

MARVELL TECHNOLOGY GROUP LTD  
Form 8-K  
October 11, 2002

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

October 11, 2002 (October 11, 2002)  
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

MARVELL TECHNOLOGY GROUP LTD.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

BERMUDA  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

0-30877  
(COMMISSION FILE  
NUMBER)

77-0481679  
(I.R.S. EMPLOYER IDENTIFICATION  
NO.)

4TH FLOOR  
WINDSOR PLACE  
22 QUEEN STREET  
P.O. BOX HM 1179  
HAMILTON HM EX  
BERMUDA  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (441) 296-6395

N/A  
(FORMER NAME AND FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

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INFORMATION TO BE INCLUDED IN THE REPORT

ITEM 5. OTHER EVENTS.

On October 11, 2002, the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and which is incorporated by reference herein.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

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Exhibit -----	Description -----
99.1	Press Release dated October 11, 2002

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 11, 2002

MARVELL TECHNOLOGY GROUP LTD.

By: /s/ George A. Hervey

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Name: George A. Hervey  
Its: Vice President of Finance and  
Chief Financial Officer

EXHIBIT INDEX

Exhibit No. -----	Document -----
Exhibit 99.1	Press Release issued October 11, 2002.

ceived an additional \$2,500 annual cash retainer for his partial year of service on the Audit Committee. Directors do not receive additional cash or equity compensation for service on any other committees of the board of directors. Mr. Campbell receives an annual cash retainer of \$100,000 pursuant to the terms of the Separation and General Release Agreement, dated December 20, 2011, between Mr. Campbell and the Company.

(2) On January 11, 2012, pursuant to the terms of the Separation and General Release Agreement, dated December 20, 2011, between Mr. Campbell and the Company, Mr. Campbell received a grant of 16,260 restricted shares of Class A Common Stock having at the time of the grant a fair market value of approximately \$200,000. On that same date, each of our other non-employee directors received a grant of 8,130 restricted shares of Class A common stock having, at the time of the grant, a fair market value of approximately \$100,000, based on the closing market price of the Company's Class A common stock of \$12.30 per share on such date. These amounts represent the portion of the fair value of the restricted shares during fiscal 2012 (disregarding estimated forfeitures for service based vesting conditions) for financial statement reporting purposes in accordance with FASB ASC Topic 718, and do not represent cash payments made to the individuals or amounts realized, or amounts that may be realized.

(3) Represents dividends paid on the shares of restricted stock held by our non-employee directors during fiscal 2012.

**BENEFICIAL OWNERSHIP OF VOTING SECURITIES**

The following table shows information with respect to beneficial ownership of our Common Stock, as of March 13, 2013, for:

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each of our directors and our named executive officers listed in the Summary Compensation Table provided below, whom we refer to as our named executive officers;

all of our directors and executive officers as a group; and

each person known by us, based upon our review of documents filed by them with the SEC with respect to the ownership of our shares of Common Stock, to beneficially own five percent or more of either class of our Common Stock.

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We have calculated the percentage of beneficial ownership based on 132,112,388 shares of Class A common stock and 23,708,639 shares of Class B common stock outstanding as of the close of business on March 13, 2013.

Name of Beneficial Owner	Class A common stock		Class B common stock		Percentage of Voting Power(2)
	Amount and Nature of Beneficial Ownership(1)	Percent of Class	Amount and Nature of Beneficial Ownership(1)	Percent of Class	
<b>Directors</b>					
Thomas D. Bell, Jr.(3)	79,755	*			*
Charles E. Brymer(3)	48,132	*			*
Michael L. Campbell(4)	666,899	*			*
Stephen A. Kaplan(3)	123,388	*			*
David H. Keyte(3)(5)	57,512	*			*
Lee M. Thomas(3)	62,566	*			*
Jack Tyrrell(3)(6)	252,566	*			*
Nestor R. Weigand, Jr.(3)	67,210	*			*
Alex Yemenidjian(3)	52,710	*			*
<b>Named Executive Officers</b>					
Amy E. Miles(7)	560,588	*			*
Gregory W. Dunn(8)	116,697	*			*
Peter B. Brandow(9)	209,094	*			*
David H. Ownby(10)	142,672	*			*
<b>Group</b>					
All directors and executive officers as a group (13 persons)	2,439,789	1.8%			*
<b>Five Percent Stockholders</b>					
Anschutz Company(11)	73,708,639	47.3%	23,708,639	100%	77.8%

\* Represents less than 1%.

(1) Beneficial ownership is determined under the rules of the SEC and includes voting or investment power with respect to the securities. Unless indicated by footnote, the address for each listed director and executive officer is 7132 Regal Lane, Knoxville, Tennessee 37918. Except as indicated by footnote, the persons named in the table report having sole voting and investment power with respect to all shares of Class A common stock and Class B common stock shown as beneficially owned by them. Shares of Class A Common Stock that may be issuable upon the conversion of Class B Common Stock or performance shares within 60 days of March 13, 2013 are deemed outstanding for calculating the percentage of outstanding shares of the person holding such Class B Common Stock or performance shares, but are not deemed outstanding for calculating the percentage of any other person. Class B common stock may convert into Class A common stock on a one-for-one basis upon the election of the holder thereof.

(2) Each share of Class A common stock has one vote and each share of Class B common stock has ten votes on all matters to be voted on by stockholders. This column represents the combined voting power of the outstanding shares of Class A common stock and Class B common stock held by such beneficial owner (assuming exercise of currently exercisable options) and assumes that no currently outstanding shares of Class B common stock have been converted into Class A common stock.

(3) Includes 7,752 shares of restricted stock.

(4) Includes 72,638 shares of restricted stock.

