

XO GROUP INC.
Form DEF 14A
April 19, 2013

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 x
Filed by a Party other than the Registrant o
Check the appropriate box:

o Preliminary Proxy Statement
 o **Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))**
 x Definitive Proxy Statement
 o Definitive Additional Materials
 o Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

XO GROUP INC.

(Name of Registrant as Specified In Its Charter)

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

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

April 15, 2013

To the Stockholders of XO Group Inc.:

You are cordially invited to attend the Annual Meeting of Stockholders of XO Group Inc., to be held at the offices of Orrick, Herrington & Sutcliffe LLP, located at 51 West 52nd Street, New York, New York 10019, on Wednesday, May 29, 2013 at 9:00 a.m.

Details of the business to be conducted at the Annual Meeting are given in the attached Notice of Annual Meeting and Proxy Statement, which you are urged to read carefully.

Your vote is important. Whether or not you plan to attend the Annual Meeting, I hope you will vote as soon as possible. You may vote over the Internet; if you receive your proxy materials by U.S. mail, by mailing a proxy card; by telephone; or in person at the Annual Meeting. Please review the instructions on the Notice Regarding the Availability of Proxy Materials or on the proxy card regarding your voting options.

We look forward to seeing you at the Annual Meeting.

Sincerely,

David Liu
Chief Executive Officer and Chairman of the Board

YOUR VOTE IS IMPORTANT

In order to ensure your representation at the Annual Meeting, whether or not you plan to attend the Annual Meeting, please vote your shares as promptly as possible over the Internet at www.proxyvote.com by following the instructions on your Notice Regarding the Availability of Proxy Materials or, if you receive your proxy materials by U.S. mail, by following the instructions on your proxy card. Your participation will help to ensure the presence of a quorum at the meeting and save XO Group Inc. the extra expense associated with additional solicitation. Voting your shares over the Internet or otherwise will not prevent you from attending the Annual Meeting, revoking your proxy, and voting your stock in person.

**XO GROUP INC.
195 Broadway, 25th Floor
New York, New York 10007**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 29, 2013**

TO THE STOCKHOLDERS OF XO GROUP INC.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of XO Group Inc. (*XO Group* or the *Company*) will be held at the offices of Orrick, Herrington & Sutcliffe LLP, located at 51 West 52nd Street, New York, New York 10019, on Wednesday, May 29, 2013 at 9:00 a.m. (the *Annual Meeting*) to consider and vote upon the following matters, which are more fully described in the accompanying Proxy Statement:

- (1) Election as directors of the two nominees named in the attached proxy statement to the class of directors whose terms expire in 2016.
- (2) Ratification of the appointment of Ernst & Young LLP as the *Company*'s independent registered public accounting firm for the year ending December 31, 2013.
- (3) Advisory vote to approve named executive officer compensation.
- (4) Transaction of such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. All stockholders of record at the close of business on April 4, 2013 (the *Record Date*) will be entitled to vote at the Annual Meeting and at any adjournment or postponement thereof. The stock ledger of XO Group will remain open between April 29, 2013 and the date of the meeting. A list of stockholders entitled to vote at the Annual Meeting will be available for inspection at the Annual Meeting and, while the stock ledger remains open prior thereto, at our offices during regular business hours.

By Order of the Board of Directors
Jeremy Lechtzin
Executive Vice President, General Counsel and Secretary
April 15, 2013

INTERNET AVAILABILITY

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We are taking advantage of the Securities and Exchange Commission rules that allow companies to furnish proxy materials to their stockholders through the Internet. We believe these rules allow us to provide you with the information you need while lowering the costs of delivery and reducing the environmental impact of the Annual Meeting. On or about April 18, 2013, we intend to mail a Notice Regarding the Availability of Proxy Materials (the Notice) to stockholders of record on the Record Date. If you received a Notice by mail, you will not receive a printed copy of the proxy materials, unless you specifically request one. Instead, the Notice instructs you on how to access and review all of the important information contained in this Proxy Statement and in our 2012 Annual Report on Form 10-K (which we posted online on the same date), as well as how to submit your proxy over the Internet. If you received the Notice and would still like to receive a printed copy of our proxy materials, you may request a printed copy of the proxy materials by following the instructions on the Notice.

XO GROUP INC.
195 Broadway, 25th Floor
New York, New York 10007

PROXY STATEMENT

General

This Proxy Statement is furnished to the holders of common stock, par value \$0.01 per share (the **Common Stock**), of XO Group Inc., a Delaware corporation (**XO Group** or the **Company**), in connection with the solicitation by the Board of Directors (the **Board**) of XO Group for use at the annual meeting of stockholders and at any adjournment or postponement of the annual meeting (the **Annual Meeting**). The Annual Meeting will be held at the offices of Orrick, Herrington & Sutcliffe LLP, located at 51 West 52nd Street, New York, New York 10019 on Wednesday, May 29, 2013 at 9:00 a.m. All stockholders of record on April 4, 2013 (the **Record Date**) will be entitled to notice of and to vote at the Annual Meeting. We intend to mail this Proxy Statement and the accompanying proxy (the **Proxy**) to our stockholders on or about April 18, 2013.

The mailing address of our principal executive office is 195 Broadway, 25th Floor, New York, New York 10007.

Purpose of Meeting

The specific proposals to be considered and acted upon at the Annual Meeting are listed in the accompanying Notice of Annual Meeting of Stockholders. Each of these proposals is described in more detail in this Proxy Statement. The table below summarizes each matter specified in the Notice of Annual Meeting of Stockholders, and the required vote and recommendation of the Board of Directors as to each such matter. The required vote and the circumstances under which a Proxy will be voted according to the recommendation of the Board of Directors are described in more detail following the table.

| Matter | Description | Required Vote | Board Recommendation |
|------------|--|---|----------------------|
| Proposal 1 | Election as director of the two nominees named in this Proxy Statement. | Plurality of shares voted | FOR |
| Proposal 2 | Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2013. | Affirmative vote of majority of shares present and entitled to vote | FOR |

Proposal 3 Advisory approval of the Company's named executive officer compensation.

Affirmative vote of majority of shares present and entitled to vote **FOR**

Voting

On April 4, 2013, the Record Date, there were 26,775,056 shares of Common Stock outstanding held by stockholders of record (excluding shares held in treasury, which are disregarded for purposes of voting). A list of stockholders eligible to vote at the Annual Meeting will be available for inspection at the Annual Meeting and, while the stock transfer books remain open prior thereto, during regular business hours at our principal executive office at the address specified above. You are entitled to one vote for each share of Common Stock you held on April 4, 2013.

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There are four ways a stockholder of record can vote:

By Internet: You may vote over the Internet at www.proxyvote.com by following the instructions provided in the Notice Regarding the Availability of Proxy Materials (the "Notice") or, if you receive your proxy materials by U.S. mail, by following the instructions on the proxy card.

By Telephone: You may vote by telephone by following the instructions on your proxy card.

By Mail: If you receive your proxy materials via U.S. mail, you may complete, sign and return the accompanying proxy card in the postage-paid envelope provided.

In Person: If you are a stockholder of record as of the Record Date, you may vote in person at the Annual Meeting. Submitting a proxy will not prevent a stockholder from attending the Annual Meeting, revoking their earlier-submitted proxy, and voting in person.

Quorum

The holders of a majority of the shares of the Common Stock issued and outstanding on the Record Date and entitled to vote, present in person or by proxy, shall constitute a quorum at the Annual Meeting. Abstentions and broker non-votes will be counted as present for purposes of determining whether a quorum is present at the Annual Meeting.

Broker non-votes are shares held by brokers or nominees which are present in person or represented by proxy, but which are not voted because instructions have not been received from the beneficial owner with respect to a particular matter for which the broker or nominee does not have discretionary power to vote.

Required Vote

If a quorum is present, the required vote for each item of business at the Annual Meeting is as follows:

Under Proposal 1, the two nominees who receive a plurality of votes cast (in person or by proxy) will be elected as directors. Abstentions and broker non-votes have no effect on the election of directors, except to the extent that the failure to vote for a director nominee results in another nominee receiving a larger number of votes. If you own shares through a broker, you must give the broker instructions to vote your shares in the election of directors. Otherwise, your shares will not be voted.

Proposals 2 and 3 shall be approved by the affirmative vote of a majority of the shares of the Common Stock present at the Annual Meeting, in person or by proxy, and entitled to vote thereon. Broker non-votes will have no effect on the outcome of these proposals, and abstentions will have the effect of a "no" vote for purpose of the proposals requiring majority approval.

In no case may stockholders cumulate votes for the election of directors. In addition, under the General Corporation Law of the State of Delaware, stockholders are not entitled to dissenter's rights with respect to any matter to be considered and voted on at the Annual Meeting, and we will not independently provide stockholders with any such right.

Other than as indicated above, abstentions will be counted towards the tabulations of votes cast on these proposals presented to the stockholders and will have the same effect as negative votes, whereas broker non-votes will not be counted for purposes of determining whether such a proposal has been approved.

Proposals 1 and 3 are considered non-routine matters and shares held by brokers or nominees will receive "broker non-votes" if you do not give the broker instructions to vote your shares. Stockholders who hold our shares through a broker, bank or other financial institution receive proxy materials before each stockholder meeting. Your broker is not permitted to vote on your behalf on the election of directors unless you provide specific instructions by completing and returning the proxy card or following the instructions provided to you to vote your shares via telephone or the Internet. For your vote to be counted on the election of directors, you need to communicate your voting decisions to

your broker, bank or other financial institution before the date of the Annual Meeting.

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If the enclosed form of Proxy is properly signed and returned, the shares represented thereby will be voted at the Annual Meeting in accordance with the instructions specified thereon. If the Proxy does not specify how the shares represented thereby are to be voted, the Proxy will be voted by the Proxy holders in accordance with the recommendation of the Board of Directors as to each matter specified in the accompanying Notice of Annual Meeting of Stockholders, and at the discretion of the Proxy holders as to such other matters as may properly come before the Annual Meeting or any adjournment or postponement thereof.

Revocation of Proxies

Any person giving a Proxy has the power to revoke it at any time before it is exercised at the Annual Meeting. It may be revoked by:

notifying the Secretary of XO Group in writing before the Annual Meeting of the intention to revoke the Proxy; delivering to the Secretary of XO Group before the Annual Meeting a signed Proxy with a later date but prior to the date of the Annual Meeting; attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not, by itself, revoke a proxy); or voting again by the Internet or telephone (only the last vote cast by each stockholder of record will be counted), provided that the stockholder does so before 11:59 p.m. Eastern time on the day before the Annual Meeting.

Solicitation

We will bear the entire cost of solicitation, including the preparation, assembly, printing and mailing of this Proxy Statement, the Proxy and any additional soliciting materials furnished to stockholders. Copies of solicitation materials will be furnished to brokerage houses, fiduciaries and custodians holding shares in their names that are beneficially owned by others so that they may forward the solicitation materials to such beneficial owners. In addition, we may reimburse such persons for their costs of forwarding the solicitation materials to such beneficial owners. The original solicitation of proxies by mail may be supplemented by solicitation by telephone or other means by our directors, officers, employees or agents. No additional compensation will be paid to these individuals for any such services.

Except as described above, we do not presently intend to solicit proxies other than by mail.

Your Participation in Voting the Shares You Own Is Important

Voting your shares is important to ensure that you have a say in the governance of your company. Please review the proxy materials and follow the instructions on the Notice or the proxy card to vote your shares. We hope you will exercise your rights and fully participate as a stockholder in our future.

More Information Is Available

If you have any questions about broker non-votes or the proxy voting process in general, please contact the broker, bank or other financial institution where you hold your shares. The SEC also has a website (www.sec.gov/spotlight/proxymatters.shtml) with more information about your rights as a stockholder. Additionally, you may contact our Investor Relations Department by sending an e-mail message to IR@xogrp.com or visiting our corporate website at www.xogroupinc.com.

MATTERS TO BE CONSIDERED AT ANNUAL MEETING

PROPOSAL ONE ELECTION OF DIRECTORS

General

XO Group's Amended and Restated Certificate of Incorporation, as amended (the Certificate of Incorporation), provides for a classified Board consisting of three classes of directors serving staggered three year terms. These classes are required to be as nearly equal in number as possible. Our Amended and Restated Bylaws (the Bylaws) provide for a Board consisting of such number of directors as may be fixed from time to time by resolution of the members of the Board or by our stockholders at an annual meeting of stockholders. Two directors are to be elected at the Annual Meeting for a term expiring at the 2016 Annual Meeting of Stockholders or until a successor has been duly elected and qualified.

