

Support.com, Inc.  
Form DEF 14A  
April 12, 2013

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

SCHEDULE 14A  
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

Filed by the Registrant   
Check the appropriate box:

Filed by a Party other than the Registrant

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

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

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

Payment of Filing Fee (Check the appropriate box):

No fee required.  
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Title of each class of securities to which transaction applies:

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SUPPORT.COM, INC.

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
To Be Held On May 23, 2013

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Dear Stockholder:

We cordially invite you to attend the 2013 Annual Meeting of Stockholders (the “Annual Meeting”) of Support.com, Inc. (“Support.com”, the “Company”, “we” or “our”) which will be held on Thursday, May 23, 2013 at 12:00 p.m., Pacific Time, at the Company’s principal executive offices located at 900 Chesapeake Drive, Second Floor, Redwood City, California 94063.

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

1. To elect six directors to serve on the Board of Directors (the “Board”) until the 2014 Annual Meeting of Stockholders, and thereafter until their successors are elected and qualified;
2. To approve, on an advisory basis, the Company’s named executive officer compensation programs and practices as described in this Proxy Statement;
3. To approve the amended and restated Support.com 2010 Equity and Performance Incentive Plan as described in this Proxy Statement;
4. To ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2013; and
5. To transact such other business as may properly be brought before the meeting.

All stockholders are cordially invited to attend the Annual Meeting in person. Only stockholders of record as of the close of business on March 25, 2013 are entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements thereof. A complete list of stockholders entitled to vote at the Annual Meeting will be available at our principal executive offices located at 900 Chesapeake Drive, Second Floor, Redwood City, California 94063 for 10 days before the meeting. Any stockholder of record in attendance at the Annual Meeting and entitled to vote may do so in person, even if such stockholder returned a proxy.

**YOUR VOTE IS VERY IMPORTANT.** Whether or not you plan to attend the meeting, we urge you to vote your shares at your earliest convenience. Please sign and return the enclosed proxy card as soon as possible in the envelope provided, or vote by telephone or via the Internet as provided in the proxy card. Voting by proxy will ensure your representation at the Annual Meeting if you do not attend in person. If you attend the meeting and you are a stockholder of record, you can revoke your proxy at any time before it is exercised at the meeting and vote your shares personally by following the procedures described in the Proxy Statement. If you hold your shares through a broker, bank, or other institution, please be sure to follow the voting instructions that you receive from the holder. The holder will not be able to vote your shares on any of the proposals except the ratification of the appointment of Ernst & Young LLP unless you have provided voting instructions.

We look forward to seeing you.

Sincerely,

Greg Wrenn  
Senior Vice President of Business Affairs, General  
Counsel and Secretary

Redwood City, California

April 12, 2013

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## TABLE OF CONTENTS

<u>PROXY STATEMENT FOR 2013 ANNUAL MEETING OF STOCKHOLDERS</u>	1
<u>STOCKHOLDER MATTERS</u>	3
<u>Stockholder Communications with our Board</u>	3
<u>Stockholder Proposals</u>	4
<u>CORPORATE GOVERNANCE</u>	4
<u>Corporate Governance Guidelines</u>	4
<u>Code of Ethics</u>	4
<u>Director Independence</u>	4
<u>Board Leadership and Risk Oversight</u>	4
<u>Executive Sessions</u>	5
<u>Committees of the Board of Directors</u>	5
<u>Director Qualifications</u>	6
<u>Director Nominations</u>	6
<u>Compensation Committee Interlocks and Insider Participation</u>	7
<u>Section 16(a) Beneficial Ownership Compliance</u>	7
<u>Certain Relationships and Related-Party Transactions</u>	7
<u>DIRECTOR COMPENSATION</u>	7
<u>SECURITIES OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	8
<u>PROPOSAL NO. 1: ELECTION OF DIRECTORS</u>	10
<u>BOARD OF DIRECTORS AND NOMINEES</u>	10
<u>EXECUTIVE COMPENSATION AND RELATED INFORMATION</u>	12
<u>Executive Officers</u>	12
<u>Compensation Committee Report</u>	13
<u>Compensation-Related Risk Analysis</u>	13
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	13
<u>Executive Summary</u>	13
<u>2012 Pay for Performance Analysis</u>	14
<u>Executive Compensation Philosophy and Objectives</u>	15
<u>Analysis of 2012 Executive Compensation</u>	15
<u>The Role of Consultants and Benchmarking Data</u>	20
<u>Peer Group Analysis</u>	21
<u>The Role of Management in Compensation Decisions</u>	21
<u>Tax Implications of Compensation Policies</u>	21
<u>Employment Arrangements, Termination of Employment Arrangements and Change of Control Arrangements</u>	22
<u>2012 Summary Compensation Table</u>	24
<u>2012 Grants of Plan-Based Awards Table</u>	25
<u>Outstanding Equity Awards at 2012 Fiscal Year-End Table</u>	26
<u>2012 Option Exercises and Stock Vested</u>	27
<u>Pension Benefits and Nonqualified Deferred Compensation</u>	27
<u>Potential Payments Upon Termination or Change-in-Control</u>	27
<u>REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS</u>	29
<u>PROPOSAL NO. 2: EXECUTIVE COMPENSATION</u>	30
<u>PROPOSAL NO. 3: APPROVAL OF AMENDMENTS TO 2010 EQUITY AND PERFORMANCE INCENTIVE PLAN</u>	31
<u>PROPOSAL NO. 4: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	40



Table of Contents

SUPPORT.COM, INC.  
900 CHESAPEAKE DRIVE, SECOND FLOOR  
REDWOOD CITY, CA 94063

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PROXY STATEMENT FOR  
2013 ANNUAL MEETING OF STOCKHOLDERS  
To be Held on May 23, 2013

General

The Board of Directors (the “Board”) of Support.com, Inc. (“Support.com,” “the Company,” “we” or “our”) is soliciting proxies for the Annual Meeting of Stockholders of the Company (the “Annual Meeting”), to be held at our principal executive offices located at 900 Chesapeake Drive, Second Floor, Redwood City, California, 94063, on Thursday, May 23, 2013, at 12:00 p.m., Pacific Time, and at any adjournments or postponements thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Stockholders.

Our principal executive offices are located at the address listed at the top of the page, and the telephone number there is (650) 556-9440.

Record Date, Voting and Quorum

Our Board fixed the close of business on March 25, 2013 as the Record Date for the determination of holders of our outstanding shares entitled to notice of, and to vote on, all matters presented at the Annual Meeting. Such stockholders will be entitled to one vote for each share held on each matter submitted to a vote at the Annual Meeting. As of the Record Date, there were approximately 50,155,839 shares of the Company’s common stock (“Common Stock”) issued and outstanding. This Proxy Statement, the accompanying form of proxy card and the Company’s annual report to stockholders are first being mailed on or about April 19, 2013 to all stockholders of record as of the close of business on the Record Date.

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

Required Vote

On all matters, each share has one vote.

Directors are elected by a plurality vote. Therefore, the nominees for the six director seats who receive the most affirmative votes of shares outstanding as of the Record Date that are present in person or represented by proxy at the Annual Meeting will be elected to serve as directors. With respect to the proposal regarding the election of our directors, neither broker “non-votes” nor abstentions are included in the tabulation of the voting results and, therefore, they do not have the effect of votes “AGAINST” such proposal.

The proposal to approve the Company's named executive officer compensation is advisory and an affirmative vote of the holders of a majority of the outstanding shares as of the Record Date that are present in person or represented by proxy at the Annual Meeting and entitled to vote will signify an approval. Broker "non-votes" and abstentions will not count as votes in favor of approving named executive officer compensation, and abstentions, but not "broker non-votes," will have the effect of votes "AGAINST" such proposal.

The proposal to amend our 2010 Equity and Performance Incentive Plan (the "2010 Stock Plan") requires the affirmative vote of the holders of a majority of the outstanding shares as of the Record Date that are present in person or represented by proxy at the Annual Meeting and voted on such matter. Therefore, neither broker "non-votes" nor abstentions are included in the tabulation of the voting results and, accordingly, they do not have the effect of votes "AGAINST" such proposals.