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- (5) Represents direct ownership of 45,978 shares of Class A common stock and indirect ownership of 11,534 shares of Class A common stock. The indirect ownership of 11,534 shares of Class A common stock consists of 5,767 shares held by the Hemingway Irrevocable Trust and 5,767 shares held by the Katherine Elizabeth Keyte Trust.
- (6) Represents direct ownership of 7,752 shares of Class A common stock and indirect ownership of 244,814 shares of Class A common stock. The indirect ownership of 244,814 shares of Class A common stock consists of 8,130 shares held by the Jack Tyrrell Revocable Trust, 100,000 shares held by JRS Partners GP and 136,684 shares held by the Sandra F. Tyrrell Revocable Trust.
- (7) Includes 337,833 shares of restricted stock.
- (8) Includes 76,347 shares of restricted stock.
- (9) Includes 55,478 shares of restricted stock.
- (10) Includes 58,346 shares of restricted stock.
- (11) The 73,708,639 shares of Class A common stock represent: (i) 42,700,730 shares of Class A common stock owned directly by Anschutz Company, (ii) 5,839,416 shares of Class A common stock owned by Anschutz Family Investment Company ("AFIC"), (iii) 1,459,854 shares of Class A common stock owned by AFIC II, and (iv) 23,708,639 shares of Class A common stock issuable upon the conversion of a like number of shares of Class B common stock owned by Anschutz Company. Anschutz Company is the manager and one percent owner of both AFIC and AFIC II and may be deemed to beneficially own all shares held by AFIC and AFIC II. The address of Anschutz Company is 555 17th Street, Suite 2400, Denver, CO 80202. This information was derived from the Schedule 13G/A filed with the SEC by Anschutz Company on February 14, 2011.

**SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own more than 10% of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our Common Stock and other equity securities. Executive officers, directors and holders of greater than 10% of our Common Stock are required by regulations of the SEC to furnish us with copies of all Section 16(a) reports they file.

To our knowledge, based solely upon a review of the copies of such reports furnished to us and/or written representations that no other reports were required to be filed during fiscal 2012, all filing requirements under Section 16(a) applicable to our officers, directors and 10% stockholders were satisfied timely, except in one instance. In early 2013, we discovered that on February 23, 2011, Mr. Tyrrell gifted a total of 28,494 shares of Class A Common Stock to the Jack Tyrrell Revocable Trust in two transactions and inadvertently failed to disclose these transactions on a Form 5. On January 11, 2013, Mr. Tyrrell filed a Form 5 reporting this gift.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

**Related Person Transaction Policy**

Our board of directors has adopted a policy for the review, approval or ratification of transactions involving the Company and "related persons" as defined under the relevant SEC rules. The policy covers any related person transaction that meets the minimum threshold for disclosure in the proxy statement under the relevant SEC rules (generally, transactions involving amounts exceeding \$120,000 in which a related person has a direct or indirect material interest). Our policy is as follows:

Any proposed related person transaction must be reported to the Company's Chief Executive Officer, Chief Financial Officer or General Counsel, whom we refer to in this policy as



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authorized officers, and reviewed and approved by the Audit Committee, after full disclosure of the related person's interest in the transaction, prior to effectiveness or consummation of the transaction, whenever practicable.

If an authorized officer determines that advance approval of such transaction is not practicable under the circumstances, the Audit Committee shall review, after full disclosure of the related person's interest in the transaction, and, in its discretion, may ratify the transaction at the next Audit Committee meeting or at its next meeting following the date that such transaction comes to the attention of such authorized officer.

An authorized officer may present any such transaction arising in the time period between meetings of the Audit Committee to the Chair of the Audit Committee, who shall review and may approve such transaction, subject to ratification, after full disclosure of the related person's interest in the transaction, by the Audit Committee at the next Audit Committee meeting.

Transactions involving compensation of executive officers shall be reviewed and approved by the Compensation Committee, pursuant to the Compensation Committee charter.

In review of a related person transaction, the Audit Committee will review all relevant information available to it, and the Audit Committee may approve or ratify such transaction only if the Audit Committee determines that, under all of the circumstances, the transaction is in, or is not inconsistent with, the best interests of the Company.

The Audit Committee may, in its sole discretion, impose such conditions as it deems appropriate on the Company or the related person in connection with the approval of such transaction.

**Related Party Transactions**

During fiscal 2012, in connection with an agreement with an Anschutz affiliate, Regal received various forms of advertising in exchange for on-screen advertising provided in certain of its theatres. The value of such advertising was approximately \$0.1 million.

During fiscal 2012, Regal Cinemas incurred approximately \$0.1 million of expenses payable to Anschutz affiliates for certain advertising services. Also during fiscal 2012, Regal Cinemas received less than \$0.1 million from an Anschutz affiliate for rent and other expenses related to a theatre facility.

During fiscal 2012, the Company received approximately \$0.5 million from an Anschutz affiliate for management fees related to a theatre site in Los Angeles, California.

During fiscal 2012, Mr. Campbell's brothers, Charles Campbell and Rick Campbell, were employed by us as our Vice President of Security and Vice President of Information Technology, respectively. Charles Campbell's compensation in fiscal 2012 was approximately \$153,000. Rick Campbell's compensation for fiscal 2012 was approximately \$174,000.

The Audit Committee has reviewed and approved or ratified these transactions.

**Employment Agreements**

We have entered into employment agreements with each of our named executive officers. For the details of these agreements, see the discussion under the heading "Compensation Discussion and Analysis Elements of Compensation" below.

**Indemnification Agreements**

Regal Cinemas has entered into indemnification agreements with each of Ms. Miles and Messrs. Ownby, Dunn, Brandow and Campbell. The indemnification agreements provide that Regal Cinemas will indemnify each of those individuals against claims arising out of events or occurrences





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related to that individual's service as an agent of Regal Cinemas, except among other restrictions to the extent such claims arise from conduct that was knowingly fraudulent, a knowing violation of law or of any policy of Regal Cinemas, deliberately dishonest or in bad faith or constituted willful misconduct. Under the employment agreements with each of our named executive officers, the Company will indemnify each such executive against all liabilities, with respect to such executive's service as an officer, and as a director, to the extent applicable.