The Board consists of six persons, as follows:

| | | |
|---|--|--|
| Class II (current term ends upon this Annual Meeting) | Class III (current term ends upon 2014 Annual Meeting) | Class I (current term ends upon 2015 Annual Meeting) |
| Charles Baker Peter Sachse | David Liu Elizabeth Schimel | Ira Carlin Eileen Naughton |

The term of office for each of the two Class II directors listed above expires at the Annual Meeting. The Board has nominated Charles Baker and Peter Sachse, the current Class II directors, to stand for re-election to the class of directors whose terms expire at the 2016 Annual Meeting of Stockholders or, in each case, until a successor is elected and has qualified. Mr. Baker and Mr. Sachse have each agreed to serve if elected, and management has no reason to believe that they will be unavailable to serve. In the event any of the nominees are unable or decline to serve as a director at the time of the Annual Meeting, the Proxies will be voted for any nominee who may be designated by the present Board to fill the vacancy. Unless otherwise instructed, the Proxy holders will vote the Proxies received by them FOR the nominees named below.

Board Composition

We believe that our directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the stockholders. We also endeavor to have a Board representing a range of experiences at policy-making levels in business and in areas that are relevant to our activities.

The following are the key experiences, qualifications and skills that our directors bring to the Board that are important in light of our business: leadership at the chief executive officer level or other C-level background; experience in the advertising, media and technology industries; finance experience; and sales and marketing experience. Biographical information for our directors is set forth below, including the specific experiences, qualifications and skills considered by the Board in recommending the re-nomination of the directors whose current terms end upon this Annual Meeting, and the continued service of those directors whose current terms end upon the 2014 and 2015 Annual Meetings of Stockholders. For additional information on Mr. Liu's service in the combined role of Chairman of the Board and Chief Executive Officer, please review the section entitled Corporate Governance Board Leadership Structure in this

Proxy Statement.

Nominees for Term Ending upon the 2016 Annual Meeting of Stockholders (Class II)

Charles Baker (46) has served as one of our directors since November 2005. Since September 2010, Mr. Baker has been the Chief Executive Officer and President of ZipRealty, Inc. Between December 2008 and September 2010, Mr.

Baker served as Executive Vice President and Chief Financial Officer of ZipRealty. Between June 2007 and December 2008, Mr. Baker was an independent investor. Mr. Baker was the Senior Vice President and Chief Financial Officer of Monster Worldwide, Inc. from March 2005 through June 2007. From 1993 to 2005, Mr. Baker held various positions at Salomon Brothers (subsequently Smith Barney) and was a Managing Director in the Equity Research Department just before joining Monster Worldwide, Inc. Mr. Baker holds the Chartered Financial Analyst designation and is a former Chairman of the Media and

Entertainment Analysts of New York Investment Society. Mr. Baker received a B.A. from Yale College. In considering Mr. Baker for continued service on the Board, the Nominating and Corporate Governance Committee took into account his experience as an executive of companies with significant operations in the online industry, and significant experience in the financial industry.

Peter Sachse (55) has served as one of our directors since February 2010. Mr. Sachse also previously served as one of our directors from October 2006 through April 2007, and as an observer to our Board of Directors from April 2007 to February 2010. Mr. Sachse has been Chief Stores Officer of Macy's, Inc. since February 2012. Mr. Sachse was Chief Marketing Officer of Macy's between February 2009 and February 2012 and also served under that title from June 2003 to May 2007, and was President of Macy's Corporate Marketing from May 2007 to February 2009. Mr. Sachse was also Chairman and Chief Executive Officer of the macys.com division of Macy's between April 2006 and February 2012. Prior to serving in these roles, Mr. Sachse was President and Chief Operating Officer of The Bon Marche in Seattle. He began his retail career with Macy's in Kansas City. He also served as Executive Vice President/General Merchandise Manager at Macy's East and later as Vice Chair/Director of Stores of Macy's East. Mr. Sachse received a B.B.A. in Finance from the University of Wisconsin. In considering Mr. Sachse for continued service on the Board, the Nominating and Corporate Governance Committee took into account his experience as an executive of companies with significant operations in the online industry, and extensive experience in the retail industry.

Continuing Directors for Term Ending upon the 2014 Annual Meeting of Stockholders (Class III)

David Liu (47) is a co-founder of XO Group and has served as our Chief Executive Officer and the Chairman of the Board since our inception in May 1996. Mr. Liu has also served as our President since October 2008, and served as President from May 1996 to October 2007. From January 1993 to May 1996, Mr. Liu served as Director of Production of RunTime Inc., a CD-ROM development firm that he co-founded with Carley Roney, our Chief Content Officer. Before January 1993, Mr. Liu was the Director of Production at VideOvation, a subsidiary of Reader's Digest. Mr. Liu received a B.F.A. in Film and Television from New York University. Mr. Liu is married to Carley Roney, our Chief Content Officer and co-founder. In considering Mr. Liu for continued service on the Board, the Nominating and Corporate Governance Committee took into account his provision of a Company perspective in Board discussions about our operations, as well as a deep understanding of the strategies necessary to grow and run our business.

Elizabeth Schimel (53) has served as one of our directors since August 2012. Since June 2011, Ms. Schimel has been Executive Vice President and Chief Digital Officer at Meredith National Media Group. From January 2008 to October 2010, Ms. Schimel served as Global Head of Music and Connected Entertainment at Nokia. Ms. Schimel was Senior Vice President, Entertainment, at Comcast Interactive Media from January 2005 to January 2008. Ms. Schimel received a B.A. from the University of Pennsylvania, and an M.B.A. and M.A. in Finance from Wharton Business School. In considering Ms. Schimel for continued service on the Board, the Nominating and Corporate Governance Committee took into account her experience as an executive of companies with significant operations in the online industry, and significant experience in the media industry.

Continuing Directors for Term Ending upon the 2015 Annual Meeting of Stockholders (Class I)

Ira Carlin (65) has served as one of our directors since October 2006. Mr. Carlin retired in January 2008 after having served as Chairman-International of MAGNA Global Worldwide, a division of the Interpublic Group of Companies (IPG), since 2002. Mr. Carlin began his advertising career at Grey Advertising and was with IPG since 1974. From

1990 to 2002, Mr. Carlin served as Chairman and CEO of Universal McCann. Mr. Carlin received a B.A. in Physics from Hebrew University. In considering Mr. Carlin as a nominee for director of the Company, the Nominating and Corporate Governance Committee took into account his chairmanship of a major division of a public company, experience as chief executive officer of a global media company, and extensive experience in the advertising industry.

Eileen Naughton (55) has served as one of our directors since October 2006. Ms. Naughton is Vice President, Global Accounts & Agencies at Google Inc., where she has worked since September 2006. Her prior positions at Google have included Managing Director, Digital Media Strategy, Americas, Director, Americas Media Sales and Operations, and Director, Media Platforms. From 2002 to 2006, Ms. Naughton served as president of the TIME Group and as Vice President of Investor Relations for Time Warner from

2000 to 2002. Ms. Naughton received a B.A. in International Relations and earned an M.B.A. in Finance from the University of Pennsylvania. In considering Ms. Naughton as a nominee for director of the Company, the Nominating and Corporate Governance Committee took into account her experience as an executive of companies with significant operations in the online industry, and deep experience and background in the media industry.

Corporate Governance

Overview. The Board of Directors has adopted Corporate Governance Guidelines and implemented a number of corporate governance procedures to further strengthen the Board's capacity to oversee XO Group and to serve the long-term interests of its stockholders. The Corporate Governance Guidelines, as well as Board committee charters, codes of conduct and other documents setting forth XO Group's corporate governance practices, can be accessed in the Investor Relations Corporate Governance section of our corporate website at www.xogroupinc.com.

Director Independence. In March 2013, the Board of Directors undertook its annual review of director independence. As a result of this review, the Board affirmatively determined that a majority of its directors (Mr. Baker, Mr. Carlin, Ms. Naughton and Ms. Schimel) are independent as defined by Rule 303A.02 of the New York Stock Exchange (NYSE) and Rule 10A-3 promulgated by the Securities and Exchange Commission (the SEC). Rule 10A-3 provides a safe harbor position that a person who is not the beneficial owner, directly or indirectly, of more than 10% of our Common Stock, and who is not one of our executive officers, will not be deemed to be an affiliate of XO Group for purposes of satisfying the audit committee member independence rules.

Codes of Conduct. The Board has adopted a Code of Business Conduct and Ethics that applies to all officers, directors and employees, and a Code of Ethics for the Chairman, Chief Executive Officer and Senior Financial Officers. Both codes can be accessed in the Investor Relations Corporate Governance section of our corporate website at www.xogroupinc.com, as well as any amendments to, or waivers under, the Code of Ethics for the Chairman, Chief Executive Officer and Senior Financial Officers. Copies may be obtained by writing to XO Group Inc. at 195 Broadway, 25th Floor, New York, New York 10007, Attention: Investor Relations. The purpose of these codes is to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; to promote full, fair, accurate, timely and understandable disclosure in periodic reports required to be filed by XO Group; and to promote compliance with all applicable rules and regulations that apply to XO Group and its officers, directors and employees.

Board Leadership Structure. The Board of Directors has not separated the positions of Chairman of the Board and Chief Executive Officer. Both positions are held by Mr. Liu. The Board does not have a Presiding Director. The Board believes that this structure has historically served the company well and continues to do so, by creating a critical link between management and the Board, enabling the Board to perform its oversight function with the benefits of management's perspectives on the business, facilitating communication between the Board and our senior management, and providing the Board with direct oversight of our business and affairs.

Board Role in Risk Oversight. The Board of Directors plays a significant role in providing oversight of our management of risk. Senior management has responsibility for the management of risk and reports to the Board regularly with respect to its ongoing enterprise risk management efforts. Because responsibility for the oversight of elements of our enterprise risk management extends to various committees of the Board, the Board has determined that it, rather than any one of its committees, should retain the primary oversight role for risk management. In exercising its oversight of risk management, the Board has delegated to the Audit Committee primary responsibility for the oversight of risk related to our financial statements and processes, and has determined that our internal audit function should report directly to the Audit Committee. The Board has delegated to the Compensation Committee primary responsibility for the oversight of risk related to our compensation policies and practices. The Board has

delegated to the Nominating and Corporate Governance Committee primary responsibility for the oversight of risk related to our corporate governance practices. Each committee reports regularly to the Board with respect to such committee's particular risk oversight responsibilities.

Communicating with the Board of Directors

In order to communicate with the Board of Directors as a whole, with non-employee directors or with specified individual directors, correspondence may be directed to XO Group Inc. at 195 Broadway, 25th Floor, New York, New York 10007, Attention: Corporate Secretary. All such correspondence will be forwarded to the appropriate director or group of directors.

Board Meetings and Committees

The Board met nine times in the year ended December 31, 2012. The Board has a Nominating and Corporate Governance Committee, a Compensation Committee and an Audit Committee, for which the meetings are described below.

In addition to the meetings of the committees of the Board of Directors, our non-employee members of the Board of Directors met once in executive session in 2012.

Each director attended at least 75% of the aggregate of (1) the total meetings of the Board, and (2) the total number of meetings held by all Committees of the Board on which he or she served, that were held in 2012. Our policy on director attendance at annual meetings calls for directors to be invited but not required to attend annual meetings of stockholders. One director, Mr. Liu, our Chairman of the Board, attended the 2012 Annual Meeting of Stockholders.

The Nominating and Corporate Governance Committee, Compensation Committee and Audit Committee Charters can be accessed in the Investor Relations Corporate Governance section of our corporate website at www.xogroupinc.com.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is currently composed of Mr. Baker (Chair) and Mr. Carlin. The Nominating and Corporate Governance Committee met once in 2012. The Nominating and Corporate Governance Committee reviews and recommends changes to our Corporate Governance Guidelines and selects director nominees to the Board consistent with criteria approved by the Board. This Committee also makes recommendations to the Board concerning the structure and membership of the Board committees and oversees the annual evaluation of the Board and Board committee performance. The Nominating and Corporate Governance Committee also performs other duties and responsibilities as set forth in a Charter approved by the Board of Directors.