## Table of Contents

The proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2013 requires the affirmative vote of the holders of a majority of the outstanding shares as of the Record Date that are present in person or represented by proxy at the Annual Meeting and voted on such matter. Therefore, neither broker “non-votes” nor abstentions are included in the tabulation of the voting results and, accordingly, they do not have the effect of votes “AGAINST” such proposals.

## Voting

Stockholders who have their shares in “street name,” meaning the name of a broker or other nominee who is the record holder, must either direct the record holder of their shares to vote their shares or obtain a proxy from the record holder to vote their shares at the Annual Meeting.

Stockholders of record may vote their shares by:

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

completing the enclosed proxy card, signing and dating it and mailing it in the enclosed postage-prepaid envelope;

following the instructions for Internet voting printed on your proxy card; or

using the telephone number printed on your proxy card.

Our Board is asking you to give your proxy to Joshua Pickus, our President and Chief Executive Officer, and Greg Wrenn, our Senior Vice President of Business Affairs, General Counsel and Secretary. Giving your proxy to Mr. Pickus and Mr. Wrenn means that you authorize Mr. Pickus, Mr. Wrenn or either of them to vote your shares at the Annual Meeting in accordance with your instructions. You may vote “FOR” or “AGAINST” the proposals, or abstain from voting. All valid proxies received prior to the Annual Meeting will be voted. All shares represented by a proxy will be voted, and where a stockholder specifies by means of the proxy a choice with respect to any matter to be acted upon, the shares will be voted in accordance with the specification so made. If no choice is indicated on the proxy, the shares will be voted (i) “FOR” the proposal to elect Shawn Farshchi, Mark Fries, J. Martin O’Malley, Joshua Pickus, Toni Portmann and Jim Stephens to the Board until our 2014 Annual Meeting of stockholders and thereafter until their successors are elected and qualified, (ii) “FOR” the proposal to approve, on an advisory basis, the Company’s named executive officer compensation, (iii) “FOR” the proposal to amend the Company’s 2010 Stock Plan, (iv) “FOR” the proposal to appoint Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2013, and (v) as the proxy holders may determine in their discretion with respect to any amendments or variations to these matters and any other matters that properly come before the Annual Meeting.

Stockholders who have questions or requests for assistance in completing or submitting proxy cards should contact Carolyn Bass, Investor Relations, at (415) 445-3235.

## Revocability of Proxies

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

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

submitting another properly completed proxy with a later date; or

attending the Annual Meeting and voting in person.

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

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

## Table of Contents

### Attendance at the Annual Meeting

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

### Solicitation of Proxies

In addition to solicitation by mail, our directors, officers and employees may solicit proxies by telephone, other electronic means or in person. These people will not receive compensation for their services, but we will reimburse them for their out-of-pocket expenses. We will bear the cost of printing and mailing proxy materials, including the reasonable expenses of brokerage firms and others for forwarding the proxy materials to beneficial owners of Common Stock. We have also retained Morrow & Co., LLC, 470 West Avenue, Stamford, CT 06902, a proxy solicitation firm, to assist in the solicitation of proxies for a fee of approximately \$10,000 to \$15,000, plus out-of-pocket expenses.

### Other Business

We are not currently aware of any business to be acted on at the Annual Meeting other than the matters discussed in this Proxy Statement. Under our amended and restated bylaws, business transacted at the Annual Meeting is limited to matters relating to the purposes stated in the Notice of Annual Meeting, which is provided at the beginning of this Proxy Statement. If other matters properly come before the Annual Meeting, or at any adjournment of the Annual Meeting, we intend that shares of outstanding Common Stock represented by properly submitted proxies will be voted by and at the discretion of the persons named as proxies on the proxy card. In addition, the grant of a proxy will confer discretionary authority on the persons named as proxies on the proxy card to vote in accordance with their best judgment on procedural matters incident to the conduct of the Annual Meeting.

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

## STOCKHOLDER MATTERS

### Stockholder Communications with our Board

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

Stockholders who wish to communicate with the Board or with specified directors should do so by sending any communication to The Board of Directors, c/o Investor Relations, Support.com, Inc., 900 Chesapeake Drive, Second Floor, Redwood City, California 94063, or by sending an email to IR@support.com.

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

## Table of Contents

### Stockholder Proposals

Proposals of stockholders of the Company that are intended to be presented by such stockholders at the Company's 2014 Annual Meeting must be received by our corporate secretary, at our corporate offices at 900 Chesapeake Drive, Second Floor, Redwood City, California 94063, no less than fifty (50) days nor more than seventy-five (75) days prior to the Annual Meeting; provided, however, that in the event that less than sixty-five (65) days' notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the 15th day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure was made. These requirements apply whether or not a stockholder seeks to include the proposal in our 2014 proxy statement relating to any such annual meeting.

For each matter the stockholder proposes to bring before the annual meeting, the stockholder's notice to our corporate secretary must include specific information called for in our bylaws. For a proposal to be included in our proxy, such proposal will also need to comply with Securities and Exchange Commission ("SEC") regulations such as Rule 14a-8 of the Exchange Act regarding the inclusion of stockholder proposals in any Company-sponsored proxy materials.

## CORPORATE GOVERNANCE

### Corporate Governance Guidelines

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

[http://www.support.com/sites/default/files/Corporate%20Governance%20Guidelines\\_0.pdf](http://www.support.com/sites/default/files/Corporate%20Governance%20Guidelines_0.pdf)

Copies of the Guidelines are also available in print upon written request to Support.com, Inc., Attention: Corporate Secretary, 900 Chesapeake Drive, Second Floor, Redwood City, California 94063.

### Code of Ethics

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

<http://corp.support.com/sites/default/files/Code%20of%20Ethics.pdf>

Copies of the Code of Ethics are also available in print upon written request to Support.com, Inc., Attention: Corporate Secretary, 900 Chesapeake Drive, Second Floor, Redwood City, California 94063.

### Director Independence

It is our policy that a majority of our directors be independent. The Board has determined that six of our seven directors are independent, namely our Chairman Mr. Stephens and Messrs. Farshchi, Fries, Linton, O'Malley and Ms.

Portmann, based on the listing standards of the NASDAQ Global Select Market (“Nasdaq”) and applicable laws and regulations. Our Board has also determined that the only director who is standing for election to the Board and is not independent is Mr. Pickus, our President and Chief Executive Officer. Mr. Linton is not standing for re-election.

#### Board Leadership and Risk Oversight

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

## Table of Contents

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

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

The Board conducts regularly scheduled meetings throughout the year, and also acts at special meetings and by unanimous written consent, as may be appropriate. During 2012, the Board held five meetings. During their respective terms, all directors attended at least 75% of the aggregate number of meetings of the Board and of the committees on which such directors served in 2012. Director attendance at the Company's Annual Meeting is encouraged but not required. All directors attended the 2012 Annual Meeting of stockholders.

### Executive Sessions

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

### Committees of the Board of Directors

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

<http://www.support.com/about/investor-relations/corporategovernance>

Committee charters are also available in print upon written request to Support.com, Inc., Attention: Corporate Secretary, 900 Chesapeake Drive, Second Floor, Redwood City, California 94063.

### Nominating and Corporate Governance Committee

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

During 2012, the members of the Nominating and Corporate Governance Committee were Messrs. Fries, Linton, Stephens, and Ms. Portmann. Mr. Fries served as Chairman of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee held two meetings during 2012.

### Compensation Committee

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



## Table of Contents

During 2012, the members of the Compensation Committee were Messrs. Farshchi, Linton, Stephens, and Ms. Portmann. Mr. Linton served as Chairman of the Compensation Committee until February 12, 2013, at which time Mr. Stephens became Chairman of the Compensation Committee. The Compensation Committee held 10 meetings during 2012.

### Audit Committee

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

During 2012, the members of the Audit Committee were Messrs. Farshchi, O'Malley, and Fries. Mr. O'Malley served as Chairman of the Audit Committee. The Board has determined that Mr. O'Malley, an independent director based on the Nasdaq listing standards and applicable laws and regulations, is also a financial expert as defined under SEC rules. In addition, the Board has determined that each member of the Audit Committee is financially literate and has the requisite financial sophistication as required by the applicable Nasdaq listing standards. The Audit Committee held eight meetings during 2012.