On March 3, 2006, the board of directors adopted a form of Director Indemnification Agreement to be used as a template for future indemnification agreements between the Company and its directors. Pursuant to the indemnification agreement, the Company will indemnify each director who becomes a party thereto against claims arising out of events or occurrences related to such individual's service on our board of directors; provided such individual acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company and our stockholders, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Under the indemnification agreements, we agree to maintain directors' and officers' liability insurance for our directors. As of the date of this report, the Company has entered into indemnification agreements with each of its directors.

**AUDIT COMMITTEE REPORT**

Our Audit Committee reviews our financial reporting process on behalf of our board of directors. In March 2004, our board of directors adopted a written charter for our Audit Committee, and has re-evaluated it in connection with the filing of our annual report on Form 10-K with the SEC. In fulfilling its responsibilities, the Audit Committee has reviewed and discussed the audited financial statements contained in the 2012 annual report on Form 10-K with our management and our independent registered public accounting firm, KPMG. Our management is responsible for the financial statements and the reporting process, including the system of internal controls. KPMG is responsible for expressing an opinion on the conformity of those audited financial statements with U.S. generally accepted accounting principles. KPMG is also responsible for expressing an opinion on the effectiveness of the Company's internal control over financial reporting.

The Audit Committee has discussed with KPMG the matters requiring discussion by Statement on Auditing Standards No. 61, Communication with Audit Committees (as amended), and all other matters required to be discussed with the auditors. In addition, the Audit Committee has received the written disclosures and the letter from KPMG required by Independence Standards Board No. 1 (Independence Discussions with Audit Committees), as modified or supplemented, and discussed with KPMG their independence from Regal and our management. The Audit Committee has received the written disclosures and the letter from KPMG required by applicable requirements of the Public Company Accounting Oversight Board regarding KPMG's communications with the Audit Committee concerning independence, and, with KPMG, has discussed KPMG's independence.

Based on the reviews and discussions to which we refer above, the Audit Committee recommended to our board of directors (and our board of directors has approved) that the audited financial statements be included in our annual report on Form 10-K for fiscal 2012, for filing with the SEC.

Respectfully submitted on March 22, 2013 by the members of the Audit Committee of the board of directors.

Alex Yemenidjian, Chairman  
Charles Brymer  
Jack Tyrrell

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In accordance with the rules and regulations of the SEC, the above report of the Audit Committee shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulations 14A or 14C of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or to the liabilities of Section 18 of the Exchange Act and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, notwithstanding any general incorporation by reference of this proxy statement into any other filed document.

**Independent Registered Public Accounting Firm**

KPMG served as our independent registered public accounting firm for fiscal 2012 and has been selected to serve as our independent registered public accounting firm for the current fiscal year, to which we refer as fiscal 2013. For the fiscal year ended December 29, 2011, to which we refer as fiscal 2011, and fiscal 2012, we incurred fees for services from KPMG as discussed below.

*Audit Fees.* The aggregate fees billed for professional services rendered by KPMG for the audit of our annual financial statements included in our annual report filed on Form 10-K and the review of the financial statements included in our quarterly reports filed on Form 10-Q were approximately \$980,000(1) for fiscal 2011 and \$1,000,000(2) for fiscal 2012. For fiscal 2011 and fiscal 2012, such fees included fees for KPMG's examination of the effectiveness of the Company's internal control over financial reporting.

*Audit Related Fees.* In fiscal 2011 and fiscal 2012, no fees were billed for professional services rendered by KPMG for assurances and related services reasonably related to the performance of the audit or review of our financial statements.

*Tax Fees.* The aggregate fees billed for professional services rendered by KPMG related to federal and state tax compliance, tax advice and tax planning were approximately \$8,600 for fiscal 2011 and \$15,300 for fiscal 2012. All of these services are permitted non-audit services.

*All Other Fees.* Fees for professional services rendered by KPMG related to continuing professional education and training were approximately \$3,900 in fiscal 2011. There were no such fees in fiscal 2012.

**Audit Committee Pre-Approval Policy**

The Audit Committee pre-approves all audit and permissible non-audit services provided by our independent registered public accounting firm on a case-by-case basis. These services may include audit services, audit related services, tax services and other services. Our Chief Financial Officer is responsible for presenting the Audit Committee with an overview of all proposed audit, audit related, tax or other non-audit services to be performed by our independent registered public accounting firm. The presentation must be in sufficient detail to define clearly the services to be performed. The Audit Committee does not delegate its responsibilities to pre-approve services performed by our independent registered public accounting firm to management or to an individual member of the Audit Committee.

**COMPENSATION DISCUSSION AND ANALYSIS**

**Goals and Objectives of Our Executive Compensation Program**

The primary goals of the Compensation Committee with respect to executive compensation are to create value for our stockholders in both the short and long term through growth in our earnings and profits and to motivate and reward our executive officers, including our current named executive

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(1) Includes comfort letter and consent fees of \$20,000 for fiscal 2011.

(2)

Includes consent fees of \$15,000 for fiscal 2012.

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officers, Ms. Miles and Messrs. Ownby, Dunn and Brandow. To achieve these goals, we maintain compensation plans that tie a substantial portion of our executives' overall compensation to key short-term and long-term strategic, operational and financial goals which, in fiscal 2012, were the achievement of budgeted levels of revenue, earnings before interest, taxes, depreciation and amortization ("EBITDA"), earnings before interest, taxes, depreciation, amortization and rent ("EBITDAR") margin and other non-financial goals that the Compensation Committee and board of directors deem important. We implement this philosophy by focusing on the following three key objectives:

to attract, retain and motivate talented executives;

to tie annual and long-term compensation incentives to achievement of specified performance objectives; and

to create long-term value by aligning the interests of our executives with our stockholders.