The Nominating and Corporate Governance Committee does not have a formal diversity policy with respect to the identification and recommendation of individuals for membership on the Board. However, in carrying out this responsibility, the Nominating and Corporate Governance Committee values differences in professional experience, educational background, viewpoint and other individual qualities and attributes that facilitate and enhance the oversight by the Board of Directors of our business and affairs.

The Board of Directors has also determined that the Nominating and Corporate Governance Committee will consider director candidates that are recommended by stockholders. This Committee will evaluate nominees for director recommended by stockholders in the same manner as nominees recommended by other sources. The general qualifications and specific qualities and skills established by the Board for directors are set forth in Attachment A of our Corporate Governance Guidelines. Stockholders wishing to bring a nomination for a director candidate before a stockholders meeting must give written notice to XO Group's Corporate Secretary, pursuant to the procedures set forth

in this section under *Communicating with the Board of Directors* and subject to the deadline set forth under the *Deadline for Receipt of Stockholder Proposals* section of this Proxy Statement. The stockholder's notice must set forth all information relating to each person whom the stockholder proposes to nominate that is required to be disclosed under applicable rules and regulations of the SEC and our Bylaws. Our Bylaws can be accessed in the *Investor Relations* *Corporate Governance* section of our corporate website at www.xogroupinc.com.

Once the Nominating and Corporate Governance Committee has identified a prospective nominee, the Nominating and Corporate Governance Committee makes an initial determination as to whether to conduct a full evaluation of the candidate. This initial determination is based on the information provided to the Nominating and Corporate Governance Committee concerning the prospective candidate, as well as the

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Nominating and Corporate Governance Committee's own knowledge of the prospective candidate, which may be supplemented by inquiries to the person making the recommendation or others. The preliminary determination is based primarily on the need for additional Board members to fill vacancies or expand the size of the Board and the likelihood that the prospective nominee can satisfy the evaluation factors described below. If the Nominating and Corporate Governance Committee determines, in consultation with other Board members as appropriate, that additional consideration is warranted, it may gather or request a third party search firm to gather additional information about the prospective nominee's background and experience. The Nominating and Corporate Governance Committee then evaluates the prospective nominee, taking into account whether the prospective nominee is independent within the meaning of the listing standards of the NYSE and such other factors as it deems relevant, including the current composition of the Board, the balance of management and independent directors, the need for Audit Committee or Compensation Committee expertise, the prospective nominee's skills and experience, the diversity of the nominee's skills and experience in areas that are relevant to our businesses and activities, and the evaluations of other prospective nominees. In connection with this evaluation, the Nominating and Corporate Governance Committee determines whether to interview the prospective nominee and, if warranted, one or more members of the Nominating and Corporate Governance Committee and others, as appropriate, conduct interviews in person or by telephone. After completing this process, the Nominating and Corporate Governance Committee makes a recommendation to the full Board as to the persons who should be nominated by the Board, and the Board determines the nominees after considering the recommendation and report of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee follows the same process and uses the same criteria for evaluating candidates proposed by stockholders, members of the Board and members of management.

Compensation Committee

The Compensation Committee is currently composed of Mr. Carlin (Chair) and Ms. Naughton. The Compensation Committee met two times in 2012. The Compensation Committee evaluates the performance of our executive officers and establishes and oversees our executive compensation policy and makes decisions about base pay, incentive pay and any supplemental benefits for the Chief Executive Officer and our other executive officers. The Compensation Committee also reviews and makes recommendations to the Board concerning the compensation of our independent directors and administers our stock incentive plans, which includes, without limitation, approving (and, with respect to our independent directors, recommending) the grant of stock options and restricted stock, the timing of the grants, the price at which options are to be offered and the number of shares for which options and restricted stock are to be granted to our executive officers, directors and other employees. The Compensation Committee also performs other duties and responsibilities as set forth in a Charter approved by the Board of Directors. Each member of this committee is an independent director under applicable NYSE listing standards, an outside director as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code), and a non-employee director as defined in Rule 16b-3 under the Securities Exchange Act of 1934.

In making its determinations with respect to executive compensation, the Compensation Committee has not historically engaged the services of a compensation consultant. The Compensation Committee has the authority to retain, terminate and set the terms of our relationship with any outside advisors who assist the Committee in carrying out its responsibilities.

Audit Committee

The Audit Committee is currently composed of Mr. Baker (Chair), Ms. Naughton and Ms. Schimel. Mr. Carlin served on the Audit Committee from January 2012 to August 2012, when he was replaced by Ms. Schimel. The Audit Committee met seven times in 2012. The Audit Committee appoints our independent auditors, subject to ratification by our stockholders, reviews the plan for and the results of the independent audit, approves the fees of our

independent auditors, reviews with management and the independent auditors our quarterly and annual financial statements and our internal accounting, financial and disclosure controls, reviews and approves transactions between XO Group and its officers, directors and affiliates and performs other duties and responsibilities as set forth in a Charter approved by the Board of Directors.

Each member of the Nominating and Corporate Governance Committee, Compensation Committee and the Audit Committee is independent, as independence is defined by the listing standards of the NYSE and the applicable rules and regulations of the SEC. The Board has also determined that each member of the Audit Committee is financially literate and that the Audit Committee includes at least one member who has accounting or related financial management expertise, as required by NYSE rules. Each of Mr. Baker, Mr. Carlin (during the term of his service on the Audit Committee from January 2012 to August 2012), Ms. Naughton and Ms. Schimel (during the term of her service on the Audit Committee beginning in August 2012) satisfies these Audit Committee qualifications.

Vote Required

The affirmative vote of a plurality of the shares of Common Stock present in person or represented by proxy and entitled to vote at the Annual Meeting is required for the election of directors. The two nominees for the class of directors whose terms expire at the 2016 Annual Meeting of Stockholders receiving the highest number of affirmative votes of the stockholders entitled to vote at the Annual Meeting will be elected directors of XO Group. Pursuant to applicable Delaware law, abstentions and broker non-votes will have no effect on the outcome of the vote, except to the extent that the failure to vote for a director nominee results in another nominee receiving a larger number of votes.

Unless otherwise instructed, the Proxy holders will vote each returned Proxy **FOR** the nominees named above.

Recommendation of the Board of Directors

The Board of Directors recommends a vote **FOR Charles Baker and Peter Sachse, the two Class II nominees listed above.**

MANAGEMENT

The following table sets forth, as of April 4, 2013, the name, age and position of each of our executive officers.

| Name | Age | Position |
|-----------------|-----|--|
| David Liu | 47 | Chief Executive Officer, President and Chairman of the Board |
| Carley Roney | 44 | Chief Content Officer |
| Carol Koh Evans | 41 | Chief Operating Officer |
| John Mueller | 50 | Chief Financial Officer and Treasurer |
| Nic Di Iorio | 53 | Chief Technology Officer |
| Rob Fassino | 45 | Chief Product Officer |
| Jeremy Lechtzin | 39 | Executive Vice President, General Counsel and Secretary |
| Kristin Savilia | 43 | Executive Vice President, Local Enterprise |

David Liu is our Chief Executive Officer, President and Chairman of the Board. See Continuing Directors for Term Ending upon the 2014 Annual Meeting of Stockholders (Class III) above for a discussion of his business experience. Mr. Liu is married to Ms. Roney.

Carley Roney is a co-founder of XO Group. She has served as our Founding Editor since our inception in May 1996 and became our Chief Content Officer in August 2008. From January 1994 to May 1996, she served as President at RunTime Inc., a CD-ROM development firm that she co-founded with David Liu, our Chief Executive Officer. Ms. Roney received an M.A. in Cultural Studies and earned a B.F.A. in Film and Television from New York University. Ms. Roney is married to Mr. Liu.

Carol Koh Evans is our Chief Operating Officer and rejoined XO Group in May 2008. Before that, she was General Manager of Massive Incorporated, a subsidiary of Microsoft Corporation, since May 2006. Before joining Massive following its acquisition by Microsoft, Ms. Evans spent five years with Microsoft in Corporate Development, Corporate Strategy and MSN M&A, where she primarily supported Microsoft's consumer initiatives, including the Online Services and Entertainment and Devices divisions. Before Microsoft, Ms. Evans led Corporate Development for XO Group. In addition, she worked as an investment banker with Lehman Brothers in New York and Hong Kong and Robertson Stephens in San Francisco and participated in General Electric's Financial Management Program. Ms. Evans received a B.S. in Business Administration (Finance) from the University of California, Berkeley Haas School of Business and earned an M.B.A. from Columbia Business School.

John Mueller is our Chief Financial Officer and Treasurer and joined XO Group in September 2008. Before that, he was Chief Financial Officer and Executive Vice President at Genius Products, Inc. between February 2006 and May 2008. Before Genius Products, Mr. Mueller was Senior Vice President of Media Investment Banking for Jefferies & Company, Inc. from January 2002 to December 2005, where he provided strategic financial advisory services on mergers, acquisitions, and equity and debt offerings for entertainment and media clients. Before Jefferies & Company, Mr. Mueller worked in the media and entertainment investment banking groups at Credit Suisse First Boston and SG Cowen Securities. Mr. Mueller began his career in finance working for a Fortune 500 consumer packaged goods company, Kimberly-Clark Corporation. Mr. Mueller received a B.S. in Business from the University of Minnesota and earned an M.B.A. from Harvard Business School.

Nic Di Iorio is our Chief Technology Officer and joined XO Group in February 2008. Before that, he was co-Founder and CEO of City 24/7 LLC from October 2006 to January 2008, where he remains a member of the Advisory Board. Mr. Di Iorio was also Principal of MarCom ASP Limited, a consulting company, from July 2006 to January 2008. Before that, he was Chief Technology Officer of the Interpublic Group of Companies (IPG), from October 2003 to

June 2006. Before that, Mr. Di Iorio held the dual role of Executive Vice President, Chief Information Officer of the McCann WorldGroup (a wholly-owned subsidiary of IPG) and Chief Executive Officer of Marketing Communications Technologies Inc. (a wholly-owned subsidiary of the McCann WorldGroup), from April 1995 to September 2003. Before joining McCann, Mr. Di Iorio spent four years at Young & Rubicam as Vice President, Information Technology. He also spent ten years in Research and Development organizations at GTE and AT&T Bell Laboratories working on new technologies

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in the area of distributed systems, data networking, security and telecommunications. Mr. Di Iorio received a B.S. from City College of New York and earned an M.S. from Polytechnic University.

Rob Fassino is our Chief Product Officer and rejoined XO Group in August 2012. Before that, he was a systems and operations consultant to the iCC division of Group Commerce from May 2012 to June 2012. Prior to that, Mr. Fassino was Vice President/General Manager of Interactive at United Media from April 2007 to December 2010. Mr. Fassino is a co-founder of XO Group, where he served as Vice President of Sales and Marketing from 1996 to 1998 and 2005 to 2006, and as Vice President of Business Integration from 1999 to 2004. Before co-founding XO Group in 1996, Mr. Fassino was a Broadcast Producer, Information Architect, and Co-Founder/Director of the Interactive Division at the Margeotes Fertitta + Partners advertising agency. Fassino received a BFA in Film from NYU's Tisch School of the Arts.

Jeremy Lechtzin is our Executive Vice President, General Counsel and Secretary and joined XO Group in May 2007. Before that, he was in private practice representing XO Group and other public and private technology clients on securities, mergers, venture capital, intellectual property and general corporate matters with the law firms of Proskauer Rose LLP from February 2003 through May 2007 and Brobeck, Phleger & Harrison LLP from September 1999 through February 2003. Mr. Lechtzin received a B.A. in History from the University of Michigan and earned a J.D. from New York University School of Law.

Kristin Savilia is our Executive Vice President of Local Enterprise, and joined XO Group in July 2005. From September 1999 to June 2005, Ms. Savilia was Executive Director of Bridal and Gift Registry at Linens n Things, Inc. Prior to that, she was a Regional Bridal Director and a buyer for Macy's beginning in 1991. Ms. Savilia received a B.A. in History from Dartmouth College.

EXECUTIVE AND DIRECTOR COMPENSATION

Compensation Discussion and Analysis

The following Compensation Discussion and Analysis describes the elements of compensation for our named executive officers identified in the Summary Compensation Table. As further described in the Board Committees and Meetings section of this Proxy Statement, the Compensation Committee of the Board (referred to in this discussion as the Committee) is responsible for determining the total direct compensation of our executive officers, including base salary, incentive pay, stock options and restricted stock.