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

### Director Qualifications

The primary qualifications for service on the Board are a distinguished record of leadership and success, and an ability to make substantial contributions to the Board and Support.com. The Nominating and Corporate Governance Committee periodically reviews with the Board the appropriate skills and characteristics required of Board members, and will continue to do so as the Company and its needs continue to change in the pursuit of its long-term strategic objectives. The assessment of Board candidates includes, but is not limited to, consideration of relevant industry experience, general business experience, relevant financial experience, and compliance with independence and other qualifications necessary to satisfy any applicable securities and tax laws and the rules and regulations thereunder, as well as the Nasdaq rules.

Further, specific consideration is given to, among other things, diversity of background and the experience a candidate would bring to the Board, as stated in the Corporate Governance Guidelines adopted in April 2008. The Board defines "diversity" for this purpose to include both background and experience in business, as well as in terms of the Company's standing policies promoting diversity and non-discrimination based on factors such as race, color, national origin, religion, sexual orientation, and gender.

### Director Nominations

The Nominating and Corporate Governance Committee considers and recommends candidates for Board membership. Candidates may be suggested by Board members, management, or our stockholders. The Nominating and Corporate Governance Committee also has, on occasion, retained third-party executive search firms to identify independent

director candidates. After completing an evaluation and review of a director candidate, the Nominating and Corporate Governance Committee makes a recommendation to the full Board, and the Board determines whether the candidate should be nominated as a director.

The Nominating and Corporate Governance Committee will consider director candidates recommended by our stockholders. Such nominations should be directed to the Nominating and Corporate Governance Committee, c/o Corporate Secretary, at our principal executive offices: 900 Chesapeake Drive, Second Floor, Redwood City, CA 94063. In addition, the stockholder must give notice of a nomination to our corporate secretary at the same address, and such notice must be received not less than 120 days before any meeting of stockholders called for the election of directors. However, if less than 100 days notice of the meeting is given to stockholders, such nomination must be mailed or delivered to the corporate secretary not later than the close of business on the seventh day following the day on which the notice of meeting was mailed.

For each proposed nominee who is not an incumbent director, the stockholder's notice must set forth specific information called for in our bylaws. There have been no recent changes to the procedures by which stockholders may recommend nominees for the Board.

## Table of Contents

### Compensation Committee Interlocks and Insider Participation

None of the Company's named executive officers serves, nor at any time during 2012 served, as a member of the board or compensation committee of any other entity whose executive officer(s) serve as a member of the Company's Board or Compensation Committee.

### Section 16(a) Beneficial Ownership Compliance

Under the securities laws of the United States, Support.com's directors, Section 16 Officers and any persons holding more than 10% of the Common Stock are required to report their initial ownership of Common Stock and any subsequent changes in that ownership to the SEC. Specific due dates for these reports have been established and we are required to identify in this Proxy Statement those persons who failed to timely file these reports. Based solely on a review of Forms 3, 4 and 5 and any amendments thereto furnished to us, we believe that all of the Section 16 filing requirements were timely satisfied for 2012, with the exception that, due to administrative error, Shelly Schaffer's Form 4 for transactions occurring on October 1, 2012 was filed on October 19, 2012.

### Certain Relationships and Related-Party Transactions

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

There have been no related-party transactions since the beginning of fiscal 2012, and there are no currently proposed transactions, in which (a) Support.com was a participant, (b) the amount involved exceeded \$120,000, and (c) any Related Person had a direct or indirect material interest.

## DIRECTOR COMPENSATION

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

Equity. On the date that an individual first becomes a non-employee director, we grant him or her an option to purchase 40,000 shares of Common Stock. These grants are currently made under the 2010 Stock Plan. These options vest in equal monthly installments over a 48-month period. Additionally, at the conclusion of each regular annual meeting of our stockholders, each continuing non-employee director receives a grant of restricted stock units ("RSUs") under our 2010 Stock Plan. The total number of shares of Common Stock subject to each director RSU grant is equal to \$40,000, plus \$7,000 for non-Chairman members of the Audit Committee, plus \$5,000 for non-Chairman members of the Compensation Committee, plus \$2,800 for non-Chairman members of the Nominating and Corporate Governance Committee, divided by the closing price of a share of Common Stock on Nasdaq on the date of grant, rounded down, or such other amount as may be determined by the Board at the time of the grant.

Each RSU granted to non-employee directors vests on the one-year anniversary of the date of grant. Options granted to non-employee directors have an exercise price equal to the closing price of Common Stock on Nasdaq on the date of grant and a term of ten years. All equity grants to non-employee directors immediately and fully vest upon termination without cause, or resignation for good reason, within twelve months following a change of control.

Cash Retainer. We pay non-employee directors an annual retainer of \$30,000 for serving as a director. We pay additional annual retainers of \$16,250, \$13,500, \$10,000, and \$7,500 to the chairman of the Board, the chairman of the Audit Committee, the chairman of the Compensation Committee, and the chairman of the Nominating and Corporate Governance Committee, respectively. The retainers are paid quarterly.

Table of Contents

The following table sets forth a summary of the compensation paid to our non-employee directors for service in 2012. The compensation we paid to Mr. Pickus for service in 2012 is included in the 2012 Summary Compensation Table below showing the compensation for our named executive officers. Mr. Pickus received no additional compensation for 2012 in respect of his service as a member of our Board.

## 2012 DIRECTOR COMPENSATION

Name	Fees Earned				Total
	or Paid in Cash	Option Awards	RSU Awards (1)	All Other Compensation	
Shawn Farshchi	\$ 30,000	\$0	\$52,000	\$ 0	\$82,000
Mark Fries	\$ 37,500	\$0	\$47,000	\$ 0	\$84,500
Michael Linton	\$ 40,000	\$0	\$42,800	\$ 0	\$82,800
J. Martin O'Malley	\$ 43,144	\$0	\$40,000	\$ 0	\$83,144
Toni Portmann	\$ 30,000	\$0	\$47,800	\$ 0	\$82,365
Jim Stephens	\$ 45,806	\$0	\$47,800	\$ 0	\$93,606

(1) These amounts represent the aggregate grant date fair value computed in accordance with Accounting Standard Codification ("ASC") Topic 718, Compensation – Stock Compensation, of the non-employee directors' RSU awards in fiscal 2012, excluding the effect of certain forfeiture assumptions. See Note 1 to our consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 for details as to the assumptions used to determine the aggregate grant date fair values of the RSU awards. See also our discussion of stock-based compensation under "Management's Discussion and Analysis of Financial Condition and Results of Operations — Critical Accounting Policies and Estimates" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012. As of December 31, 2012, our non-employee directors held options to purchase shares of Common Stock and unvested RSUs that had been granted by us as director compensation representing the following number of shares of Common Stock: Mr. Farshchi, 98,000 stock options and 18,439 RSUs; Mr. Fries, 68,000 stock options and 16,666 RSUs; Mr. Linton, 68,000 stock options and 15,176 RSUs; Mr. O'Malley, 108,000 stock options and 14,184 RSUs; Ms. Portmann, 58,000 stock options and 16,949 RSUs; and Mr. Stephens, 98,000 stock options and 16,949 RSUs.

## SECURITIES OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information as of March 25, 2013 with respect to the beneficial ownership of shares of Common Stock by: (i) each person (including any "group" as that term is used in Section 13(d)(3) of the Securities Exchange Act of 1934) who is known by us to beneficially own more than 5% of the outstanding shares of our Common Stock; (ii) each of the Company's named executive officers listed in the Summary Compensation Table under the section entitled "Executive Compensation"; (iii) each of our directors; and (iv) all directors and named executive officers of the Company as a group. On the Record Date of March 25, 2013, 50,155,839 shares of Common Stock were issued and outstanding. Ownership information is based on information furnished by the respective individuals or entities, as the case may be.