To achieve these objectives, management and the members of the Compensation Committee analyze market data and evaluate individual executive performance with a goal of setting compensation at levels they believe, based on their general business and industry knowledge and experience, are comparable with executives in companies of similar size operating in the domestic motion picture exhibition industry and other comparable companies. For fiscal 2012, these companies were AMC Entertainment Inc. and Cinemark, Inc. (which we refer to as the "comparable companies"), based on such comparable companies' industry, size and scope of operations. The members of the Compensation Committee also take into account retention needs, internal pay equity, our relative performance and our own strategic goals in determining executive compensation. We generally rely on SEC filings made by each of the comparable companies or other publicly available data to collect this information.

With respect to internal pay equity, in setting each element of compensation, the Compensation Committee makes an assessment of each executive position's responsibility for and ability to impact Company performance, and based on such analysis, provides for differing amounts of compensation with respect to different named executive officers. For example, Ms. Miles' and Mr. Dunn's Annual Executive Incentive Program targets and long-term performance based equity compensation awards, each as a percentage of base salary, are higher than those of other named executive officers, based on the Compensation Committee's determination that Ms. Miles, as our Chief Executive Officer, and Mr. Dunn, as our President and Chief Operating Officer, have the greatest management and oversight responsibility and have a greater ability to affect the Company's performance than our other named executive officers. In addition, the Compensation Committee's decisions with respect to each element of compensation take into account other elements of the executive officer's compensation. Specifically, we allow each of our named executive officers the opportunity to earn a larger portion of their overall compensation in the form of long-term performance based equity awards as opposed to base salary, in order to put a greater percentage of potential compensation at risk in any given year and to further align the interests of our executives with our stockholders.

The Company has conducted in the past, and we intend to conduct in the future, an annual review of the aggregate level of our executive compensation as part of our annual budget review and annual performance review processes, which include determining the operating metrics (such as EBITDA and EBITDAR margin targets with respect to annual cash bonuses) and non-financial elements used to measure our performance and to compensate our executive officers. In appropriate circumstances, the Compensation Committee, in its discretion, considers the recommendations of members of management, primarily Ms. Miles, our Chief Executive Officer, in setting executive compensation. In particular, the Compensation Committee finds it appropriate to solicit management's advice regarding the competitiveness of our compensation program, its perceived effectiveness in attracting, retaining and motivating talented executives, and in evaluation of executives who report to management. In addition, Ms. Miles has the ability to call Compensation Committee meetings and regularly attends

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such meetings. This allows Ms. Miles to provide the Compensation Committee with her assessment of the performance of the Company's executives. The Compensation Committee, however, makes all final determinations regarding these awards and none of our executive officers are involved in the determination of their own compensation. Ms. Miles does not attend the portion of Compensation Committee meetings during which her compensation is determined.

The Compensation Committee does not typically determine a set allocation or weight attributable to each element of compensation. Instead, the Committee considers all elements of the executive officer's total compensation package. The Compensation Committee targets compensation levels at or above the median of the comparable companies in order to be competitive, which allows the Company to achieve its objectives of attracting, retaining and motivating talented executives. The Compensation Committee bases awards of long-term compensation in part on the amount of current cash compensation that is paid to each executive officer, because we believe that tying a substantial portion of overall compensation opportunities to long-term equity awards such as restricted stock and performance shares helps to better align the interests of our named executive officers with our stockholders.

**Elements of Compensation**

Our executive compensation program consists of the following elements:

**Base Salary.** Base salaries for our executives are established based on the scope of their responsibilities, taking into account competitive market compensation for similar positions at the comparable companies, as well as seniority of the individual, and our ability to replace the individual. Generally, we believe that executive base salaries should be targeted near or above the median of the range of salaries for executives in similar positions with similar responsibilities at the comparable companies, as discussed above, in line with our compensation philosophy. Base salaries are reviewed annually by the Compensation Committee and may be adjusted from time to time pursuant to such review and/or in accordance with guidelines contained in the various employment agreements. Base salaries may also be adjusted at other appropriate times, such as at the time cash bonuses and restricted stock awards are made for the prior fiscal year, in order to realign salaries with market levels after taking into account individual responsibilities, performance and experience.

On May 5, 2009, we entered into amended and restated employment agreements with Ms. Miles and Mr. Dunn and we entered into an employment agreement with Mr. Ownby. On January 13, 2010, we entered into an employment agreement with Mr. Brandow. Under their employment agreements, once increased, the base salaries for Ms. Miles and Messrs. Ownby, Dunn and Brandow may not be reduced, and, as so increased, become the "base salary" under the agreements. All such amended and restated employment agreements and Messrs. Ownby's and Brandow's employment agreements (which we collectively refer to as the "employment agreements") comply with Section 409A of the Internal Revenue Code of 1986, as amended, to which we refer as the Code.

Base salaries for our named executive officers were increased in line with comparable companies and in keeping with the Company's compensation philosophy in fiscal years 2010 and 2012. For fiscal 2011, base salaries for our named executive officers remained the same as in fiscal 2010.

**Annual Executive Incentive Program.** Pursuant to the employment agreements with Ms. Miles and Messrs. Ownby, Dunn and Brandow, each such executive is eligible for annual cash incentive compensation under our Annual Executive Incentive Program, based on the Company's financial performance in relation to predetermined performance goals for the prior fiscal year. Under the material terms for our payment of executive incentive compensation, which has been approved by our board of directors and our stockholders, the Compensation Committee has negative discretion, which prohibits the Compensation Committee from increasing the amount of compensation payable if a performance goal is met, but allows the Compensation Committee to reduce or eliminate compensation

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even if such performance goal is attained. In addition to awards of annual cash incentive compensation under the Annual Executive Incentive Program, the Compensation Committee also has the authority to award discretionary annual performance bonuses to our executive officers outside such material terms. Any such discretionary annual performance bonuses, if awarded, may not be fully deductible under Section 162(m) of the Code. See the discussion under the heading "Tax Deductibility of Executive Compensation."