This Compensation Discussion and Analysis contains forward-looking statements that are based on our current plans, considerations, expectations, and determinations regarding future compensation programs. The actual compensation programs that we adopt in the future may differ materially from currently planned programs as summarized in this discussion.

Compensation Objectives

The goal of our executive compensation program is to retain and attract top quality management and to motivate them to contribute to the achievement of our business objectives that are established to create long-term value for our stockholders.

We serve our audience with information, products, and services during critical lifestages: planning a wedding, sharing life as a couple for the first time, and planning for the birth of a first child. Our strategy is to maintain our position as a leading lifestage media and technology company providing comprehensive information, services and products to couples from engagement through pregnancy and to grow our market share of advertising, e-commerce, and registry commission dollars in national and local markets in the U.S. and non-U.S. markets. To achieve these objectives, we need a highly talented and seasoned team of business professionals.

We compete with many other companies in seeking to attract and retain a skilled management team. To meet this challenge, we have adopted a compensation philosophy designed to offer our named executive officers compensation and benefits that are competitive and that meet our goals of attracting, retaining, and motivating highly skilled individuals to help us achieve our financial and strategic objectives.

Our executive compensation program is designed to achieve a number of objectives:

provide competitive total compensation opportunities that enable us to attract, retain and motivate our named executive officers with the experience and skills to manage our growth and lead us to the next stage of development; reward sustained stockholder value creation by providing a mix of compensation that emphasizes creating and sustaining an enterprise market valuation consistent with leading media and technology companies; and reward achievement of our annual and long-term financial objectives by awarding appropriate levels of cash and equity compensation for consistent achievement (and over-achievement) of our annual operating plan and for achievement of the long-term financial objectives necessary to reaching and maintaining a market valuation consistent with leading media and technology companies.

To date, we have not employed any policies or guidelines for allocating compensation between current and long-term compensation, between cash and non-cash compensation, or among different forms of non-cash compensation.

Executive Compensation Process

Role of the Committee

The Committee is responsible for overseeing our executive compensation program and administering our executive compensation program consistent with our philosophies and objectives. The Committee regularly consults with and reports to our full Board of Directors on its deliberations and actions.

The Committee reviews on a periodic basis our executive compensation program, including any incentive compensation plans, to determine whether they are appropriate, properly coordinated, and achieve their intended purposes, and has the authority to establish and implement any modifications or new plans or programs.

The Committee relies upon its judgment in making compensation decisions, after reviewing the Company's performance and carefully evaluating each executive's performance against established goals, leadership qualities, operational performance, business responsibilities, career with XO Group, current compensation arrangements and long-term potential to enhance stockholder value.

Role of Management

In carrying out its responsibilities, the Committee works with members of our management team, including our Chief Executive Officer. Historically, our management team has assisted the Committee by providing information on the Company and individual performance, market data, and management's perspective and recommendations on compensation matters.

Typically, our Chief Executive Officer has made recommendations to the Committee regarding the compensation of our employees, including our named executive officers (except with respect to his own compensation), and attends that portion of the Committee meetings in which compensation matters are discussed (except he recuses himself from that portion of Committee meetings with respect to discussions involving his own compensation).

While our Committee has solicited and reviewed our Chief Executive Officer's recommendations and proposals with respect to compensation-related matters, it has only used these recommendations and proposals as one factor in making compensation decisions for our employees, including our named executive officers.

Role of Compensation Consultant

The Committee is authorized to retain the services of compensation consultants and other advisors from time to time, as it sees fit, in connection with the establishment of cash and equity compensation plans and arrangements and related policies. In making its determinations with respect to executive compensation, the Committee has not historically engaged the services of a compensation consultant.

Use of Competitive Data

As part of its process, the Committee reviews executive compensation elements for a select group of publicly traded Internet and media companies with operating characteristics and market capitalization similar to XO Group. We compile this information from proxy statements and other public reports filed by these companies. The Committee believes this information provides a reasonable indication of the market for executive services in which we compete.

The Internet and media companies within this group reviewed by the Committee in the past year include 1-800-FLOWERS.COM, Inc., Ancestry.com Inc., Autobytel Inc., Blucora, Inc., Blue Nile, Inc., Marchex, Inc.,

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Martha Stewart Living Omnimedia, Inc., Monster Worldwide, Inc., Move, Inc., Netflix, Inc., OpenTable, Inc., Priceline.com Incorporated, TechTarget, Inc., TheStreet.com, Inc., WebMD Health Corp. and ZipRealty, Inc.

The Committee intends to review our peer group at least annually and make adjustments to its composition as necessary.

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Elements of Executive Compensation

Executive officers are compensated with a combination of cash payments and equity awards designed to reward recent results and motivate long-term performance. We do not set apportionment goals for each form of compensation. We believe the most important indicator of whether our compensation objectives are being met is our ability to motivate our executive officers to deliver superior performance and retain them to continue their careers with XO Group. The primary elements of the compensation packages for our executive officers currently include the following:

Base salary and benefits which are designed to attract and retain executives over time.

Long-term incentives in the form of awards under our long-term incentive plan and restricted Common Stock under our stock incentive plan, all of which are designed to align the interest of each executive officer with those of our stockholders and provide each individual with a significant incentive to manage the Company from the perspective of an owner with an equity stake. Historically, long-term incentives have represented the most significant element of compensation for our executive officers.

For 2010 and prior years, executive officer compensation also included awards under our annual Management Incentive Plans, which were designed to focus the executives on the key objectives that were part of our operating plan for a particular year.

We do not maintain any retirement plans or plans that provide for deferral of compensation other than our 401(k) savings plan.

Base Salary

The base salary for each executive officer is determined on the basis of a number of factors: experience, personal performance, the median salary levels in effect for similar positions within the comparison group of companies and internal base salary comparability considerations. The weight given to each of these factors may differ from individual to individual as the Committee deems appropriate. Base salaries are generally reviewed on an annual basis, with adjustments made effective in the first quarter in accordance with the factors indicated above. In addition, in reviewing annual adjustments, the Committee takes into account XO Group's performance in the year then ended. In 2012, the Committee approved a base salary increase of 8.1% for Mr. Liu and 8.3% for Ms. Roney, in each case on the basis of their overall personal performance since their last salary adjustment in 2009 (which the Committee determined had been superior), a review of salary levels in effect for similar positions within the comparison group of companies, and a determination that their contributions would be critical to the future performance of XO Group and therefore that their satisfaction with their base salary compared to market levels was an important element in maintaining the appropriate motivation to continue such level of performance.

Long-Term Incentives Stock Incentive Plan Awards

Our long-term incentive compensation has historically been provided through grants of stock options and restricted stock under our Stock Incentive Plan. Option grants allow the executive to acquire shares of our Common Stock at a fixed price per share, which is the closing market price of our Common Stock on the date of grant, during the term of the option. Historically, our option grants have had 10-year terms, although options granted in 2007 to certain executive officers had 5-year terms. Each option generally becomes exercisable in installments over periods ranging up to four years from the grant date. Accordingly, the option grant will provide a return to the executive officer only if the executive officer remains employed during the vesting period, and then only if the market price of our Common Stock appreciates from the option's exercise price. Restricted stock is issued to executives at par value (\$0.01 per share) and generally vests in installments over periods ranging three to four years from the grant date. Accordingly, the restricted stock grant will provide a return to the executive officer only if the executive officer remains employed

during the vesting period. The value of the restricted stock to the executive increases as the market price of our Common Stock increases, but because no specific amount of market price appreciation is necessary for a return to be provided to the executive, the number of shares underlying our restricted stock grants is lower relative to the number of shares underlying our stock option grants.

The Committee considers several factors when determining to grant Stock Incentive Plan awards to an executive officer, including long-term incentive compensation awarded within the comparison group of companies, the number of unvested stock-based awards held by the executive, the executive's performance during the prior year, the executive's expected contribution to our long-term performance and the retention value of the award. All stock-based awards to executive officers are approved by the Committee, and grants are made on or following the date of the Committee approval. The Committee also approves any stock-based grants in connection with the hiring of an executive officer.

The Committee did not grant Stock Incentive Plan awards to any of our named executive officers in 2012.

Long-Term Incentives Long-Term Incentive Plan

In 2011, the Committee adopted, and our stockholders approved, the 2011 Long-Term Incentive Plan (LTIP), pursuant to which our executive officers and other employees may receive compensatory awards based on the achievement of specified performance goals related to the performance of the Company and/or its affiliates.

At the same time, the Committee initiated a program pursuant to the LTIP focusing on the financial performance of the Company over a three-year period running from 2011 to 2013. Under the 2011-2013 program, participants (including named executive officers) have the opportunity to earn awards equal in value to their maximum bonus opportunity (expressed as a percentage of base salary) multiplied by a bonus tier factor, which are based on our financial performance in each of 2011, 2012 and 2013, weighted 50% for core revenue and 50% for core adjusted EBITDA. For purposes of the LTIP, core revenue was determined in accordance with U.S. Generally Accepted Accounting Principles and as reported in the our publicly filed financial statements, excluding Ijie.com and SEMplest LLC, and core adjusted EBITDA was calculated as net income before: investment income or losses (which includes trading gains and losses on financial assets); income taxes; depreciation and amortization; stock-based compensation; LTIP compensation amounts; impairment of goodwill and intangible assets; income or losses from discontinued operations; Ijie.com; and SEMplest LLC; and in each case excluding the impact of certain acquisitions, investments or divestitures. For 2012, the core revenue budget goal was set at \$136.6 million and the core adjusted EBITDA budget goal was set at \$32.7 million.

The bonus tiers (based on level of achievement of the goals) were:

| | Core Revenue | Core Adjusted EBITDA | Bonus Tier |
|-------------------|--------------|----------------------|---------------|
| Minimum/Threshold | 95.0 % | 85.0 % | 35.0% |
| | 97.5 % | 92.5 % | 45.0% |
| Budget | 100.0 % | 100.0 % | 57.5% |
| | 101.0 % | 102.0 % | 75.0% |
| Maximum | 102.0 % | 104.0 % | 100.0% |

Under the LTIP formula, core revenue and core adjusted EBITDA that falls between bonus tiers was to be determined on a linear basis between the immediately adjacent lower and higher bonus tiers; provided, however, that the bonus tier would be 0% and no award would be earned for a performance goal until at least the minimum/threshold percentages of core revenue or core adjusted EBITDA were achieved and in no event would a maximum bonus tier exceed 100%.

Because the two performance goals were each weighted 50%, the final bonus tier was determined by multiplying the actual bonus tier percentage for core revenue by 50%, multiplying the actual bonus tier percentage for core adjusted

EBITDA by 50%, and adding the two resulting percentages together.

The Committee set the LTIP award performance goals and threshold, target and maximum bonus opportunities for our named executive officers based on the Company's strategic priorities and ultimate business goals for the three-year performance period. Also, the Committee intended to provide that the relative difficulty of achieving the applicable performance goals was consistent from year to year. Further, in establishing the maximum bonus opportunities for each of our named executive officers, the Committee considered bonus opportunities for similar positions in our select group of peer companies set forth above. As a result of this review, the maximum bonus opportunity was 100% of base salary for Mr. Liu, and 85% of base salary for each of the other named executive officers. The threshold, target and maximum LTIP award opportunities for each of our named executive officers for 2012 are included in the Grants of Plan-Based Awards in 2012 table below in the columns under the heading Estimated Future Payouts Under Non-Equity Incentive Plan Awards.

For 2012, we achieved 93.9% of the core revenue target and 96.6% of the core adjusted EBITDA target. This resulted in a bonus tier of 0% for core revenue and 51.8% for core adjusted EBITDA, and a final bonus tier of 25.9%. This meant that Mr. Liu's LTIP award was 25.9% of his base salary and the LTIP award for the other executive officers was 22.0% of base salary.

The default method of payment of LTIP awards earned during the three-year performance period is in the form of shares of Company common stock. Participants can elect to receive LTIP awards in the form of cash, but such distributions are at a fraction, as determined by the Committee (currently one-half), of the value that would otherwise have been earned and distributed in the form of equity awards. Each of our named executive officers received their 2012 LTIP awards in the form of shares, as shown in the following table:

| Named Executive Officer | Shares Awarded ⁽¹⁾ |
|-------------------------|-------------------------------|
| David Liu | 11,200 |
| John Mueller | 8,325 |
| Carley Roney | 7,730 |
| Carol Koh Evans | 8,325 |
| Nic Di Iorio | 8,325 |

The following 2012 LTIP award amounts were determined for each named executive officer: David Liu \$103,600; John Mueller \$77,000; Carol Koh Evans \$77,000; Carley Roney \$71,500; and Nic Di Iorio \$77,000. These amounts were awarded as shares of Company common stock under our 2009 Stock Incentive Plan on March 6, 2013, based on our closing price of \$9.25 per share on the New York Stock Exchange on such date.