Name and Address of Beneficial Owner (1)	Shares Beneficially Owned (2)	Percentage Beneficially Owned (2)	
5% Stockholders:			
RGM Capital, LLC and affiliates (3)	6,746,210	13.45	%
BlackRock, Inc. (4)	4,196,172	8.37	%

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Prescott General Partners LLC and affiliates (5)	3,701,164	7.38	%
Dimensional Fund Advisors LP (6)	2,516,926	5.02	%
Austin W. Marxe and David M. Greenhouse (7)	2,476,724	4.94	%
Directors and Named Executive Officers:			
Joshua Pickus (8)	2,430,329	4.62	%
Shelly Schaffer (9)	662,758	1.30	%
Gregory Wrenn (10)	81,667	*	
Richard Matta (11)	125,209	*	
Shaun Donnelly (12)	77,082	*	
Shawn Farshchi (13)	116,439	*	
Mark Fries (14)	81,332	*	
Michael Linton (15)	90,676	*	
J. Martin O'Malley (16)	72,184	*	
Toni Portmann (17)	57,449	*	
Jim Stephens (18)	114,949	*	
All directors and named executive officers as a group (19)	3,910,074	7.23	%

Table of Contents

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- \* Represents less than 1% of the outstanding shares of Common Stock.
- (1) The address of each director and named executive officer is Support.com, Inc., 900 Chesapeake Drive, Second Floor, Redwood City, California 94063, Attention: Investor Relations.
  - (2) To our knowledge, the persons named in the table have sole voting and dispositive power with respect to all shares of Common Stock shown as beneficially owned by them, subject to community property laws where applicable and the information contained in the other notes to this table. Beneficial ownership is determined in accordance with the rules and regulations of the SEC. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of Common Stock subject to options held by that person that are currently exercisable or exercisable within 60 days of March 25, 2013 are deemed outstanding and beneficially owned by such person. These shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person.
  - (3) Based solely on information reported on a Schedule 13G/A filed with the SEC on February 12, 2013. RGM Capital, LLC reported shared voting power and shared dispositive power of 6,746,210 shares of Common Stock. The mailing address for RGM Capital, LLC is 9010 Strada Stell Court, Suite 105, Naples, FL 34109.
  - (4) Based solely on information reported on a Schedule 13G/A filed with the SEC on February 1, 2013. BlackRock, Inc. reported sole voting power and sole dispositive power of 4,196,172 shares of Common Stock. The mailing address for BlackRock, Inc. is 40 East 52nd Street, New York, NY 10022.
  - (5) Based solely on information reported on a Schedule 13G filed with the SEC on March 1, 2013. Prescott General Partners LLC reported shared voting power and shared dispositive power of 3,701,164 shares of Common Stock. The mailing address for Prescott General Partners LLC is 2200 Butts Road, Suite 320, Boca Raton, FL 33431.
  - (6) Based solely on information reported on a Schedule 13G/A filed with the SEC on February 11, 2013. Dimensional Fund Advisors LP reported sole voting power of 2,446,160 and sole dispositive power of 2,516,926 shares of Common Stock. The mailing address for Dimensional Fund Advisors LP is Palisades West, Building One, 6300 Bee Cave Road, Austin, TX 78746.
  - (7) Based solely on information reported on a Schedule 13G/A filed with the SEC on March 7, 2013. Austin W. Marxe and David M. Greenhouse reported shared voting power and shared dispositive power of 2,476,724 shares of Common Stock. The mailing address for Austin W. Marxe and David M. Greenhouse is 527 Madison Avenue, Suite 2600, New York, NY 10022.
  - (8) Includes 2,362,954 shares of Common Stock subject to stock options that are exercisable within 60 days of March 25, 2013. Also includes 67,375 shares of Common Stock held by Pickus Family Trust. Mr. Pickus and Carey Pickus are trustees of the Pickus Family Trust and share voting and dispositive power.
  - (9) Includes 656,758 shares of Common Stock subject to stock options that are exercisable within 60 days of March 25, 2013. Also includes 6,000 shares of Common Stock held by Ms. Schaffer, who has sole voting and dispositive power.
  - (10) Includes 81,667 shares of Common Stock subject to stock options that are exercisable within 60 days of March 25, 2013.
  - (11) Includes 125,209 shares of Common Stock subject to stock options that are exercisable within 60 days of March 25, 2013.
  - (12) Includes 77,082 shares of Common Stock subject to stock options that are exercisable within 60 days of March 25, 2013.
  - (13) Includes 116,439 shares of Common Stock subject to stock options and RSU awards that are exercisable within 60 days of March 25, 2013.
  - (14) Includes 81,332 shares of Common Stock subject to stock options and RSU awards that are exercisable within 60 days of March 25, 2013.
  - (15) Includes 75,676 shares of Common Stock subject to stock options and RSU awards that are exercisable within 60 days of March 25, 2013. Also includes 15,000 shares of Common Stock held by Mr. Stephens, who has sole voting and dispositive power.
  - (16)

Includes 72,184 shares of Common Stock subject to stock options and RSU awards that are exercisable within 60 days of March 25, 2013.

(17) Includes 57,449 shares of Common Stock subject to stock options and RSU awards that are exercisable within 60 days of March 25, 2013.

(18) Includes 114,949 shares of Common Stock subject to stock options and RSU awards that are exercisable within 60 days of March 25, 2013.

(19) Includes 3,821,699 shares of Common Stock subject to options and RSU awards that are exercisable within 60 days of March 25, 2013. Also includes 88,375 shares of Common Stock held by directors and named executive officers. As of March 25, 2013, our named executive officers consisted of Joshua Pickus, Shelly Schaffer, Gregory Wrenn, Richard Matta and Shaun Donnelly and our independent directors consisted of Shawn Farshchi, Mark Fries, J. Martin O'Malley, Toni Portmann, Jim Stephens and Michael Linton.



Table of Contents

PROPOSAL NO. 1  
ELECTION OF DIRECTORS

The Board has nominated Directors Farshchi, Fries, O'Malley, Pickus, Portmann and Stephens to be elected to serve one-year terms or until their successors are duly elected and qualified. Holders of proxies solicited by this Proxy Statement will vote the proxies received by them as directed on the proxy card or, if no direction is made, for the election of the Board's six nominees. If any nominee is unable or declines to serve as a Director at the time of the Annual Meeting, the proxy holders will vote for a nominee designated by the present Board to fill the vacancy.

On February 12, 2013, Director Linton indicated to the Board that he would serve out his current term as a director, but did not wish to stand for re-election to the Board at the Annual Meeting. Mr. Linton did not indicate that his decision was a result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices. The Board intends to amend the bylaws of the Company to reduce the size of the Board by one director effective at the end of Mr. Linton's term. As a result, there are only six nominees for six director positions to be voted on at the Annual Meeting.

Required Vote

The nominees for the six director seats who receive the most affirmative votes of shares outstanding as of the Record Date that are present in person or represented by proxy at the Annual Meeting will be elected to serve as directors.

BOARD OF DIRECTORS AND NOMINEES

The Board consists of six continuing directors, all of whom have been nominated by the Board for re-election at the Annual Meeting. All of the directors elected at the Annual Meeting are to serve until the next annual meeting of stockholders and thereafter until their successors are elected and qualified. Unless otherwise directed, the proxy holders will vote the proxies received by them for the six nominees named below. If any of the six nominees is unable or declines to serve as a director at the time of the Annual Meeting, the proxies will be voted for any nominee who is designated by the present Board to fill the vacancy. It is not expected that any nominee will be unable or will decline to serve as a director.

Names of the nominees and certain biographical information about them as of March 25, 2013 are set forth below:

SHAWN FARSHCHI, age 55, has served as a member of the Board since February 2007. Since June 2011, Mr. Farshchi has served as Chief Operating Officer of Saba Software, Inc., a hosted e-Learning software company, and since March 2013 Mr. Farshchi has served as interim Chief Executive Officer of Saba Software. From December 2006 to June 2011, he served as Chief Operating Officer of Coremetrics Inc., an on-demand web analytics application solution provider acquired by IBM Corporation during 2010. From January 2003 until December 2006, Mr. Farshchi served as Chief Information Officer and Vice President of Technical Operations at WebEx Communications, Inc., a multimedia collaboration service company. From January 2002 until December 2002, Mr. Farshchi served as Regional Vice President of Managed Services at Oracle Corporation, a database and enterprise application software company. Mr. Farshchi also serves on the Board of NewLineNoosh, a provider of print procurement BPO services and software solutions. Mr. Farshchi holds a B.S. in Electrical Engineering from California State University San Francisco and an M.B.A. from Golden Gate University.