The annual cash incentive compensation is intended to compensate officers for achieving short-term financial and operational goals and for achieving individual annual performance objectives over the course of one year. These objectives and goals vary from year to year and between named executive officers. They are established in writing by the Compensation Committee, with the expectation that attainment of these goals would require significant effort in light of the current business environment and that such attainment was moderately likely, based upon the assumptions made in determination of the annual targets and the Company's historic performance with respect to similarly determined targets in prior years. In fiscal 2012, these targets were allocated 75% to individual job performance and two discretionary strategic factors, targeted levels of EBITDA and EBITDAR margin, and 25% associated with financial factors applicable to all of our named executive officers, which in fiscal 2012 were targeted levels of EBITDA and EBITDAR margin. Under the material terms for payment of our executive compensation, the discretionary strategic factors used to determine 75% of the target award for our executives may be any one of, or a combination of, (1) total stockholder return; (2) such total stockholder return as compared to total return (on a comparable basis) of a publicly available index such as, but not limited to, the Standard & Poor's 500 Stock Index; (3) net income; (4) pretax earnings; (5) EBITDA; (6) EBITDAR; (7) pretax operating earnings after interest expense and before bonuses and extraordinary or special items; (8) EBITDAR margin; (9) earnings per share; (10) return on equity; (11) return on capital; (12) return on investment; (13) operating earnings; (14) working capital; (15) ratio of debt to stockholders' equity; and (16) revenue. In determining EBITDA and EBITDAR margin targets, the Company made assumptions regarding industry attendance figures for the 2012 fiscal year. Consistent with past practice, in consideration of awarding annual cash incentive bonuses, at the completion of the fiscal year, such EBITDA and EBITDAR margin targets are adjusted to reflect the actual industry attendance figures. Because industry attendance figures in 2012 were approximately 3% higher than those anticipated in determining the projected targets for the fiscal year, such EBITDA and EBITDAR margin targets were adjusted to approximately \$552 million and approximately 33%, respectively. In fiscal 2012, the Company exceeded its adjusted EBITDA and EBITDAR margin targets. Because these annual cash incentive compensation amounts are intended to reward both overall Company and individual performance during the year, they can be highly variable from year to year, depending on factors both within and outside of the named executive officer's control. Therefore, when the relevant performance targets are not met, the Company does not pay its executive officers an annual cash incentive. The award of an annual cash incentive to our executive officers and the required satisfaction of target levels demonstrate the Company's appreciation of its financial risks, and in connection therewith, our board of directors believes that the Company's executive officers should participate in those financial risks as well.

Pursuant to their employment agreements, each of Ms. Miles and Messrs. Ownby, Dunn and Brandow is eligible for a target annual cash incentive opportunity under our Annual Executive Incentive Program up to an amount equal to a specified percentage of such executive's salary. The Compensation Committee establishes the metrics for achievement of the bonus and may, in its sole discretion, provide for an opportunity to receive a "stretch incentive" if certain financial goals are achieved. Our Compensation Committee targeted annual cash incentive amounts to be paid in fiscal 2013 for performance during fiscal 2012 at 100% of base salary for Ms. Miles and Mr. Dunn and 75% of base salary for Messrs. Ownby and Brandow, with an additional "stretch incentive" amount of up to 50% of base salary for Ms. Miles and Mr. Dunn and up to 37.5% of base salary for Messrs. Ownby and Brandow. The actual amount of annual cash incentive, which varies by individual, is determined

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following a review of each named executive officer's individual performance and contribution to our strategic and financial goals. Each annual cash incentive is paid in cash in an amount reviewed and approved by the Compensation Committee in the first quarter following the completion of a given fiscal year. The Compensation Committee determined the cash incentives for fiscal 2012 for the named executive officers on January 9, 2013. The Company exceeded its adjusted EBITDA and EBITDAR margin targets in fiscal 2012 and the Compensation Committee evaluated performance and approved the payment of annual cash incentives at 150% of the targeted amounts for Ms. Miles and Mr. Dunn and at 112.5% for Messrs. Ownby and Brandow. See the discussion under the heading "Summary Compensation Table" for those amounts.

**Executive Equity Incentives.** We believe that creating long-term value for our stockholders is achieved, in part, by retaining our executive officers in a challenging business environment and aligning the interests of our executive officers with those of our stockholders. To achieve this goal, we utilize a combination of awards of shares of restricted stock and performance shares under our 2002 Stock Incentive Plan, which has been approved by our board of directors and our stockholders. Our restricted stock awards apply time-based vesting and our performance shares apply both performance and time-based vesting. Based on the past recommendations of outside compensation consultant Mellon Human Resources & Investor Services, and in part upon the Compensation Committee's analysis of our named executive officers' level of responsibility for market competitiveness and our performance, we currently target the value of our equity incentive awards based on a factor ranging from 120% to 200% of our named executive officers' base salaries. In determining the number of shares of restricted stock and the number of performance shares granted to each of our executive officers in furtherance of this objective, we award approximately 43% of such equity awards in restricted stock and approximately 57% of such equity awards in performance shares, to reflect the higher potential risk of forfeiture for the performance shares. Accordingly, in fiscal 2012, the Compensation Committee targeted equity incentive awards of \$1,600,000 for our Chief Executive Officer, Ms. Miles, which reflected 200% of Ms. Miles' base salary. Of this targeted amount, approximately 43% of such targeted equity incentive awards was allocated to restricted stock, with a targeted value of approximately \$688,000, and approximately 57% was allocated to performance shares, with a targeted value of approximately \$912,000, with the difference between the targeted value and the grant date fair value of such awards disclosed in the 2012 Grants of Plan-Based Awards table which is equal to the projected payment of dividends on performance shares. The Compensation Committee targeted equity incentive awards of \$504,000, \$643,700 and \$474,000 for Messrs. Ownby, Dunn and Brandow, respectively, which reflected 120% of Mr. Ownby's fiscal 2012 base salary, 125% of Mr. Dunn's fiscal 2012 base salary and 120% of Mr. Brandow's fiscal 2012 base salary. Of such targeted amounts, approximately 43% of such targeted equity incentive awards was allocated to restricted stock, with a targeted value of approximately \$216,700, \$276,800 and \$203,800, for Messrs. Ownby, Dunn and Brandow, respectively, and approximately 57% was allocated to performance shares, with a targeted value of approximately \$287,300, \$366,900 and \$270,200 for Messrs. Ownby, Dunn and Brandow, respectively.