The actual 2012 LTIP award amounts paid to each of our named executive officers are included in the Summary Compensation Table in the column Non-Equity Incentive Plan Compensation.

In addition to the awards that may be made under the LTIP, the Committee may approve an additional discretionary bonus for exceptional performance or for accomplishments which were not originally considered in the establishment of individual objectives under the LTIP. No such discretionary bonuses were paid to our named executive officers in 2012.

Mr. Liu's employment agreement provides if there is a change-in-control transaction, thereafter his target bonus opportunity will be 50% of his base salary, his maximum bonus opportunity will be at least 100% of his base salary, and for the purposes of these calculations, his base salary will be assumed to be the greater of \$500,000 and his actual base salary in effect on the date of calculation.

Executive Severance and Change-In-Control Agreements

Our executive officers have employment agreements with us which are terminable at any time. Under the agreements for each executive officer except for Mr. Liu and Ms. Roney, if an executive is terminated by us without cause or resigns for good reason, the executive is entitled to a lump sum payment equivalent to one year's salary plus continuation of all benefits associated with the executive's employment during the one year following termination. If Mr. Liu or Ms. Roney is terminated by us without cause or resigns for good reason, he or she is entitled under the employment agreement to continuation of salary (paid periodically) and benefits for two years following termination. In addition, to the extent any payment made to Mr. Liu or for his benefit would be subject to an excise tax imposed by Code Section 4999, we have agreed to make a gross-up payment to Mr. Liu to cover the excise tax and any taxes incurred by Mr. Liu upon the payment of such gross-up payment. The terms without cause and good reason are defined in each executive's employment agreement and are summarized below.

Without cause under the employment agreements for our executive officers generally means a termination of the executive's employment other than for death, disability or cause or any resignation by the executive other than for good reason.

Cause under the employment agreements for our executive officers generally means (1) the executive's failure to perform the principal elements of his or her duties, which failure is not cured within 20 days following written notice, (2) the executive's conviction of, or plea of nolo contendere to, a felony or any other crime involving dishonesty, fraud, or moral turpitude, (3) the executive's gross negligence or willful misconduct in connection with the performance of his or her duties and responsibilities, (4) the executive's failure to comply with rules and policies governing employee conduct or Board directives, or (5) the executive's breach of any non-disclosure, non-solicitation, non-competition or other restrictive covenant obligations.

Good reason under the employment agreements for our executive officers generally means (1) any reduction of base salary, (2) the relocation of the executive's principal place of business outside of New York City, or (3) the material diminution of the executive's responsibilities or authority, any reduction of the executive's title or a change of the executive's reporting structure. Good reason under Mr. Liu's agreement also includes a material breach of his agreement by XO Group, the material and repeated interference by the Board with the discharge of his duties and responsibilities at any time following a change-in-control transaction and if he is not the senior-most executive officer of XO Group immediately following a change-in-control transaction and for two years thereafter. Good reason under Ms. Roney's agreement also includes if she is not the senior-most editorial and creative officer of XO Group immediately following a change-in-control transaction and for two years thereafter.

Upon voluntary termination (unless for good reason as described above), termination for cause, death or disability, each of our executive officers would receive benefits available generally to all our employees, including distributions from the 401(k) plan, disability benefits if applicable and accrued vacation pay. With the exception of termination for cause, vested stock options held by each executive officer would remain exercisable for periods also available generally to our employees. Upon termination for cause, all outstanding stock options held by our executive officers would be cancelled immediately and all unvested shares of restricted Common Stock would be forfeited.

In addition to the special change-in-control provisions contained in Mr. Liu's employment agreement related to our annual incentive plans described above under the heading Elements of Executive Compensation Long-Term Incentives Long-Term Incentive Plan, he is also entitled to reimbursement of reasonable legal fees and expenses if, after a change-of-control, any dispute arises regarding the provisions of his employment agreement and he prevails to a substantial extent with respect to any claims brought in such dispute.

If there is a change in the ownership of the Company, which occurs on the date that (1) any one person, or more than one person acting as a group, acquires ownership of the stock of the Company that, together with the stock held by such person, constitutes more than 50% of the total voting power of the stock of the Company, or (2) the Company

completes the sale of all or substantially all of the Company's assets, then the

restricted stock granted to executive officers in 2012 under the Long-Term Incentive Plan would immediately vest. For additional information regarding estimates of amounts payable in connection with executive severance or a change-in-control, see the Potential Payments Upon Termination or Change-In-Control tables.

Ms. Roney's Name and Likeness Licensing Agreement

In November 2008, at the time we entered into an employment agreement with Ms. Roney, we also entered into a name and likeness licensing agreement with her, effective as of January 1, 2009. Ms. Roney's personality is embedded into our brand and our content, such as in the Ask Carley columns on our websites and in our magazines, appearances in our broadcast, cable and streaming videos, the primary authorship of our books, the photographs of Ms. Roney in these media, and the story of Ms. Roney's marriage to Mr. Liu. Ms. Roney also makes frequent public appearances on behalf of XO Group on national and local television and radio and at speaking engagements across the country. We entered into this agreement to compensate Ms. Roney for the use of her name and likeness in these contexts.

Under the name and likeness licensing agreement, Ms. Roney has granted to XO Group the exclusive, worldwide right to use her name and likeness and related items, including photographs, videos and rights to publicity, for any purpose in connection with XO Group's products and services. Under the terms of the original agreement, we agreed to pay Ms. Roney an annual fee of \$100,000 and an annual non-accountable talent expense allowance of \$25,000, in each case payable in installments on our regular payroll dates. The talent expense allowance is intended to cover Ms. Roney's expenses for clothes for television, personal and other appearances while promoting, representing and endorsing XO Group; hair and make-up expenses for maintenance and on-air appearances; and other expenses related to her services for XO Group. Ms. Roney is also entitled to receive royalties of 30% of the annual net revenues derived from the sales of the books she has authored, edited and/or co-written for XO Group.

The term of the name and likeness licensing agreement consists of one or more successive one-year periods. At the conclusion of each one-year period within the term, the term automatically renews for another such period unless either Ms. Roney or XO Group provides written notice to the other party at least 90 days before the end of the current period that the party providing such notice intends to terminate the agreement at the end of such period. Ms. Roney may terminate the agreement at any time if XO Group defaults on any payment obligation and does not cure the default within 30 days of receiving written notice thereof. In addition, the agreement will automatically terminate upon Ms. Roney's death or permanent disability, or if she is no longer employed by XO Group or any successor entity (except as otherwise described below).

Upon a termination of the name and likeness licensing agreement for any reason, the license provided therein shall become non-exclusive with respect to all products of XO Group in existence (whether publicly available or in development) on the date thereof and will not include a license to use the licensed property in connection with any product created thereafter, but shall otherwise continue in full force and effect in perpetuity, which shall include the right to maintain and/or renew all registrations then obtained or applied for. If Ms. Roney is no longer employed by XO Group following a change-in-control transaction due to her termination by XO Group or its successor without cause or her resignation for good reason (as those terms are defined in her employment agreement), at the option of XO Group or its successor, the agreement will not terminate if XO Group or its successor proposes in good faith a compensation structure, in addition to the fees payable thereunder, in consideration of her continuation of the license granted thereunder, that is accepted by Ms. Roney and memorialized in a written amendment to the agreement. Notwithstanding any other provision of the agreement, following such a termination, unless XO Group and Ms. Roney enter into a written amendment to the agreement, the license provided by Ms. Roney will terminate with respect to a specified list of products, which include the use of her name in the Ask Carley Columns (but not the text of the columns), and personal stories and photos related to Ms. Roney.

In July 2009, Ms. Roney elected to waive the company's obligation to pay the talent fee and expense allowance that would otherwise be payable for the period July 1, 2009 through December 31, 2009 under the name and likeness licensing agreement. Effective January 2010, Ms. Roney elected to waive the company's obligation to pay all but \$10,000 of the talent fee, and all of the expense allowance, that would otherwise be payable for each annual period beginning in 2010.

Retirement and Other Benefits

We have a tax-qualified Section 401(k) retirement savings plan for our employees, including our named executive officers, who satisfy certain eligibility requirements. Under this plan, participants may elect to make pre-tax contributions, not to exceed the applicable statutory income tax limitation (which was \$17,000 in 2012). In 2012, we provided a matching contribution equal to 25% of the first 4% of a participant's salary deferrals. Our contributions to the accounts of our named executive officers are shown in the All Other Compensation column of the Summary Compensation Table below. We intend for the plan to qualify under Section 401(a) of the Internal Revenue Code so that contributions by participants to the plan, and income earned on plan contributions, are not taxable to participants until withdrawn from the plan.

Additional benefits received by our named executive officers include Company-funded executive group life insurance; group medical plans and medical and dependent care flexible spending accounts available to salaried employees generally; participation in an employee stock purchase plan available to employees generally; and, in the case of Mr. Liu, a leased automobile.

Except as described herein, we generally do not provide perquisites or other personal benefits to our named executive officers. Currently, we do not view perquisites or other personal benefits as a significant component of our executive compensation program. In the future, we may provide perquisites in limited circumstances, such as where we believe they are appropriate to assist our executives in the performance of their duties, to make our executives more efficient and effective, and/or for recruitment, motivation, or retention purposes. All future practices with respect to perquisites or other personal benefits will be approved and subject to periodic review by the Committee.

While we intend to continue to maintain our current benefits and perquisites for our named executive officers, we have discretion to revise, amend, or add to them. We believe these benefits and perquisites are at competitive levels for comparable companies.

Stock Ownership Guidelines

Currently, we have not established stock ownership guidelines for our executive officers. Each of our executive officers retains substantial equity value in XO Group in the form of Common Stock, vested and unvested stock options or unvested restricted stock.

Potential Impact on Compensation from Executive Misconduct

If the Board determines that an executive officer has engaged in fraudulent or intentional misconduct, the Board would take action to remedy the misconduct, prevent its recurrence, and impose such discipline on the wrongdoer as would be appropriate. Discipline would vary depending on the facts and circumstances, and may include, without limitation, (1) termination of employment, (2) initiating an action for breach of fiduciary duty, and (3) if the misconduct resulted in a significant restatement of our financial results, seeking reimbursement of any portion of performance-based or incentive compensation paid or rewarded to the executive that is greater than would have been paid or awarded if calculated based on the restated financial results. These remedies would be in addition to, and not in lieu of, any actions imposed by law enforcement agencies, regulators or other authorities.

Policy on Stock Trading and Hedging

We have in place a pre-clearance process for all trades in our securities which all executive officers and other insiders must follow. Executive officers and other insiders are also prohibited from short-selling our Common Stock or

engaging in transactions involving traded options, warrants, stock appreciation rights or similar rights whose value is derived from the value of our Common Stock. This prohibition includes, but is not limited to, trading in XO Group-based put and call option contracts, transacting in straddles, and the like.

Tax and Accounting Considerations

In determining executive compensation, the Committee also considers, among other factors, the possible tax consequences to us and to our executives, accounting consequences to us and the impact of certain arrangements on stockholder dilution. However, to maintain maximum flexibility in designing compensation programs, the Committee, while considering these items as factors in determining compensation, will not limit compensation to those levels or types of compensation that are intended to have a particular tax or accounting result, to be deductible by the Company, or to achieve a specific level of stockholder dilution.

Our Committee considers the provisions of Section 162(m) of the Internal Revenue Code and related Treasury Department regulations that generally disallow a tax deduction to publicly held companies for compensation exceeding \$1 million paid to such a company's chief executive officer and each of the three other executive officers (besides the chief financial officer) whose compensation is required to be disclosed to stockholders under the Securities Exchange Act of 1934, as amended, by reason of being the company's three other most highly compensated executive officers. The limitation applies only to compensation which is not considered to be qualified performance-based compensation, including base salaries, cash bonuses under non-equity incentive plans which have not been approved by our stockholders and grants of service-based restricted stock.