Mr. Farshchi brings technical understanding and knowledge, as well as operational management experience, to the Board. His experience with Software-as-a-Service ("SaaS") businesses is helpful to us as we build out our SaaS offerings. Based on the Board's identification of these qualifications, skills and experiences, the Board has concluded that Mr. Farshchi should serve as a director of Support.com.

MARK FRIES, age 49, has served as a member of the Board since August 2009. In 2009, Mr. Fries co-founded The ROIG Group LLC, a management consulting firm with a singular focus on helping companies to identify and create value for their clients with practices in Retail, Services and Connectivity/Convergence, and Mr. Fries currently serves as Managing Partner – Services for The ROIG Group. From 1999 to 2009, Mr. Fries was employed by Best Buy Companies, Minneapolis, Minnesota, most recently as Vice President of Enterprise Services Strategy and Partnerships (2005 – 2009). His previous executive roles at Best Buy Companies included leadership of strategy, innovation, operations, alliances and business development. Mr. Fries also served in leadership roles at Target Corporation and Honeywell Inc. Mr. Fries earned an M.B.A. degree from the University of Minnesota – Twin Cities and a B.S. degree from the University of Illinois at Urbana – Champaign.

Table of Contents

Mr. Fries brings services, sales, business development and strategy experience to the Board. Mr. Fries' experience with technology service offerings and with the retail industry, including 10 years of senior positions with Best Buy, which operates the Geek Squad, gives him a perspective on Support.com's technology services business and our retail distribution relationships. Based on the Board's identification of these qualifications, skills and experiences, the Board has concluded that Mr. Fries should serve as a director of Support.com.

J. MARTIN O'MALLEY, age 55, has served as a member of the Board since April 2006. Since July 2005, Mr. O'Malley has served as a Managing Director with WTAS, LLC, a tax and financial advisory firm. From January 2005 until July 2005, Mr. O'Malley served as a Managing Director with Alvarez and Marsal, a tax and financial advisory firm. From June 2002 until December 2004, Mr. O'Malley served as a Partner with PricewaterhouseCoopers, an accounting firm. From September 1992 until June 2002, Mr. O'Malley served as a Partner with Arthur Andersen, an accounting firm. Mr. O'Malley holds a B.S./B.A. degree from Georgetown University.

Mr. O'Malley brings financial and accounting experience, as well as knowledge of Support.com's history and experience, to the Board. Mr. O'Malley provides the Board with insight into financial management, disclosure issues and tax matters relevant to Support.com's business. Based on the Board's identification of these qualifications, skills and experiences, the Board has concluded that Mr. O'Malley should serve as a director of Support.com.

JOSHUA PICKUS, age 51, joined Support.com as President and Chief Executive Officer and a member of the Board in April 2006. Mr. Pickus served as Senior Vice President and General Manager of the Clarity Division of Computer Associates, an IT management software company, from August 2005 until April 2006. From November 1999 until August 2005, Mr. Pickus served in a number of executive positions at Niku Corporation, an IT governance software company, including President and Chief Executive Officer from November 2002 until August 2005, Chief Financial Officer from April 2001 to October 2002, and President of Vertical Markets from November 1999 to March 2001. Mr. Pickus also served on the Board of DemandTec, Inc., an on-demand software company, prior to its acquisition by IBM in February 2012. Mr. Pickus holds a B.A. from Princeton University and a J.D. from University of Chicago School of Law.

Mr. Pickus brings business development, operational and financial management experience to the Board, as well as knowledge of Support.com's history and experience. His previous experience as a director of other publicly held companies is valuable in providing insight on effective management and best practices for Support.com's Board and committees. Based on the Board's identification of these qualifications, skills and experiences, the Board has concluded that Mr. Pickus should serve as a director of Support.com.

TONI PORTMANN, age 57, has served as a member of the Board since February 2011. Since February 2011, Ms. Portmann has served as Chief Executive Officer of LIT OnLine, an e-learning platform company. Ms. Portmann has served as the Chairman of the Board of Resolvity, a provider of intelligent, personalized on-demand interactive voice response solutions since February 2006. Ms. Portmann previously served as Chief Executive Officer of TCS Private Equity Group from February 2010 to February 2011, Chief Executive Officer of CAS Partners at Riverstone Residential Group from October 2008 to February 2010, and as the President and Chief Executive Officer of Stream, a global business process outsourcing provider from June 2003 to September 2008. Ms. Portmann holds a B.B.A. from Boise State University.

Ms. Portmann brings more than 30 years of leadership experience in service, sales, and marketing, including at companies such as Diebold and IBM. Ms. Portmann also brings expertise and experience in managing large-scale world class technical support operations. Based on the Board's identification of these qualifications, skills and experiences, the Board has concluded that Ms. Portmann should serve as a director of Support.com.

JIM STEPHENS, age 55, has served as a member of the Board since October 2006. From February 1990 until November 2005, Mr. Stephens was employed in various positions by Adobe Systems Incorporated, a software company, most recently as Senior Vice President of Worldwide Sales and Field Operations. Mr. Stephens holds a B.B.A. from Southern Methodist University.

Mr. Stephens brings to the Board experience in sales, marketing and mergers and acquisitions, as well as knowledge of Support.com's history and experience. Mr. Stephens also brings experience from 15 years of service in the software industry driving growth strategies. Based on the Board's identification of these qualifications, skills and experiences, the Board has concluded that Mr. Stephens should serve as a director of Support.com.

The Board recommends a vote "FOR" election as director of the nominees set forth above.

Table of Contents

## EXECUTIVE COMPENSATION AND RELATED INFORMATION

## EXECUTIVE OFFICERS

As of March 25, 2013 the executive officers of the Company are:

Name	Age	Position
Joshua Pickus	51	President and Chief Executive Officer
Shelly Schaffer	49	Chief Financial Officer and Executive Vice President of Finance and Administration
Gregory Wrenn	51	Senior Vice President of Business Affairs, General Counsel and Corporate Secretary
Richard Matta	40	Senior Vice President, Engineering and SaaS Solutions
Shaun Donnelly	47	Vice President, Program Management and General Manager, Small Business

Joshua Pickus. Please see Mr. Pickus' biography above under "Board of Directors and Nominees."

Shelly Schaffer. Ms. Schaffer has served as Executive Vice President, Finance since February 2008 and as Chief Financial Officer since March 2008. During 2009, Ms. Schaffer assumed responsibility for management of the Company's Legal and Human Resources functions as well. Ms. Schaffer was Vice President, Corporate Operations Finance at Yahoo! from January 2007 until February 2008. From September 2003 to December 2006, Ms. Schaffer served as an executive at Mercury Interactive, an application software company, in a number of finance roles including Vice President of Strategic Finance and Treasury and Vice President of Financial Planning and Analysis. Previously, Ms. Schaffer held senior finance roles spanning over a decade with The Coca Cola Company, Nestle Beverage Company, and Cosine Communications, a telecommunications equipment supplier. Ms. Schaffer holds a B.S. from Florida Southern College and an M.B.A. from the University of South Florida.

Gregory Wrenn. Mr. Wrenn has served as Vice President, General Counsel and Corporate Secretary since November 2009 and as Senior Vice President of Business Affairs, General Counsel and Corporate Secretary since September 2011. Mr. Wrenn was Senior Vice President, General Counsel and Corporate Secretary at Borland Software Corporation, an enterprise software company, from October 2006 until February 2009. From October 2004 to October 2006, Mr. Wrenn served as Senior Vice President and General Counsel at Openwave Systems, a mobile telecommunications software provider. Mr. Wrenn also served as Vice President and Deputy General Counsel, International at Yahoo! Inc. from June 1999 to September 2004. Prior to that, Mr. Wrenn worked as in-house counsel with Adobe Systems Incorporated from January 1995 until June 1999, and as associate with the law firm of Perkins Coie from September 1990 until December 1994. Mr. Wrenn holds a B.A. in Business Administration from the University of Washington, and a J.D. from Boalt Hall School of Law, University of California, Berkeley.