Awarding restricted stock and performance shares enables us to account for our long-term equity incentive program based on the price of our Class A common stock underlying these shares, fixed at the date of grant of the awards, resulting in a known maximum cost under the program at the time of grant. In addition, the use of restricted stock and performance shares allows us to compensate our executives, in part, through the payment of dividends, which we declare from time to time on our Class A common stock. Thus, we believe, the use of restricted and performance shares provides additional linkage between the interests of our executive officers and our stockholders.

Prior to 2005, the primary form of equity compensation that we awarded consisted of non-qualified stock options. Based in part on the recommendations of Mellon Human Resources & Investor Services, because we pay dividends on shares of our Class A common stock, and as part of our ongoing efforts to align the interests of our executives and our stockholders, the Compensation Committee concluded

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that awards of restricted stock and performance shares would provide a superior motivating form of incentive compensation by allowing our executives to participate in our dividends, while permitting us to issue fewer shares and reducing potential dilution. Thus, beginning in 2005, it became our practice to grant restricted stock and performance shares, rather than options, to our executive officers. In fiscal 2012, awards of restricted stock and performance shares were made to all of our named executive officers, as described under the heading "2012 Grants of Plan-Based Awards."

**Restricted Stock.** As described above, awards of restricted stock serve to retain our executive officers over the vesting period of the grant by conditioning delivery of the underlying shares on continued employment with our Company for the vesting period. Periodic awards of restricted stock can be made at the discretion of the Compensation Committee to eligible executive officers.

**Performance Shares.** Our performance shares provide our executive officers with equity incentives for attaining long-term corporate goals and maximizing stockholder value over the course of three years. The design of our long-term equity incentive program, the establishment of performance targets and the mix of performance and time-based targets as a percentage of each executive officer's compensation were established by our Compensation Committee and approved by our board of directors after discussion with, and recommendations from, our Chief Executive Officer (with respect to executives other than herself) and Mellon Human Resources & Investor Services. Under our 2002 Stock Incentive Plan, long-term equity incentive awards, which we refer to as performance shares, paid to our executive officers depend exclusively on the Company's satisfaction of target levels of total stockholder return as determined by the Compensation Committee. Therefore, when the relevant performance targets are not met, the Company does not pay its executive officers this incentive compensation.

In fiscal 2008, the Company engaged outside compensation consultant Towers Perrin to review our long-term equity incentive program. Based upon the recommendations of Towers Perrin, in fiscal 2009, the Compensation Committee adopted an amended and restated form of performance share award agreement, to which we refer as the performance share award agreement. Specifically, the Compensation Committee adopted this form of performance share award agreement in order to: (i) more closely align the Company's compensation policy with competitive practices, (ii) increase the attraction and retention value of the Company's long-term incentive compensation program by utilizing performance goals viewed as more within our named executive officers' control, (iii) align the accounting expense of such long-term incentive compensation more closely with the income participants realize from the performance shares; and (iv) reinforce the Company's long term performance objectives using a method the Company regularly measures itself against for internal performance review. Under the performance share award agreement, the specified performance target is based on as-adjusted EBITDA targets, and on the calculation date for such awards, the Compensation Committee will determine the actual performance percentage by calculating for each of the three fiscal years prior to the calculation date the percentage by which the Company's actual adjusted EBITDA met or exceeded the adjusted annual EBITDA target for each such fiscal year, respectively, and averaging such performance percentages over such three fiscal year period. Like our awards of annual executive incentive compensation, such EBITDA targets will be adjusted annually at the completion of the fiscal year to reflect the actual industry attendance figures and to neither penalize nor reward our named executive officers for non-controllable industry results.



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Under our performance share award agreement, the adjusted annual EBITDA targets and number of corresponding performance shares issuable for the attainment of such return, are as follows:

**Performance Goals and Number of Shares of Restricted Stock**

<b>Actual Performance Percentage(1)</b>	<b>Shares of Restricted Stock</b>
Actual Performance Percentage < 90%	0% of Target Long Term Incentive
90% ≤ Actual Performance Percentage < 110%	100% of Target Long Term Incentive
Actual Performance Percentage ≥ 110%	150% of Target Long Term Incentive

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(1) During the first quarter of each year, the board of directors will determine a projected Adjusted EBITDA (as defined in the Company's quarterly earnings releases) for such year (the "Annual EBITDA Target"). During the first quarter of the following year, the Annual EBITDA Target will automatically adjust based upon any differences between forecasted attendance for the prior year and actual attendance for the prior year based on reported national box office revenue for such year (the "Adjusted Annual EBITDA Target"). The goal of this year-end adjustment to the Annual EBITDA Target is to neither penalize nor reward our named executive officers for non-controllable industry results. During the first quarters of 2012 and 2013, the Adjusted Annual EBITDA Target for the 2011 and 2012 performance share awards was determined to be approximately \$457 million and \$552 million, respectively. Adjusted EBITDA for 2011 was approximately 106% of the Adjusted Annual EBITDA Target and Adjusted EBITDA for 2012 was approximately 105% of the Adjusted Annual EBITDA Target.

Under the performance share award agreements, the restricted shares each executive officer receives upon attainment of the specified performance goals are subject to further service based vesting for a period of one year beyond the calculation date. On the calculation date, the executive is entitled to receive a payment in an amount equal to the dividends paid by us with respect to a share of our Class A common stock from the grant date through the calculation date, multiplied by the number of shares of restricted stock, if any, such executive receives.