The members of our Committee qualify as outside directors for purposes of granting qualified performance-based compensation that is exempt from the limits on deductibility under Section 162(m). However, the Committee believes that our interests may be best served in certain circumstances by providing compensation that does not qualify as performance-based compensation under Section 162(m) and, accordingly, may grant compensation which may be subject to the \$1,000,000 annual limit on deductibility. The Committee will exercise its discretion to award compensation that may be subject to the limits set forth in Section 162(m) when it considers such payments to be appropriate and in the best interest of the Company and our stockholders. The non-performance based compensation paid to our executive officers for 2010, 2011 and 2012 did not exceed the \$1 million per executive limit.

Sections 280G and 4999 of the Code provide that executive officers, persons who hold significant equity interests and certain other highly-compensated service providers may be subject to an excise tax if they receive payments or benefits in connection with a change in control of XO Group that exceeds certain prescribed limits, and that we (or a successor) may forfeit a deduction on the amounts subject to this additional tax. Further, Section 409A of the Code imposes certain additional taxes on service providers who enter into certain deferred compensation arrangements that do not comply with the requirements of Section 409A. Except as set forth above for Mr. Liu, we have not agreed to pay any executive officer, including any named executive officer, a gross-up or other reimbursement payment for any tax liability that he or she might owe as a result of the application of Sections 280G, 4999 or 409A.

Impact of Last Year's Say-On-Pay Vote

At last year's Annual Meeting, our stockholders approved the compensation of our named executives with over 70% of the shares entitled to vote voting in favor. This vote is commonly known as say-on-pay. At our 2011 annual meeting, a majority of our shareholders indicated their preference for an annual say-on-pay vote. Our Board subsequently determined that future say-on-pay votes will be held every year until the next vote on the frequency of such advisory votes.

The Committee considered the results of the 2012 say-on-pay vote, and based upon the strong stockholder support, does not believe that our executive compensation program requires material changes. The Committee will continue to consider the views of our stockholders in connection with our executive compensation program and make improvements based upon evolving best practices, market compensation information and changing regulatory

requirements.

Compensation Committee Report

The Compensation Committee of the Board of Directors has furnished the following report:

The Committee has reviewed and discussed the Compensation Discussion and Analysis (CD&A) with the Company's management. Based on that review and discussion, the Committee has recommended to the Board of Directors that the CD&A be included in our Proxy Statement for the 2013 Annual Meeting of Stockholders and incorporated by reference into our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

Submitted by the Compensation Committee of the Board of Directors of XO Group Inc.:

Ira Carlin (Chair)
Eileen Naughton

Notwithstanding anything to the contrary set forth in any of the Company's filings under the Securities Act of 1933 or the Securities Exchange Act of 1934 that might incorporate future filings, including this Proxy Statement, in whole or in part, the Compensation Committee Report shall not be deemed to be incorporated by reference into any such filings, unless we specifically incorporate these reports by reference in some other filed document.

Relationship between Compensation Plans and Risk

We believe that the Company's compensation programs, either individually or in the aggregate, do not encourage executives or employees to undertake unnecessary or excessive risks that are reasonably likely to have a material adverse effect on us. We note the following mitigating factors:

The Committee sets the performance goals for our annual Long-Term Incentive Plan. These goals typically are objective financial goals which the Committee believes are appropriately correlated with stockholder value; The use of equity awards fosters executive retention and aligns our executives' interests with those of our stockholders; and

Our compensation policies and programs are designed to encourage employees to remain focused on both short-term and long-term goals through the use of performance-based bonuses, which focus on annual and/or quarterly performance goals, and equity awards, which typically vest over a number of years and therefore encourage employees to focus on long-term performance.

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Summary Compensation Table

The following table sets forth information with respect to the compensation of the following executive officers of XO Group for services rendered in all capacities to us for the years ended December 31, 2012, 2011 and 2010. In this Proxy Statement, we refer to these individuals as our Named Executive Officers. This group includes our Chief Executive Officer, our Chief Financial Officer, and the three most highly compensated executive officers (other than the Chief Executive Officer and Chief Financial Officer) for the year ended December 31, 2012.

Amounts represent the aggregate grant date fair value of service-based restricted stock awards computed in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 718, or ASC Topic 718, and in accordance with SEC rules. The grant date fair value of restricted stock is determined based (1) on the number of shares granted and the fair value of our Common Stock on the grant date, which is the closing price per share of our Common Stock reported on the New York Stock Exchange on that date, less the consideration paid by the recipient for the award. Under our Stock Incentive Plan, restricted stock award recipients pay us the par value for the stock, which is \$0.01 per share.

Amounts represent payments under our 2011 Long-Term Incentive Plan and 2010 Management Incentive Plan. For each executive officer in 2011 and 2012, the amount represents non-equity incentive plan compensation awarded (2) as stock under our Stock Incentive Plan in February 2012 and March 2013, respectively, based on the closing price per share of our Common Stock reported on the New York Stock Exchange on February 16, 2012 (\$9.00) and March 6, 2013 (\$9.25), respectively.

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(3) Amounts represent the value of perquisites and other personal benefits which are further detailed below.

| Name | Year | XO Group Leased Automobile (\$) | XO Group Matched 401(k) Contribution (\$) | Group Life Insurance (\$) | Other (\$) ⁽¹⁾ | Total (\$) |
|-----------------|------|--|---|---------------------------------|------------------------------|---------------|
| David Liu | 2012 | 13,653 | 3,950 | 654 | | 18,257 |
| | 2011 | 8,700 | 4,125 | 654 | | 13,479 |
| | 2010 | 8,700 | 4,125 | 654 | | 13,479 |
| John Mueller | 2012 | | 3,411 | 654 | | 7,784 |
| | 2011 | | 3,325 | 654 | | 7,509 |
| | 2010 | | 3,313 | 654 | | 8,647 |
| Carley Roney | 2012 | | 2,776 | 654 | 23,148 | 26,578 |
| | 2011 | | 2,681 | 654 | 29,090 | 32,425 |
| | 2010 | | 2,688 | 654 | 33,804 | 37,146 |
| Carol Koh Evans | 2012 | | | 654 | | 654 |
| | 2011 | | | 654 | | 654 |
| | 2010 | | | 654 | | 654 |
| Nic Di Iorio | 2012 | | 2,187 | | | 6,560 |
| | 2011 | | 3,322 | 654 | | 7,506 |
| | 2010 | | 3,323 | 654 | | 8,657 |

(1) Amount for Ms. Roney represents payments under the Name and Likeness Licensing Agreement by and between XO Group Inc. and Ms. Roney, effective as of January 1, 2009, as amended.

Grants of Plan-Based Awards in 2012

The following table sets forth information concerning awards under our equity and non-equity incentive plans granted to each of the Named Executive Officers in 2012, including performance-based awards.

Amounts represent the threshold, target and maximum awards that could be earned by the executive officer under our 2011 Long-Term Incentive Plan. Awards are based on a combination of our performance as measured by revenue and EBITDA. Actual incentives earned with respect to 2012 performance are shown in the Summary Compensation Table in the Non-Equity Incentive Plan Compensation column and were paid in shares of Company stock on March 6, 2013, based on the Company's closing price of \$9.25 per share on the New York Stock Exchange on such date.

Outstanding Equity Awards at December 31, 2012

The following table sets forth information concerning outstanding equity awards for each of the Named Executive Officers at December 31, 2012.

- (1) For each option shown, the expiration date is the 10th anniversary of the date the option was granted.
- (2) Calculated by multiplying the number of restricted shares of Common Stock by the closing price per share of our Common Stock reported on the New York Stock Exchange on December 31, 2012 (\$9.30).
- (3) The number includes shares that relate to a February 2009 award of 43,700 shares, the first 25% of which vested on the first anniversary of the award date and the remaining 75% of which began to vest thereafter in three equal annual installments on each subsequent anniversary.
- (4) The number includes shares that relate to a February 2011 award of 30,000 shares, the first 25% of which vested on the first anniversary of the award date and the remaining 75% of which began to vest thereafter in three equal annual installments on each subsequent anniversary.
- (5) The number includes shares that relate to a February 2012 award of 30,752 shares, which will vest on the second anniversary of the award date.
- (6) The number includes shares that relate to a February 2011 award of 40,000 shares, the first 25% of which vested on the first anniversary of the award date and the remaining 75% of which began to vest thereafter in three equal annual installments on each subsequent anniversary.
- (7) The number includes shares that relate to a February 2012 award of 24,734 shares, which will vest on the second anniversary of the award date.
- (8) The number includes shares that relate to a February 2012 award of 21,200 shares, which will vest on the second anniversary of the award date.
- (9) The number includes shares that relate to a February 2011 award of 55,000 shares, the first 25% of which vested on the first anniversary of the award date and the remaining 75% of which began to vest thereafter in three equal annual installments on each subsequent anniversary.

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Option Exercises and Stock Vested in 2012

The following table sets forth information concerning the number of shares acquired and the value realized by the Named Executive Officers as a result of restricted stock vesting in 2012. No Named Executive Officer exercised a stock option in 2012.

| Name | Option Awards | | Stock Awards | |
|-----------------|---|---------------------------------|--|---|
| | Number of Shares Acquired on Exercise (#) | Value Realized on Exercise (\$) | Number of Shares Acquired on Vesting (#) | Value Realized on Vesting (\$) ⁽¹⁾ |
| David Liu | | | 18,425 | 169,942 |
| John Mueller | | | 30,300 | 276,131 |
| Carley Roney | | | 30,925 | 277,442 |
| Carol Koh Evans | | | 26,134 | 240,825 |
| Nic Di Iorio | | | 27,175 | 251,567 |

(1) Value realized on vesting is based on the market value of our Common Stock on the date of vesting (closing price), multiplied by the number of restricted shares.

Potential Payments upon Termination or Change-in-Control

As described above under the heading Compensation Discussion and Analysis, upon voluntary termination, termination for cause, death or disability, each of our Named Executive Officers would receive benefits available generally to all our employees. The tables below describe and quantify additional compensation that would have become payable to the Named Executive Officers in connection with an involuntary termination of their employment or a change in control of XO Group on December 31, 2012. Where applicable, the amounts payable assume a \$9.30 fair value of our Common Stock (the closing price of our Common Stock on December 31, 2012).

Involuntary Termination

| Name | Salary-Based Payments (\$) | XO Group Leased Automobile (\$) ⁽⁴⁾ | Health, Group Life Insurance and Related Benefits (\$) | Total (\$) |
|--------------------------------|----------------------------|--|--|------------|
| David Liu ⁽¹⁾ | 800,000 | 27,306 | 18,267 | 845,573 |
| John Mueller ⁽²⁾ | 350,000 | | 4,220 | 354,220 |
| Carley Roney ⁽¹⁾⁽³⁾ | 650,000 | | 1,308 | 651,308 |
| Carol Koh Evans ⁽²⁾ | 350,000 | | 9,142 | 359,142 |
| Nic Di Iorio ⁽²⁾ | 350,000 | | 9,134 | 359,134 |

- (1) Severance consists of payment of base salary, at the rate in effect at the time of termination, for two years following termination and receipt of all benefits (other than vesting of equity awards) during such period.
Severance consists of an amount equal to one year of base salary in the amount in effect at the time of termination
- (2) payable in a lump sum at termination and receipt of all benefits (other than vesting of equity awards) during the one year period following termination.
- (3) Payments under Name and Likeness Licensing Agreement will terminate unless the parties enter into a written agreement.
- (4) Estimate based on the payments made by XO Group for 2012.

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Change-In-Control

| Name | Accelerated Vesting ⁽¹⁾ | | Total (\$) |
|-----------------|------------------------------------|--|---------------|
| | Stock Options (\$) | Restricted Stock (\$) ⁽²⁾ | |
| David Liu | 0 | 285,994 | 285,994 |
| John Mueller | 0 | 230,026 | 230,026 |
| Carley Roney | 0 | 197,160 | 197,160 |
| Carol Koh Evans | 0 | 230,026 | 230,026 |
| Nic Di Iorio | 0 | 230,026 | 230,026 |

(1) As described above under the heading Compensation Discussion and Analysis, certain unvested restricted stock would be subject to accelerated vesting in connection with a change in control.

(2) Amounts represent the fair market value of our Common Stock on December 31, 2012 multiplied by the number of restricted shares subject to accelerated vesting.