Richard Matta. Mr. Matta has served in various product and engineering management roles since the early days of Support.com and has directed our Engineering team since 2006. In addition, he recently took up leadership of our SaaS platform, for which he focuses on product direction, operations and customer success. Prior to Support.com, Mr. Matta managed and delivered large-scale software development projects in the areas of customer relationship management and business intelligence for Deloitte Consulting. Mr. Matta holds a B.A. in Economics with high honors from Pomona College.

Shaun Donnelly. Mr. Donnelly leads partner account management and small business operations for Support.com. Mr. Donnelly has over 15 years of experience in technology companies including a background in telecommunications, wireless and software. Prior to joining Support.com, he served as the Chief Operating Officer of outsourceIT, Inc., an

IT services company focused on small and medium businesses during June 2010 to December 2011. Mr. Donnelly also worked as an investment banker and has held business development and marketing positions at DSC Communications (acquired by Alcatel), Telica (acquired by Lucent Technologies) and Senitito Networks (acquired by Verso Technologies). Mr. Donnelly served as a nuclear submarine officer in the Navy prior to entering the commercial sector. Mr. Donnelly earned a B.S. in Engineering from the United States Naval Academy (with honors) and an M.S. in Information Systems Management from The George Washington University.

Table of Contents

COMPENSATION COMMITTEE REPORT

In 2012 the Company's Compensation Committee consisted at all times of independent directors. The Company's Compensation Committee consisted of directors Farshchi, Linton, Portmann and Stephens for the entire year.

Set forth below is the Compensation Discussion and Analysis section, which is a discussion of compensation programs and policies from the perspective of the Company.

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with management. Based on the Compensation Committee's review of, and discussions with management with respect to, the Compensation Discussion and Analysis, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and in the Company's Annual Report on Form 10-K for the year ended December 31, 2012 for filing with the SEC.

THE COMPENSATION COMMITTEE:

Jim Stephens, Chairman  
Shawn Farshchi  
Michael Linton  
Toni Portmann

COMPENSATION-RELATED RISK ANALYSIS

During March 2013, the Company's management, in conjunction with the Company's legal, accounting, human resources and finance departments, undertook a quantitative and qualitative review of the Company's compensation policies and practices that applied to all Company employees whose compensation includes any variable or incentive compensation element, as well as policies and practices of different groups that mitigate or balance such incentives. As part of this review, these parties reviewed, considered, and analyzed the extent to which, if any, the Company's compensation policies and practices might create risks for the Company, and relevant controls and mitigating factors.

After conducting this review, management found that none of the Company's compensation policies and practices for its employees creates any risks that are reasonably likely to have a material adverse effect on the Company. The Board has reviewed the results of management's analysis and concurs with management's assessment.

COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

Support.com is a leading provider of cloud-based services and software designed to enhance a customer's experience with technology. We enable leading brands to offer technology service programs that create new revenue streams and deepen customer relationships. We also allow technology support organizations to reduce costs, improve problem resolution and enhance the customer experience. Our solution includes our cloud-based Nexus® Service Delivery Platform ("Nexus platform"), a scalable workforce of technology specialists, mobile and desktop applications for end-users and proven expertise in program design and execution. We offer turnkey solutions encompassing all of these elements. We also make our Nexus platform available on a software-as-a-service ("SaaS") basis and license our end-user applications separately.

We offer leading brands a broad array of technology services to meet the needs of their customers. Service programs available for consumer markets include computer and mobile device set-up, security and support, virus and malware

removal and wireless network set-up, security and support. Service programs available for small business markets include the consumer services plus managed services such as server and network monitoring and maintenance. Our services can be purchased either as one-time incidents or subscriptions, with subscriptions representing an increasing percentage of our revenue. Our technology specialists deliver our services to customers online via remote control and by telephone, leveraging the Nexus platform. Most of our technology specialists work from their homes rather than in brick and mortar facilities.

We market our services primarily through channel partners. Our partners include leading communications providers, retailers, technology companies and others. We recently began marketing the Nexus platform separately from our technology service offerings. We market our end-user software products directly, principally online, and through partners. Our sales and marketing efforts are primarily focused in North America.



Table of Contents

The following discussion and analysis explains our executive compensation program and policies for our executives listed in the Summary Compensation Table below. We refer to these senior executives as our “Named Executive Officers,” and for 2012 they include:

Name	Title
Joshua Pickus	President and Chief Executive Officer
Shelly Schaffer	Chief Financial Officer and Executive Vice President of Finance and Administration
Gregory Wrenn	Senior Vice President of Business Affairs, General Counsel and Corporate Secretary
Richard Matta	Senior Vice President, Engineering and SaaS Solutions
Shaun Donnelly	Vice President, Program Management and General Manager, Small Business

This discussion and analysis of our 2012 executive compensation program may include forward-looking statements, and should be read together with the compensation tables and related disclosures that follow.

### 2012 Business Highlights

Total revenue for the Company for the year ended December 31, 2012 increased by \$18.1 million, or 34%, from 2011;

Services revenue for the year ended December 31, 2012 increased by \$20.4 million, or 55%, from 2011; the increase in services revenue was driven by growth in our channel programs, primarily the continued expansion of the Comcast program;

Software and other revenue for the year ended December 31, 2012 decreased by \$2.3 million, or 14%, from 2011; the decrease in software revenue was primarily driven by changes in the online advertising market in which we participate;

Cost of services for the year ended December 31, 2012 grew by 25% from 2011 as we added delivery agents to support revenue growth; cost of software and other for year ended December 31, 2012 declined 19% year-over-year due to reduced sales of our software products;

Software and other gross margin for the years ended December 31, 2012 and 2011 was consistent at approximately 90%; total gross margin for the year ended December 31, 2012 was 46%, compared to 41% in 2011, driven mainly by improved services gross margin offset by a lower percentage of software in the revenue mix;

Operating expenses for the year ended December 31, 2012 declined by 5% from 2011, driven primarily by lower sales expense related to our end-user software products and a reduction in the contact center sales agent workforce completed at the end of the second quarter of 2012; and

In the third and fourth quarters of 2012, we delivered our first two quarters of profitability since 2005. The total balance of cash, cash equivalents and investments increased by \$3.1 million and \$4.7 million in the third and fourth quarters of 2012, respectively.

Please see our Annual Report on Form 10-K for the year ended December 31, 2012 for additional information.

### Consideration of 2012 Say on Pay Voting Results

At our 2011 annual meeting of stockholders, our stockholders recommended that we hold advisory say-on-pay votes every year. In light of, and consistent with, the voting results the Board has determined that the Company will hold future advisory votes on executive compensation annually until the next stockholder vote on the frequency of say-on-pay votes is required under Section 14A of the Securities Exchange Act of 1934, as amended, or until the Board otherwise determines that a different frequency for such votes is in the best interests of the Company's stockholders. At our 2012 annual meeting of stockholders, we received approximately 99% approval for our "say-on-pay" proposal based on record shares voted.

The Compensation Committee also considered the 2012 say-on-pay voting results at its meetings, and the Compensation Committee believes the voting results demonstrate significant support for our Named Executive Officer compensation program. The Compensation Committee intends to continue to look for ways to strengthen the existing executive compensation programs and the governance environment in which they function.

#### 2012 Pay for Performance Analysis

Our program is designed to reward our executive officers, consistent with our peer group and market, when they contribute to the achievement of our business objectives and create long-term stockholder value.

