, L.P. As described above under the heading Security Ownership of Certain Beneficial Owners, Directors, and Management, Summit Partners, L.P., through its Investment Committee, has voting and dispositive authority over the shares held by each of these entities and therefore beneficially owns such shares.

Second Amended and Restated Investor Rights Agreement

We are party to an investors rights agreement, as amended and restated on February 28, 2012, with a group of our stockholders that includes entities affiliated with John and Susan Ocampo, who are both members of our board of directors and beneficial owners of more than 5% of a class of our voting securities, and including certain investment funds affiliated with Summit Partners, L.P., a beneficial owner of more than 5% of a class of our voting securities which is affiliated with another of our directors, Peter Chung. Subject to the terms and conditions of the investors rights agreement, these stockholders have registration rights with respect to the shares of our capital stock or warrants they, or certain of their affiliates, hold, including the right to demand that we file a registration statement or request that their shares be covered by registration statement that we are otherwise filing.

Tax Reimbursement

In January 2012, our board of directors approved the reimbursement of any tax penalties and interest assessed by state and federal tax authorities against persons who were our stockholders during our 2009 tax year based on amended 2009 Forms K-1 we have issued to those individuals. We were a Subchapter S tax filer during our 2009 tax year, meaning that our stockholders in that period were required to report our taxable income or losses for that period on their personal income tax returns on a pass through basis. The amended Forms K-1 reported lower tax losses than were reported on the original Form K-1 we issued to the stockholders, which in some cases increased the personal tax obligations of those stockholders, resulting in interest and penalties being assessed against the stockholders by relevant tax authorities. Should the reimbursement of the penalties and interest create additional taxable income to the stockholders, our board of directors also agreed to pay an additional amount to the stockholders to cover the additional tax obligations. Our directors, Mr. and Mrs. Ocampo, owned substantially all of our stock during our 2009 tax year and are entitled to such reimbursement. We anticipate that the aggregate payments we make related to this authorized reimbursement will not exceed \$250,000.

Policies and Procedures for Related Person Transactions

We do not currently have a formal, written policy or procedure for the review and approval of related person transactions. However, our audit committee charter provides that our audit committee is required to approve any related person transactions. Our code of conduct and ethics also prohibits our directors and officers from engaging in a conflict of interest transaction without disclosure to and approval from the board of directors or one of its committees. We intend that all future transactions between us and our directors, executive officers and principal stockholders and their affiliates will be approved in advance by our audit committee.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors, officers and beneficial holders of more than 10% of a registered class of our equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities.

To our knowledge, based solely on a review of the copies of such reports furnished to us and written representations from our executive officers and directors that no other reports were required, all required reports under Section 16(a) of the Exchange Act of our directors, executive officers and beneficial holders of more than 10% of our common stock were timely filed during fiscal year 2012, except for one Form 4 for Charles Bland relating to shares of our common stock withheld by us to cover tax withholding obligations upon the vesting of restricted stock.

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ADDITIONAL INFORMATION

List of Stockholders of Record

In accordance with Delaware law, a list of the names of our stockholders of record entitled to vote at the Annual Meeting will be available for 10 days prior to the Annual Meeting for any purpose germane to the meeting, between the hours of 9:00 a.m. and 4:30 p.m. local time at our principal executive offices at 100 Chelmsford Street, Lowell, Massachusetts 01851. This list will also be available at the Annual Meeting.

Submission of Stockholder Proposals for Inclusion in Next Year's Proxy Statement

To be considered for inclusion in next year's proxy statement and form of proxy, stockholder proposals for the 2014 Annual Meeting of Stockholders must be received at our principal executive offices no later than the close of business on September 27, 2013, unless the date of the 2014 Annual Meeting of Stockholders is more than 30 days before or after March 21, 2014, in which case the proposal must be received a reasonable time before we begin to print and mail our proxy materials. All proposals should be addressed to the following address: General Counsel, M/A-COM Technology Solutions Holdings, Inc., 100 Chelmsford Street, Lowell, Massachusetts 01851.

For any proposal that is not submitted for inclusion in next year's proxy statement, but is instead sought to be presented directly at the 2014 Annual Meeting of Stockholders, stockholders are advised to review our Bylaws as they contain requirements with respect to advance notice of stockholder proposals not intended for inclusion in our proxy statement and director nominations. To be timely, a stockholder's notice must be delivered to and received by our General Counsel at our principal executive offices not less than 45 days or more than 75 days prior to the first anniversary of the date we first mailed our proxy materials or Notice of Internet Availability of Proxy Materials (whichever is earlier) for the prior year's Annual Meeting of Stockholders. Accordingly, any such stockholder proposal must be received between November 11, 2013 and the close of business on December 11, 2013. However, in the event that the 2014 Annual Meeting of Stockholders is convened more than 30 days prior to or delayed by more than 30 days after March 21, 2014, notice by the stockholder to be timely must be delivered not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the date on which public announcement of the date of the 2014 Annual Meeting of Stockholders is made. Copies of the pertinent Bylaw provisions are available on request to the following address: General Counsel, M/A-COM Technology Solutions Holdings, Inc., 100 Chelmsford Street, Lowell, Massachusetts 01851.