Compensation of Directors in 2012

Our policies effective in 2012 for cash and equity compensation to our non-employee directors were as follows:

Annual Service. Each non-employee director will receive a grant of 7,500 restricted shares of Common Stock upon initial appointment to the Board, which vest in three equal annual installments upon the director's completion of each year of Board service over the three-year period measured from the grant date. In addition, on the date of each Annual Meeting of Stockholders, each non-employee director who is to continue to serve as a non-employee Board member will receive a grant of 2,500 restricted shares of Common Stock, which vest upon the director's completion of one year of Board service measured from the grant date.

Annual Fee. Each non-employee director is paid an annual fee of \$25,000 in quarterly installments.

Committee Chairpersons. In addition to the fee set forth above, the Chairperson of the Audit Committee is paid an annual fee of \$10,000, and the Chairperson of each of the Compensation Committee and Nominating and Corporate Governance Committee is paid an annual fee of \$5,000, as compensation for the additional responsibilities and duties of the position.

We also reimburse our directors for travel and other out-of-pocket costs incurred in connection with their attendance at meetings of the Board.

The following table sets forth information concerning the compensation for our non-employee directors in 2012.

| Name | Fees Earned or Paid in Cash (\$) | Stock Awards (\$) ⁽¹⁾ | Option Awards (\$) | Non-Equity Incentive Plan Compensation (\$) | Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$) | All Other Compensation (\$) | Total (\$) |
|----------------------------------|--|--|--------------------------|---|--|-----------------------------------|---------------|
| Charles Baker | 40,000 | 22,050 | | | | | 62,050 |
| Ira Carlin | 30,000 | 22,050 | | | | | 52,050 |
| Eileen Naughton | 25,000 | 22,050 | | | | | 47,050 |
| Peter Sachse | 25,000 | 22,050 | | | | | 47,050 |
| Elizabeth Schimel ⁽²⁾ | 10,417 | 63,075 | | | | | 73,492 |

Amounts represent the aggregate grant date fair value of service-based restricted stock awards computed in accordance with ASC Topic 718, and in accordance with SEC rules. On June 13, 2012, Mr. Baker, Mr. Carlin, Ms. Naughton and Mr. Sachse were each granted 2,500 restricted shares of Common Stock with a grant date value of \$22,050. These restricted shares will vest on June 13, 2013. On August 8, 2012, Ms. Schimel was granted 7,500 (1) restricted shares of Common Stock with a grant date value of \$63,075. These restricted shares will vest in three equal annual installments upon Ms. Schimel's completion of each year of Board service over the three-year period measured from the grant date. At December 31, 2012, the number of unvested restricted shares of Common Stock outstanding was: Mr. Baker, 2,500; Mr. Carlin, 2,500; Ms. Naughton, 2,500; Mr. Sachse, 2,500; and Ms. Schimel, 7,500.

(2) Ms. Schimel was appointed to the Board in August 2012.

Compensation Committee Interlocks and Insider Participation

The members of our Compensation Committee during the year ended December 31, 2012 were Mr. Carlin and Ms. Naughton.

During 2012:

none of the members of the Compensation Committee was an officer (or former officer) or employee of XO Group or any of its subsidiaries;

none of the members of the Compensation Committee had a direct or indirect material interest in any transaction in which XO Group was a participant and the amount involved exceeded \$120,000;

none of our executive officers served on the compensation committee (or another board committee with similar functions or, if none, the entire board of directors) of another entity where one of that entity's executive officers served on our Compensation Committee;

none of our executive officers was a director of another entity where one of that entity's executive officers served on our Compensation Committee; and

none of our executive officers served on the compensation committee (or another board committee with similar functions or, if none, the entire board of directors) of another entity where one of that entity's executive officers served as a director on our Board of Directors.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

General

On an ongoing basis, the Audit Committee is required by its charter to review all related party transactions (those transactions that are required to be disclosed in this Proxy Statement by SEC Regulation S-K, Item 404 and under NYSE rules), if any, for potential conflicts of interest, and all such transactions must be approved by the Audit Committee. Set forth below is summary information concerning the relationships and transactions that were reviewed and approved by the Audit Committee on February 25, 2013. The policies and procedures with respect to such review are not in writing other than the requirement for such review pursuant to the Audit Committee charter. As stated in the charter, the Audit Committee believes that its policies and procedures with respect to such review should remain flexible in order to best react to changing conditions and circumstances.

Macy's, Inc.

Peter Sachse served as one of our directors from October 2006 through April 2007, and as an observer on our Board of Directors from April 2007 to February 2010. In February 2010, Mr. Sachse was again appointed as a director and currently serves in that role. Mr. Sachse has been employed by Macy's since June 2003, and currently serves as Chief Stores Officer of Macy's, Inc.

For the year ended December 31, 2012, our consolidated revenues from Macy's were approximately \$4.95 million. Approximately \$3.07 million was derived from online advertising and \$1.88 million from registry commissions.

Google Inc.

Eileen Naughton has served as one of our directors since October 2006. Ms. Naughton has been employed by Google since September 2006, and currently serves as Google's Vice President, Global Accounts & Agencies.

For the year ended December 31, 2012, our consolidated revenues from Google were approximately \$145,000. We also recorded expenses of approximately \$182,000.

In December 2008, we entered into a content hosting services agreement with Google related to distribution of certain of our video content through its YouTube service. We are entitled to a percentage of advertising revenue received by YouTube sold against our content, and Google is entitled to a percentage of advertising revenue received by us embedded in our content.

In May 2012, we entered into a publishing agreement with Google related to the distribution of publications in digital format through its Google Play service. We are entitled to a percentage of revenue received by Google from the sale of such publications.

We have also entered into various content license agreements with Google whereby we are permitted to use and display certain Google content, such as Google Maps, on our websites, and make available certain Google products and services to our website users. There are no payments made by us and Google to each other in connection with these agreements.

Indemnification of our Officers and Directors

Our Certificate of Incorporation eliminates, subject to certain exceptions, directors' personal liability to us or our stockholders for monetary damages for breaches of fiduciary duties. The Certificate of Incorporation does not, however, eliminate or limit the personal liability of a director for (1) any breach of the director's duty of loyalty to us or our stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) unlawful payments of dividends or unlawful stock repurchases or redemptions as provided in Section 174 of the Delaware General Corporation Law or (4) for any transaction from which the director derived an improper personal benefit.

Our Bylaws provide that we shall indemnify our directors and executive officers to the fullest extent permitted under the Delaware General Corporation Law, and may indemnify our other officers, employees and other agents as set forth in the Delaware General Corporation Law. In addition, we have entered into indemnification agreements with our directors and officers. The indemnification agreements contain provisions that require us, among other things, to indemnify our directors and executive officers against certain liabilities (other than liabilities arising from intentional or knowing and culpable violations of law) that may arise by reason of their status or service as our directors or executive officers or other entities to which they provide service at our request and to advance expenses they may incur as a result of any proceeding against them as to which they could be indemnified. We believe that these provisions and agreements are necessary to attract and retain qualified directors and officers. We have obtained an insurance policy covering our directors and officers for claims that such directors and officers may otherwise be required to pay or for which we are required to indemnify them, subject to certain exclusions.

PROPOSAL TWO RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors has reappointed the firm of Ernst & Young LLP, the independent registered public accounting firm for XO Group during the year ended December 31, 2012, to serve in the same capacity for the year ending December 31, 2013, and is asking the stockholders to ratify this appointment. Representatives of the firm of Ernst & Young are expected to be present at the Annual Meeting and will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

The appointment of independent auditors is made annually by the Audit Committee and subsequently submitted to the stockholders for ratification. Before making its appointment of Ernst & Young, the Audit Committee carefully considered that firm's qualifications as the independent registered public accounting firm for XO Group. This included a review of its performance in prior years, as well as its reputation for integrity and competence in the fields of accounting and auditing. The Committee has expressed its satisfaction with Ernst & Young in all of these respects.

Fees

Audit Fees

The aggregate fees billed by Ernst & Young for professional services rendered for the audit of our annual financial statements, the reviews of the financial statements included in our quarterly reports on Form 10-Q and for other attest services, primarily consents related to SEC registration statements, were \$1,215,160 and \$1,181,500 for 2012 and 2011, respectively.

Audit-Related Fees

No audit-related services were rendered during 2012 or 2011.

Tax Fees

The aggregate fees billed by Ernst & Young for tax compliance, tax consulting and tax planning services were \$314,920 and \$227,120 for 2012 and 2011, respectively.

All Other Fees

The aggregate fees billed by Ernst & Young for other services, consisting of the Ernst & Young online accounting reference tool, were \$1,850 and \$3,500 for 2012 and 2011, respectively. No other services were rendered by Ernst & Young during 2011 and 2010 other than those described above.

Pre-Approval Policies and Procedures

The Audit Committee pre-approves all audit and permissible non-audit services and has considered whether the provision of the services covered by the categories "Tax Fees" and "All Other Fees" are compatible with maintaining the

independence of Ernst & Young. The Audit Committee has authorized each of its members to pre-approve audit, audit-related, tax and non-audit services, provided that such approved service is reviewed with the full Audit Committee at its next meeting.

As early as practicable in each year, Ernst & Young provides to the Audit Committee a schedule of the audit and other services that they expect to provide or may provide during the year. The schedule will be specific as to the nature of the proposed services, the proposed fees, and other details that the Audit Committee may request. The Audit Committee will by resolution authorize or decline the proposed services. Upon approval, this schedule will serve as the budget for fees by specific activity or service for the year.

A schedule of additional services proposed to be provided by Ernst & Young or proposed revisions to services already approved, along with associated proposed fees, may be presented to the Audit Committee for their consideration and approval at any time. The schedule will be specific as to the nature of the proposed service, the proposed fee, and other details that the Audit Committee may request. The Audit Committee will by resolution authorize or decline authorization for each proposed new service.

Vote Required

The affirmative vote of a majority of the shares of Common Stock present and entitled to vote at the Annual Meeting will be required to ratify the selection of Ernst & Young. In the event the stockholders fail to ratify the appointment, the Audit Committee will reconsider its selection. Even if the selection is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent accounting firm at any time during the year if the Audit Committee believes that such a change would be in our and our stockholders' best interests.

Recommendation of the Board of Directors

The Board of Directors recommends a vote FOR the ratification of the selection of Ernst & Young LLP to serve as XO Group's independent registered public accounting firm for the year ending December 31, 2013.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The charter of the Audit Committee of the Board of Directors specifies that the purpose of the Committee is to assist the Board of Directors in its oversight of:

the integrity of XO Group's financial statements;
the adequacy of XO Group's system of internal accounting and financial controls;
the appointment, engagement and performance of the independent registered public accounting firm and the evaluation of the independent auditors' qualifications and independence; and
XO Group's compliance with legal and regulatory requirements.

In discharging its responsibilities, the Committee is not itself responsible for the planning or the performance of audits, or for any determination that XO Group's financial statements are complete and accurate, or in accordance with generally accepted accounting principles. Management is responsible for the preparation, presentation, and integrity of XO Group's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by XO Group. XO Group's independent registered public accounting firm, Ernst & Young LLP, is responsible for auditing XO Group's financial statements and for reviewing XO Group's unaudited interim financial statements.

The members of our Audit Committee during the year ended December 31, 2012 were Mr. Baker, Ira Carlin (through August 6, 2012), Ms. Naughton and Ms. Schimel (from August 6, 2012).

The Committee met seven times in 2012. The Committee's meetings included separate discussions with management and Ernst & Young.

As part of its oversight of XO Group's financial statements, the Committee reviewed and discussed with both management and Ernst & Young all annual financial statements and quarterly operating results before their issuance.

Management represented to the Committee that each set of financial statements reviewed had been prepared in accordance with generally accepted accounting principles. The Committee discussed with Ernst & Young the matters required to be discussed by the statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU section 380) as adopted by the Public Company Accounting Oversight Board (PCAOB) in Rule 3200T, including the quality of XO Group's accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements. The Committee also discussed with Ernst & Young the critical accounting policies and practices used in the preparation of XO Group's annual consolidated financial statements and whether there were any audit problems.

The Committee discussed with Ernst & Young that firm's independence from XO Group and management. The Committee obtained and reviewed the written disclosures and letter pursuant to Rule 3526 of the PCAOB and provided to the Committee by Ernst & Young. The Committee also discussed with Ernst & Young:

the firm's internal quality control procedures;
any material issues raised by the most recent internal quality control review (or peer review) of the firm; and
all relationships between the firm and XO Group.

The Committee reviewed and pre-approved the fees for services rendered by Ernst & Young for 2012 and considered whether the provision of non-audit services by Ernst & Young in 2012 was compatible with maintaining the auditors' independence.