## Table of Contents

### Executive Compensation Philosophy and Objectives

The executive compensation program is designed to attract and retain talented executives that will lead the Company in achieving its business goals and objectives and in creating long-term shareholder value. In keeping with our philosophy of aligning pay with performance, a significant portion of our Named Executive Officers' compensation is "at risk" and comprised of both short-term performance-based cash incentives and long-term equity awards. For us, "at risk" compensation consists of incentive cash compensation that is directly linked to performance against quarterly objectives set by the Compensation Committee, and interests in stock option grants priced at or above the closing price of a share of Common Stock on Nasdaq on the date of grant, and vesting over multi-year periods or in some cases upon achievement of performance milestones. Beginning in 2013, we have also introduced the use of time-based and performance-based grants of restricted stock units ("RSUs") under our 2010 Stock Plan in our executive compensation program which also put portions of executive compensation at risk based on the performance of the Company and returns for our stockholders.

The principal elements of our executive compensation program are:

- base salary;
- short-term, performance-based cash incentive awards;
- long-term, equity-based awards; and
- other benefits customary for our peer group.

We believe that short-term cash incentives are an important and effective way to align Named Executive Officer pay with Company performance because short-term cash incentives are actually earned only when our Named Executive Officers contribute to the achievement of our specific short-term business objectives.

We also believe long-term stock option grants are particularly effective as a means of aligning the interests of our Named Executive Officers with those of our stockholders as these awards are designed to drive both long-term Company performance and retention of our key executives. We believe this because the option awards will not deliver any return to our Named Executive Officers unless our stock price increases after the time the award is made. Further, beginning in 2013, we started to use grants of RSUs as well, which help retain Named Executive Officers by providing value that vests over time or upon achievement of performance targets, while at the same time increasing or decreasing compensation automatically based on the performance of our Common Stock. The combination of options and RSUs in equity grants balances both long-term retention as well as aligning the interests of our Named Executive Officers with the interests of our stockholders. Accordingly, we will normally seek to establish long-term equity incentives as a significant ongoing component of our executive compensation program.

### Analysis of 2012 Executive Compensation Decisions and Actions

#### Base Salary

Base salary is the baseline cash compensation that we pay to our Named Executive Officers throughout the year. Base salaries provide our Named Executive Officers with a predictable level of income. We pay base salaries to attract and retain strong talent in our market. The Compensation Committee determines individual salaries for the Company's Section 16 Officers. In determining appropriate 2012 base salaries, in addition to reviewing the peer company data compiled by Compensia, Inc. ("Compensia"), an independent compensation consultant, and market data from industry compensation surveys such as the survey by Radford, an Aon Hewitt company ("Radford"), and other sources, the

Compensation Committee generally considers:

the scope of responsibility and experience of the Section 16 Officer;

the individual performance of each existing Section 16 Officer;

competitive market compensation;

internal equitable considerations;

the significance of the individual to the achievement of our corporate objectives; and

in the case of Section 16 Officers other than the Chief Executive Officer, the Chief Executive Officer's recommendation as to compensation.

Table of Contents

Base salaries are reviewed annually by the Compensation Committee along with other elements of executive compensation. In April 2012, the Compensation Committee, considering the data and factors described above, increased the annual base salary rate for Mr. Pickus from \$335,000 to \$350,000, and for Ms. Schaffer, from \$255,000 to \$285,000. The Compensation Committee made no other changes to base salary of Section 16 Officers in 2012.1

The annual base salary rates for our Named Executive Officers for 2012 are set forth in the table below:

Name and Title	2012 Base Salary
Joshua Pickus	\$ 350,000
Shelly Schaffer	\$ 285,000
Gregory Wrenn	\$ 250,000
Richard Matta	\$ 220,502
Shaun Donnelly	\$ 220,000

## Short-Term, Performance-Based Cash Incentive Awards

We paid short-term performance-based cash incentives in 2012 under our Executive Incentive Compensation Plan to attract and retain talented executives who help us achieve our business objectives, and to align executive pay with achievement against near-term Company performance objectives. In determining appropriate target short-term cash incentive opportunities for each Section 16 Officer for 2012, in addition to reviewing market data from industry compensation surveys such as that of Radford, and data from Compensia, all as further discussed below, the Compensation Committee assessed the same factors that were considered in determining 2012 base salaries. In April 2012, the Compensation Committee, considering the data and factors described above, increased the annual target short-term cash incentive opportunity for Mr. Pickus from \$180,000 to \$225,000, and for Ms. Schaffer, from \$100,000 to \$116,850.2

Actual payouts for our short-term cash incentive awards for each Section 16 Officer were based on the achievement of specified Company financial targets and individual objectives established at the beginning of each quarter as determined by the Compensation Committee. The Compensation Committee considers financial and other targets each quarter in reference to a previously established annual plan, but either confirms or adjusts the targets up or down at the beginning of each quarter, as the Compensation Committee deems appropriate, in order to keep the short-term performance-based incentives appropriate and effective at aligning this element of executive pay with the achievement of the Company's near-term performance objectives.

For 2012, our short-term cash incentive award payout approach was as follows:

Incentive compensation for Company revenue and net income targets was paid on a straight-line sliding scale if the Company achieved between the minimum threshold of 70% (achievements under 70% received no payout) and the maximum achievement of 130% (achievements over 130% received 130% payout).

Targets specific to individual performance were not eligible for achievement levels above 100% of target, but could be assigned partial credit based on actual achievement;

Incentive compensation for software and services program revenue, expense and net profit targets was paid on a straight-line sliding scale if the Company achieved between the minimum threshold of 80% (achievements under 80% received no payout) and the maximum achievement of 120% (achievements over 120% received 120% payout); and

Business development targets for deals closed were earned on a straight-line percentage based on the Company's determination of deal value compared to previously established quotas.

The Compensation Committee determines in its sole discretion if, and to what extent, objectives are achieved and incentive awards are payable based on the actual results of the period. Pursuant to the Executive Incentive Compensation Plan, the Compensation Committee reserves the right to amend or discontinue the short-term incentive program at any time in the best interests of the Company.

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1 In March 2013, the Compensation Committee, considering the advice of Compensia and reviewing the data and factors described above as part of the annual executive compensation review, increased the annual base salary rate for Mr. Pickus from \$350,000 to \$370,000 (5.7%), and for Ms. Schaffer, from \$285,000 to \$302,100 (6%).

2 In March 2013, the Compensation Committee, considering the advice of Compensia and reviewing the data and factors described above as part of the annual executive compensation review, increased the annual short-term cash incentive award target for Mr. Pickus from \$225,000 to \$237,857 (5.7%), and for Ms. Schaffer, from \$116,850 to \$123,861 (6%).

Table of Contents

For 2012, the terms of our Named Executive Officers' short-term cash incentive awards and the payments made with respect to those awards were as follows:

Named Executive Officer	Period	Description of Objective	Target Cash Incentive Potential	Target Incentive (% of Period Salary)	Actual % of Objective Achieved	Actual Cash Incentive Paid	Actual Cash Incentive (% of Period Salary)	
Joshua Pickus	2012-Q1	Target Company revenue of \$16.977 million	\$ 36,000	43 %	104 %	\$ 37,294	45 %	
		Target Company adjusted non-GAAP net income of \$(2.060 million)	\$ 9,000	11 %	77 %	\$ 6,971	8 %	
	2012-Q2	Target Company revenue of \$17.089 million	\$ 36,000	41 %	101 %	\$ 36,480	42 %	
		Target Company adjusted non-GAAP net income of \$(1.216 million)	\$ 20,250	23 %	130 %	\$ 26,325	30 %	
	2012-Q3	Target Company revenue of \$18.359 million	\$ 36,000	41 %	99 %	\$ 35,571	41 %	
		Target Company adjusted non-GAAP net income of \$518 thousand	\$ 20,250	23 %	130 %	\$ 26,325	30 %	
	2012-Q4	Target Company revenue of \$18.777 million	\$ 36,000	41 %	101 %	\$ 36,191	41 %	
		Target Company adjusted non-GAAP net income of \$1.239 million	\$ 20,250	23 %	130 %	\$ 26,325	30 %	
	2012 Total			\$ 213,750	62 %		\$ 231,482	67 %
	Shelly Schaffer	2012-Q1	Target Company revenue of \$16.977 million	\$ 10,000	16 %	104 %	\$ 10,359	16 %
Target Company adjusted non-GAAP net income of \$(2.060 million)			\$ 2,500	4 %	77 %	\$ 1,936	3 %	