**Equity Grant Practices**

We generally seek to make equity compensation grants, in the form of restricted stock, in the first quarter following the completion of a given fiscal year. In addition, we grant restricted stock to new executives on their hire date. Such grants are awarded by the Compensation Committee. We do not have a specific program, plan or practice related to timing equity compensation awards to executives in coordination with the release of non-public information.

**Executive Stock Ownership Guidelines**

Based on the recommendation of outside compensation consultant Mellon Human Resources & Investor Services, in 2004 we implemented stock ownership guidelines to require our executive officers to retain significant investments in the Company. We believe these guidelines foster long-term stock ownership and further align our named executive and other officers' interests with those of our stockholders.

For 2013, all Company and Regal Cinemas, Inc. ("Regal Cinemas") executives with the title of Senior Vice President and above are required to meet an equity holding requirement, calculated by adding the value of an executive's shares of our Common Stock (including shares of restricted stock but excluding unvested performance shares), equal to a multiple of their base salary. The applicable multiple of base salary will be determined as follows:

Tier 1 (Chief Executive Officer): five times base salary;

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Tier 2 (President, Chief Operating Officer, Chief Financial Officer and General Counsel): two times base salary; and

Tier 3 (all Senior Vice Presidents of Regal Cinemas): one times base salary.

The variation in holding requirements between executive positions was based in part upon the board of directors' assessment of each executive position's responsibility for and ability to impact Company performance, as well as to reflect the difference in amounts of equity awards between our named executive officers, as discussed under the heading "Goals and Objectives of Our Executive Compensation Program." Based in part on the recommendations of outside compensation consultant Towers Perrin, the Compensation Committee adopted changes to our executive stock ownership guidelines that were effective as of January 1, 2010 and that include providing a window for promoted executives to come into compliance with the guidelines, counting restricted shares against the guideline requirement, and eliminating the policy of withholding grants, replacing that policy with a retention ratio for executives who are below the compliance level.

**Perquisites**

We do not grant perquisites to our executive officers.

**Post-Termination Compensation**

We have entered into employment agreements with each of our named executive officers, as discussed under the heading "Base Salary." The employment agreements provide for severance payments if we terminate such executive officer's employment, or such executive officer resigns for good reason, within three months prior to, or within one year after, a change in control of the Company.

Under the employment agreements, "good reason" is defined as one or more of the following conditions arising without consent of the executive and which has not been remedied by the Company within 30 days after notice by the executive: (i) a material reduction in the executive's base salary or the establishment of or any amendment to the Annual Executive Incentive Program which would materially impair the ability of the executive to receive the target bonus (other than the establishment of reasonable EBITDA or other reasonable performance targets to be set annually in good faith by the board); (ii) a material diminution of the executive's titles, offices, positions or authority, excluding for purposes of determining "good reason," an action not taken in bad faith; or the assignment to the executive of any duties inconsistent with the executive's position (including status or reporting requirements), authority, or material responsibilities, or the removal of executive's authority or material responsibilities, excluding for this purpose an action not taken in bad faith; (iii) a transfer of the executive's primary workplace of more than 50 miles from the current workplace; (iv) a material breach of the employment agreement by the Company; or (v) the executive is no longer serving in the position(s) for which the employment agreement relates, and in the case of Ms. Miles, that she is no longer a member of the board of directors. Under the employment agreements, "change of control" is defined as both (1) the acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act), other than certain entities controlled by Philip F. Anschutz, of 20% or more of the combined voting power of the then-outstanding voting securities of the Company and (2) the beneficial ownership of such individual, entity or group of more than 20% of the voting power of the Company exceeds the beneficial ownership of such entities controlled by Mr. Anschutz.

We believe these change in control arrangements provide continuity of management in the event of an actual or threatened change in control of the Company. The three month and one year periods are designed to retain our named executive officers through the date of the change in control and for a one-year period thereafter in order to allow us to effectuate the change in control and transition to

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new ownership with the benefit of the institutional knowledge and industry experience of these executive officers.

We also provide for severance payments if we terminate the named executive officers' employment without cause or if the named executive officers terminate their employment for good reason. Under the employment agreements, "cause" is defined as (i) any willful breach of any material written policy of the Company that results in material and demonstrable liability or loss to the Company; (ii) the executive engaging in conduct involving moral turpitude that causes material and demonstrable injury, monetarily or otherwise, to the Company, including, but not limited to, misappropriation or conversion of assets of the Company (other than immaterial assets); (iii) conviction of or entry of a plea of nolo contendere to a felony; or (iv) a material breach of the employment agreement by engaging in action in violation of the restrictive covenants in the employment agreement. For purposes of defining "cause" under the employment agreements, no act or failure to act by the executive shall be deemed "willful" if done, or omitted to be done, by such executive in good faith and with the reasonable belief that such action or omission was in the best interest of the Company.

We believe that these termination provisions reflect both market practices and competitive factors. Our board of directors believes that these severance payments and benefit arrangements are necessary to attract and retain our named executive officers and believes that such provisions continue to reflect market practices and competitive factors. Additional information regarding the employment agreements and the quantified benefits that would be payable by the Company to these executive officers had termination occurred on December 27, 2012 is found below under the heading "Potential Payments upon Termination or Change in Control."

**Tax Deductibility of Executive Compensation**

Section 162(m) of the Code generally provides that no federal income tax business expense deduction is allowed for annual compensation in excess of \$1.0 million paid by a publicly traded corporation to its chief executive officer and up to three other most highly compensated officers who are included in the summary compensation table in the Company's proxy statement for the following fiscal year, excluding the chief financial officer. Under the Code, however, there is no limitation on the deductibility of "qualified performance based compensation." In order to satisfy the requirement for qualified performance based compensation under the Code, the Compensation Committee is prohibited from increasing the amount of compensation payable if a performance goal is met, but may reduce or eliminate compensation even if such performance goal is attained. In addition, among other requirements, every five years, stockholders must approve the types of performance goals and the maximum amount that may be paid to covered executive officers or the formula used to calculate such amount. Our stockholders previously have approved the material terms for payment of our executive incentive compensation, but such material terms must be re-approved at the Annual Meeting to be deductible under Section 162(m). Accordingly, our board of directors has directed that such material terms, including performance goals, formula for payments and maximum amounts, be submitted to stockholders in 2013 for re-approval. See "Proposal 3 Approval of the Material Terms of the Performance Goals Under Our Annual Executive Incentive Program and 2002 Stock Incentive Plan."