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In reliance on the reviews and discussions referred to above, the Committee recommended to the Board of Directors, and the Board has approved, that the audited consolidated financial statements be included in XO Group's Annual Report on Form 10-K for the year ended December 31, 2012 for filing with the SEC.

The Committee has appointed Ernst & Young as XO Group's independent registered public accounting firm for the year ending December 31, 2013.

Submitted by the Audit Committee of the Board of Directors of XO Group Inc.:

Charles Baker (Chair)
Eileen Naughton
Elizabeth Schimel

PROPOSAL THREE ADVISORY APPROVAL ON EXECUTIVE COMPENSATION

At the 2011 annual meeting, a majority of our stockholders recommended that an advisory resolution with respect to the Company's executive compensation program be presented to the Company's stockholders every year. This advisory recommendation is frequently referred to as "say-on-pay." The Board adopted the stockholders' recommendation for the frequency of the "say-on-pay" vote, and accordingly, we are providing our stockholders with the opportunity to give an advisory approval of the fiscal 2012 compensation of our named executive officers as disclosed in this proxy statement, including the Compensation Discussion and Analysis, the compensation tables and other narrative executive compensation disclosures.

As more fully described in this proxy statement under the heading "Executive and Director Compensation," the compensation of our named executive officers is based on a design that ties a substantial percentage of an executive's compensation to the attainment of financial and other performance measures that, the Board of Directors believes, promote the creation of long-term stockholder value and position the Company for long-term success. Named executive officers are compensated with a combination of cash payments and equity awards designed to reward recent results and motivate long-term performance.

We believe the mix of cash and equity compensation, the terms of the 2011 Long-Term Incentive Plan, the terms of long-term incentive awards, and the terms of our executives' employment agreements are all designed to enable the Company to attract and maintain top talent while, at the same time, creating a close relationship between performance and compensation. The Compensation Committee and the Board of Directors believe that the design of the program, and hence the compensation awarded to our named executive officers under the current program, fulfills these objectives.

This Proposal 3 allows our stockholders to give an advisory approval of the decisions of the Compensation Committee on the compensation and benefits provided to our named executive officers as reflected in this proxy statement. Your advisory approval will serve as an additional tool to guide the Board of Directors and the Compensation Committee in continuing to improve the alignment of the Company's executive compensation programs with the interests of the Company and its stockholders, and is consistent with our commitment to high standards of corporate governance.

Based on the above, we request that you indicate that you approve of our executive compensation philosophy and practices, by voting in favor of the following resolution:

RESOLVED, that the stockholders approve the compensation of the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission (which disclosure shall include the Compensation Discussion and Analysis, the compensation tables, and any related material).

Stockholders are urged to read the Compensation Discussion and Analysis section of this proxy statement, which discusses in detail how our compensation policies and procedures implement our compensation philosophy.

Vote on this Proposal

Although the vote is non-binding, the Board of Directors and the Compensation Committee will review the voting results in connection with their ongoing evaluation of the Company's compensation program. Broker non-votes (as described in the section entitled "Voting" of this Proxy Statement) are not entitled to vote on this proposal and will not be counted in evaluating the results of the vote.

Recommendation of the Board of Directors

The Board of Directors recommends a vote FOR advisory approval of the resolution set forth above.

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OWNERSHIP OF SECURITIES

The following table sets forth information with respect to the beneficial ownership of our outstanding Common Stock as of April 4, 2013, by:

each person or group of affiliated persons whom we know to beneficially own more than five percent of our Common Stock;

each of our Named Executive Officers, who are the executive officers named in the Summary Compensation Table of this Proxy Statement;

each of our directors and director nominees; and

all of our directors and executive officers as a group.

The following table gives effect to the shares of Common Stock issuable within 60 days of April 4, 2013 upon the exercise of all options and other rights beneficially owned by the indicated stockholders on that date. Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and investment power with respect to shares. Percentage of beneficial ownership is based on 26,775,056 shares of Common Stock outstanding at April 4, 2013 (excluding shares held in treasury). Unless otherwise indicated, the persons named in the table directly own the shares and have sole voting and sole investment power with respect to all shares beneficially owned. All shares of restricted Common Stock may be voted by a holder, whether or not vested.

| Name and Address | Number of Shares Beneficially Owned | Percentage of Common Stock Outstanding |
|---|-------------------------------------|--|
| 5% Stockholders | | |
| Wallace R. Weitz & Co. ⁽¹⁾ | 2,778,858 | 10.4 % |
| BlackRock, Inc. ⁽²⁾ | 2,188,421 | 8.2 % |
| The Vanguard Group, Inc. ⁽³⁾ | 1,638,490 | 6.1 % |
| Named Executive Officers and Directors | | |
| David Liu ⁽⁴⁾ | 948,766 | 3.5 % |
| John Mueller ⁽⁵⁾ | 113,193 | * |
| Carley Roney ⁽⁶⁾ | 670,072 | 2.5 % |
| Carol Koh Evans ⁽⁷⁾ | 162,989 | * |
| Nic Di Iorio ⁽⁸⁾ | 173,694 | * |
| Charles Baker | 25,000 | * |
| Ira Carlin | 10,000 | * |
| Eileen Naughton | 22,500 | * |
| Peter Sachse | 5,000 | * |
| Elizabeth Schimel | 7,500 | * |
| All Directors and Executive Officers as a group (13 persons) ⁽⁹⁾ | 2,381,940 | 8.8 % |

*

Less than 1%.

Based solely on our review of a Schedule 13G/A filed with the SEC on January 9, 2013 by Wallace R. Weitz & Company. The Schedule 13G/A states that Wallace R. Weitz & Company has the sole power to vote and dispose of 2,778,858 shares and Wallace R. Weitz, as president and primary owner, has shared power to vote and dispose of these shares. All of the shares reported in the Schedule 13G/A are owned of record by investment advisory clients of Wallace R. Weitz & Company. The address of each filing person is 1125 South 103rd Street, Suite 200, Omaha, Nebraska 68124.

Based solely on our review of a Schedule 13G/A filed with the SEC on February 1, 2013 by BlackRock, Inc. The (2) Schedule 13G/A states that BlackRock, Inc. has the sole power to vote and dispose of 2,188,421 shares. The address of BlackRock, Inc. is 40 East 52nd Street, New York, NY 10022.

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- Based solely on our review of a Schedule 13G/A filed with the SEC on February 11, 2013 by The Vanguard Group, Inc. The Schedule 13G/A states that The Vanguard Group, Inc. has the shared power to dispose of 33,239 shares, the sole power to vote 33,239 shares and the sole power to dispose of 1,605,251 shares. The address of Vanguard is 100 Vanguard Boulevard, Malvern, Pennsylvania 19355.
- (3) Includes 96,952 shares of restricted Common Stock that are subject to repurchase rights by us, for \$0.01 per share, that do not lapse within 60 days. Includes 177,831 shares of Common Stock issuable upon the exercise of presently exercisable options. Includes 80,053 shares that are owned of record by GRATs over which Mr. Liu has indirect beneficial ownership.
- (4) Includes 93,059 shares of restricted Common Stock that are subject to repurchase rights by us, for \$0.01 per share, that do not lapse within 60 days.
- (5) Includes 83,930 shares of restricted Common Stock that are subject to repurchase rights by us, for \$0.01 per share, that do not lapse within 60 days. Includes 6,817 shares of Common Stock issuable upon the exercise of presently exercisable options. Includes 78,814 shares that are owned of record by GRATs over which Ms. Roney has indirect beneficial ownership.
- (6) Includes 93,059 shares of restricted Common Stock that are subject to repurchase rights by us, for \$0.01 per share, that do not lapse within 60 days.
- (7) Includes 100,559 shares of restricted Common Stock that are subject to repurchase rights by us, for \$0.01 per share, that do not lapse within 60 days.
- (8) Includes 685,666 shares of restricted Common Stock that are subject to repurchase rights by us, for \$0.01 per share, that do not lapse within 60 days. Also includes 184,648 shares of Common Stock issuable upon the exercise of options that are presently exercisable or exercisable within 60 days.
- (9)

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our officers and directors, and persons who own more than 10% of a registered class of our equity securities, to file reports of ownership and changes in ownership with the SEC. Officers, directors and greater than 10% stockholders are required by SEC regulations to furnish us with copies of all reports they file pursuant to Section 16(a).

Based solely on a review of (1) the copies of such reports furnished to us and (2) the written representations received from one or more of such reporting persons or entities that no annual Form 5 reports were required to be filed by them for 2012, we believe that, during 2012, all Section 16(a) filing requirements applicable to our officers, directors and greater than 10% stockholders were satisfied in a timely manner.

DEADLINE FOR RECEIPT OF STOCKHOLDER PROPOSALS

Stockholder proposals that are intended to be presented at our Annual Meeting of Stockholders to be held in 2014 must be received by us no later than December 13, 2013, if such proposals are to be included in the proxy statement and related proxy materials relating to that meeting pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended. In addition, under our Bylaws, any proposal for consideration at our Annual Meeting of Stockholders to be held in 2014 submitted by a stockholder other than pursuant to Rule 14a-8 will be considered timely if it is received by XO Group's Secretary at our principal executive offices between the close of business on January 29, 2014 and the close of business on February 28, 2014, and is otherwise in compliance with the requirements set forth in our Bylaws, which can be accessed in the Investor Relations Corporate Governance section of our corporate website at www.xogroupinc.com.

ANNUAL REPORT

We filed an Annual Report on Form 10-K for the year ended December 31, 2012 with the Securities and Exchange Commission on March 18, 2013. Stockholders may obtain a copy of this report, without charge, upon written request, by writing to Investor Relations at our executive offices, which are located at 195 Broadway, 25th Floor, New York, New York 10007. The report is also available through our corporate website at www.xogroupinc.com.

A copy of our Annual Report for the year ended December 31, 2012 is being mailed concurrently with this Proxy Statement to all stockholders entitled to notice of and to vote at the Annual Meeting. The Annual Report is not incorporated into this Proxy Statement and is not considered proxy solicitation material.

In order to reduce printing and postage costs, only one Annual Report or Proxy Statement, as applicable, will be mailed to multiple stockholders sharing an address unless we receive contrary instructions from one or more of the stockholders sharing an address. This practice is commonly referred to as householding. If your household has received only one Annual Report and one Proxy Statement, we will deliver promptly a separate copy of the Annual Report and the Proxy Statement to any stockholder who sends a written request to Investor Relations at our executive offices, which are located at 195 Broadway, 25th Floor, New York, New York 10007, or calls (212) 219-8555 and requests such a delivery. If your household is receiving multiple copies of our annual reports or proxy statements and you wish to request delivery of a single copy, you may send a written request to Investor Relations at our executive

offices, which are located at 195 Broadway, 25th Floor, New York, New York 10007, or call (212) 219-8555 with such a request.

INCORPORATION BY REFERENCE

Notwithstanding anything to the contrary set forth in any of our previous or future filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that might incorporate by reference this Proxy Statement or future filings made by us under those statutes, the Compensation Committee Report, the Audit Committee Report, references to the Audit Committee Charter and references to the independence of the Audit Committee members are not deemed filed with the Securities and Exchange Commission, are not deemed soliciting material and shall not be deemed incorporated by reference into any of those prior filings or into any future filings made by us under those statutes, except to the extent that we specifically incorporate such information by reference into a previous or future filing, or specifically request that such information be treated as soliciting material, in each case under those statutes. Our website address provided in this Proxy Statement is not intended to function as a hyperlink, and the information on our website is not and should not be considered part of this Proxy Statement and is not incorporated by reference herein.

OTHER MATTERS

The Board knows of no other business that will be presented for consideration at the Annual Meeting. If other matters are properly brought before the Annual Meeting, however, it is the intention of the persons named in the accompanying Proxy to vote the shares represented thereby on such matters in accordance with their best judgment. Discretionary authority with respect to such other matters is granted by the execution of the accompanying Proxy.

YOUR VOTE IS IMPORTANT. OUR BOARD OF DIRECTORS URGES YOU TO VOTE VIA INTERNET; TELEPHONE; BY MARKING, DATING, SIGNING AND RETURNING A PROXY CARD IF YOU RECEIVE YOUR PROXY MATERIALS BY U.S. MAIL; OR BY ATTENDING OUR ANNUAL MEETING IN PERSON ON MAY 29, 2013.