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	million)								
	Frame short-term and long-term incentives for call center	\$ 3,125	5	%	100	%	\$ 3,125	5	%
	Implement intra-quarter forecasting process with call center operations	\$ 3,125	5	%	100	%	\$ 3,125	5	%
	Assess capabilities and develop plan for cross-training of key roles	\$ 3,125	5	%	100	%	\$ 3,125	5	%
	Drive timelines for new headquarter building lease and exit of old building	\$ 3,125	5	%	100	%	\$ 3,125	5	%
2012-Q2	Target Company revenue of \$17.089 million	\$ 11,685	16	%	101	%	\$ 11,841	17	%
	Target Company adjusted non-GAAP net income of \$(1.216 million)	\$ 2,921	4	%	130	%	\$ 3,798	5	%
	Design and execute plan to optimize work-from-home sales model	\$ 5,843	8	%	100	%	\$ 5,843	8	%
	Design and deliver new software forecasting model	\$ 2,921	4	%	100	%	\$ 2,921	4	%
	Design and benchmark new Canadian benefits plan	\$ 2,921	4	%	100	%	\$ 2,921	4	%
	Complete new lease and finalize building remodel construction plans	\$ 2,921	4	%	100	%	\$ 2,921	4	%
2012-Q3	Target Company revenue of \$18.359 million	\$ 11,685	16	%	99	%	\$ 11,546	16	%
	Target Company adjusted non-GAAP net income of \$518 thousand	\$ 2,921	4	%	130	%	\$ 3,798	5	%



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		Identify and evaluate call center compensation alternatives	\$ 4,382	6	%	50	%	\$ 2,191	3	%
		Drive designs of 2013 medical benefits plans	\$ 4,382	6	%	100	%	\$ 4,382	6	%
		Research and report on SMB model evaluation	\$ 3,652	5	%	100	%	\$ 3,652	5	%
		Implement hiring process for FP&A	\$ 2,191	3	%	100	%	\$ 2,191	3	%
2012-Q4		Target Company revenue of \$18.777 million	\$ 11,685	16	%	101	%	\$ 11,747	16	%
		Target Company adjusted non-GAAP net income of \$1.239 million	\$ 2,921	4	%	130	%	\$ 3,798	5	%
		Complete 2013 company budget for Board review	\$ 5,843	8	%	100	%	\$ 5,843	8	%
		Review corporate compensation plan	\$ 2,921	4	%	100	%	\$ 2,921	4	%
		Frame new call center compensation plan	\$ 2,921	4	%	100	%	\$ 2,921	4	%
		Complete finance and HR items necessary for rollout of new service feature program	\$ 2,921	4	%	100	%	\$ 2,921	4	%
	2012 Total		\$ 112,638	42	%			\$ 112,950	42	%
Gregory Wrenn	2012-Q1	Target Company revenue and adjusted non-GAAP net income	\$ 4,688	8	%	98	%	\$ 4,611	7	%
		Achieve business development goals	\$ 4,781	8	%	25	%	\$ 1,195	2	%
		Roll out new PTO policy for senior management	\$ 3,094	5	%	100	%	\$ 3,094	5	%
		Prepare compensation risk analysis with departments for Board review	\$ 3,094	5	%	100	%	\$ 3,094	5	%

	Support new SMB partner contract process	\$ 3,094	5	%	100	%	\$ 3,094	5	%
2012-Q2	Target Company revenue and adjusted non-GAAP net income	\$ 4,688	8	%	107	%	\$ 5,019	8	%
	Achieve business development goals	\$ 4,781	8	%	106	%	\$ 5,080	8	%
	Launch and lead new program review process	\$ 3,094	5	%	100	%	\$ 3,094	5	%
	Implement third-party component tracking system	\$ 3,094	5	%	100	%	\$ 3,094	5	%

Table of Contents

Named Executive Officer	Period	Description of Objective	Target Cash Incentive Potential	Target Incentive Potential (% of Period Salary)	Actual % of Objective Achieved	Actual Cash Incentive Paid	Actual Cash Incentive (% of Period Salary)
		Provide legal support to optimize work-from-home sales model	\$3,094	5 %	100 %	\$3,094	5 %
	2012-Q3	Target Company revenue and adjusted non-GAAP net income	\$4,688	8 %	105 %	\$4,924	8 %
		Achieve business development goals	\$4,781	8 %	0 %	\$0	0 %
		Assess and implement litigation compliance program	\$3,094	5 %	100 %	\$3,094	5 %
		Update direct terms of service and EULAs	\$3,094	5 %	100 %	\$3,094	5 %
		Support effort to evaluate call center compensation program	\$3,094	5 %	100 %	\$3,094	5 %
	2012-Q4	Target Company revenue and adjusted non-GAAP net income	\$4,688	8 %	106 %	\$4,988	8 %
		Provide legal support for new service feature program rollout	\$4,781	8 %	100 %	\$4,781	8 %
		Provide legal support to review and update Executive Incentive Compensation Plan	\$3,094	5 %	100 %	\$3,094	5 %
		Provide legal support for Security Committee compliance program	\$3,094	5 %	75 %	\$2,320	4 %
		Update annual employee certification process	\$3,094	5 %	100 %	\$3,094	5 %
	2012 Total		\$75,000	30 %		\$66,950	27 %
Richard Matta	2012-Q1	Target Company revenue and adjusted non-GAAP net	\$3,120	6 %	98 %	\$3,069	6 %

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	income							
	Achieve general release of Cosmos and Android Optimizer free versions	\$2,808	6	% 100	% \$2,808	6	%	
	Achieve program management revenue and operational goals	\$2,808	6	% 60	% \$1,685	3	%	
	Achieve general release of software upgrade for subscription work	\$1,872	4	% 100	% \$1,872	4	%	
	Implement new SUPERAntiSpyware features per plan	\$1,872	4	% 70	% \$1,311	3	%	
2012-Q2	Target Company revenue and adjusted non-GAAP net income	\$3,120	6	% 107	% \$3,341	7	%	
	Target SUPERAntiSpyware software revenue	\$2,808	6	% 0	% \$0	0	%	
	Successfully complete target partner program negotiations	\$2,808	6	% 100	% \$2,808	6	%	
	Deliver engineering sprint deliverables	\$1,872	4	% 100	% \$1,872	4	%	
	Deliver India engineering team goals	\$1,872	4	% 90	% \$1,685	3	%	
2012-Q3	Target Company revenue and adjusted non-GAAP net income	\$3,120	6	% 105	% \$3,278	7	%	
	Target subscription average ticket time improvements	\$2,808	6	% 100	% \$2,808	6	%	
	Deliver engineering sprint deliverables	\$1,872	4	% 90	% \$1,685	3	%	
	Target SUPERAntiSpyware software revenue	\$1,872	4	% 100	% \$1,872	4	%	
	Identify and plan alternate areas of strategic engineering focus and investment	\$1,404	3	% 100	% \$1,404	3	%	
	Present recommendations on identified partner	\$1,404	3	% 75	% \$1,053	2	%	

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		software and services program								
2012-Q4		Target Company revenue and adjusted non-GAAP net income	\$3,445	6	%	106	%	\$3,666	7	%
		Deliver software-as-a-service rollout goals	\$4,134	7	%	90	%	\$3,721	7	%
		Target SUPERAntiSpyware software revenue	\$1,550	3	%	100	%	\$1,550	3	%
		Deliver specified hosting operations deliverables	\$1,550	3	%	50	%	\$775	1	%
		Deliver engineering sprint deliverables	\$1,550	3	%	100	%	\$1,550	3	%
		Successfully manage engineering organizational changes	\$1,550	3	%	100	%	\$1,550	3	%
	2012 Total		\$51,225	25	%			\$45,366	22	%
Shaun Donnelly	2012-Q1	Target Company revenue and adjusted non-GAAP net income	\$3,250	6	%	98	%	\$3,197	6	%
		Gain target partner 1 commitment on trial offering	\$2,925	6	%	75	%	\$2,194	4	%
		Gain target partner 2 commitment on trial offering	\$2,925	6	%	100	%	\$2,925	6	%
		Target RightHand IT revenue and profitability levels	\$1,463							