Consideration of Stockholder-Recommended Director Nominees

Our nominating and governance committee will consider director nominee recommendations submitted by our stockholders. Stockholders who wish to recommend a director nominee must submit their suggestions in the manner set forth in our Bylaws to the following address: Chairperson of Nominating and Governance Committee, Attn: General Counsel, M/A-COM Technology Solutions Holdings, Inc., 100 Chelmsford Street, Lowell, Massachusetts 01851.

As required by our Bylaws, stockholders should include the name, biographical information, and other relevant information relating to the recommended director nominee, including, among other things, information that would be required to be included in the proxy statement filed in accordance with applicable rules under the Exchange Act and the written consent of the director nominee to be named as a nominee and to serve as a director if elected, among other requirements set forth in our Bylaws. Evaluation of any such recommendations is the responsibility of the nominating and governance committee. In the event of any stockholder recommendations, the nominating and governance committee will evaluate the persons recommended in the same manner as other candidates.

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Stockholder Communications with the Board of Directors

Stockholders may contact our board of directors as a group or any individual director by sending written correspondence to the following address: Board of Directors M/A-COM Technology Solutions Holdings, Inc., Attn: General Counsel, 100 Chelmsford Street, Lowell, Massachusetts 01851. Stockholders should clearly specify in each communication the name(s) of the group of directors or the individual director to whom the communication is addressed. The General Counsel will review all correspondence and will forward to the board of directors or an individual director a summary of the correspondence received and copies of correspondence that the General Counsel determines requires the attention of the board of directors or such individual director. The board of directors and any individual director may at any time request copies and review all correspondence received by the General Counsel that is intended for the board of directors or such individual director.

Delivery of Materials to Stockholders with Shared Addresses

Any stockholder, including both stockholders of record and beneficial holders who own their shares through a broker, bank or other nominee, who share an address with another such holder of our common stock are only being sent one Notice of Internet Availability of Proxy Materials or set of proxy materials, unless such holders have provided contrary instructions. If you wish to receive a separate copy of these materials or if you are receiving multiple copies and would like to receive a single copy, please contact our investor relations department by phone at (978) 656-2500, or by writing to Investor Relations, M/A-COM Technology Solutions Holdings, Inc., 100 Chelmsford Street, Lowell, Massachusetts 01851.

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M/A-COM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

100 CHELMSFORD STREET

LOWELL, MA 01851

VOTE BY INTERNET - www.proxyvote.com

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

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

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

VOTE BY MAIL

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

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

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THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

The Board of Directors recommends you vote FOR the following:	For All	Withhold All	For All Except	To withhold authority to vote for any individual nominee(s), mark For All Except and write the number(s) of the nominee(s) on the line below.
1. Election of Directors Nominees	
01 Peter Chung				02 Gil Van Lunsen

The Board of Directors recommends you vote FOR the following proposal:	For	Against	Abstain
2 Advisory vote to approve the compensation of our named executive officers.

The Board of Directors recommends you vote 3 YEARS on the following proposal:	3 years	2 years	1 year	Abstain
3 Advisory vote on the frequency of future advisory votes to approve the compensation of our named executive officers.

The Board of Directors recommends you vote FOR the following proposal:	For	Against	Abstain
4 Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending September 27, 2013.

NOTE: To act upon any such other matters as may properly come before the meeting or any adjournments or postponements thereof.

For address change/comments, mark here. ..
 (see reverse for instructions) **Yes** **No**

Please indicate if you plan to attend this meeting

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

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Signature [PLEASE SIGN WITHIN BOX]

Date

Signature (Joint Owners)

Date

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Form 10-K, Notice & Proxy Statement is/are available at www.proxyvote.com.

M/A-COM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

Annual Meeting of Stockholders

March 21, 2013 3:00 PM Eastern Time

This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) John Croteau and Conrad Gagnon, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of M/A-COM TECHNOLOGY SOLUTIONS HOLDINGS, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 3:00 P.M. Eastern Time on March 21, 2013, in the Merrimack Room of the Radisson Hotel located at 10 Independence Drive, Chelmsford, Massachusetts 01824, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Address change/comments:

(If you noted any Address Changes and/or Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side

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