Our Compensation Committee has taken, and intends to continue taking, the necessary steps to ensure that the Company's tax deduction is preserved and not materially impacted by the \$1.0 million deductibility cap, provided, however, that the Compensation Committee reserves the right, in circumstances that it deems appropriate, to pay discretionary amounts that are not deductible if such payments are in the best interest of the Company.

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**COMPENSATION COMMITTEE REPORT**

Our Compensation Committee, which consists of Messrs. Kaplan, Brymer, Keyte and Weigand, is composed entirely of independent directors based on the standards for independence of the NYSE as they relate to Compensation Committee membership.

The Compensation Committee met with management to review and discuss this Compensation Discussion and Analysis. Based on such review and discussion, the Compensation Committee recommended to the board of directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference in the Company's annual report on Form 10-K for fiscal 2012, and the board of directors has approved that recommendation.

Respectfully submitted on March 22, 2013 by the members of the Compensation Committee.

Stephen A. Kaplan, Chairman  
Charles E. Brymer  
David H. Keyte  
Nestor R. Weigand, Jr.

In accordance with the rules and regulations of the SEC, the above report of the Compensation Committee shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulations 14A or 14C of the Exchange Act, or to the liabilities of Section 18 of the Exchange Act and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, notwithstanding any general incorporation by reference of this proxy statement into any other filed document.

Table of Contents**EXECUTIVE COMPENSATION****Summary Compensation Table**

The following table shows compensation information for fiscal 2012, 2011 and 2010 for our (i) Chief Executive Officer, (ii) Executive Vice President, Chief Financial Officer and Treasurer and (iii) two other executive officers, whom we refer to collectively in this proxy statement as our named executive officers.

Name and Principal Position	Year	Salary	Stock Awards(1)	Non-Equity		Total
				Incentive Plan Compensation(2)	All Other Compensation(3)	
Amy E. Miles, Chief Executive Officer	2012	\$ 800,000	\$ 1,785,816	\$ 1,200,000	\$ 668,409	\$ 4,454,225
	2011	\$ 750,000	\$ 1,673,555	\$ 750,000	\$ 227,515	\$ 3,401,070
	2010	\$ 750,000	\$ 1,703,872	\$ 750,000	\$ 509,221	\$ 3,713,093
David H. Ownby, Executive Vice President, Chief Financial Officer and Treasurer	2012	\$ 420,000	\$ 562,538	\$ 472,500	\$ 129,315	\$ 1,584,353
	2011	\$ 385,000	\$ 515,454	\$ 288,750	\$ 37,395	\$ 1,226,599
	2010	\$ 385,000	\$ 524,796	\$ 288,750	\$ 64,672	\$ 1,263,218
Gregory W. Dunn, President and Chief Operating Officer	2012	\$ 515,000	\$ 718,508	\$ 772,500	\$ 276,640	\$ 2,282,648
	2011	\$ 495,000	\$ 690,340	\$ 495,000	\$ 59,904	\$ 1,740,245
	2010	\$ 495,000	\$ 702,855	\$ 495,000	\$ 140,436	\$ 1,833,291
Peter B. Brandow, Executive Vice President, General Counsel and Secretary	2012	\$ 395,000	\$ 529,055	\$ 444,375	\$ 208,306	\$ 1,576,736
	2011	\$ 370,000	\$ 495,360	\$ 277,500	\$ 46,799	\$ 1,189,660
	2010	\$ 370,000	\$ 504,347	\$ 277,500	\$ 106,850	\$ 1,258,697

- (1) These amounts represent the portion of the fair value of the performance shares and restricted shares granted during fiscal 2010, fiscal 2011 and fiscal 2012 for financial statement reporting purposes in accordance with FASB ASC Topic 718, and do not represent cash payments made to the individuals or amounts realized, or amounts that may be realized.
- (2) On January 9, 2013, pursuant to the Company's Annual Executive Incentive Program and based upon the attainment of performance targets previously established by the Compensation Committee under the Annual Executive Incentive Program, the Company approved the 2012 cash incentive awards for the current named executive officers. The amounts with respect to fiscal 2012 were reported on the Company's Current Report on Form 8-K, filed with the SEC on January 11, 2013 and paid in the first quarter of fiscal 2013.
- (3) Includes the following:

Name	Fiscal Year	Company Contributions Under 401(k) Savings Plan	Dividends Paid on Restricted Stock	Total
Amy E. Miles	2012	\$ 10,000	\$ 658,409	\$ 668,409
	2011	\$ 9,800	\$ 217,715	\$ 227,515
	2010	\$ 16,500	\$ 492,721	\$ 509,221
David H. Ownby	2012	\$ 10,000	\$ 119,315	\$ 129,315
	2011	\$ 9,800	\$ 27,595	\$ 37,395
	2010	\$ 13,424	\$ 51,248	\$ 64,672
Gregory W. Dunn	2012	\$ 10,000	\$ 266,640	\$ 276,640
	2011	\$ 9,800	\$ 50,104	\$ 59,904
	2010	\$ 16,217	\$ 124,219	\$ 140,436

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Peter B. Brandow	2012	\$	10,000	\$	198,306	\$	208,306
	2011	\$	9,800	\$	36,999	\$	46,799
	2010	\$	13,204	\$	93,646	\$	106,850

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Table of Contents**2012 Grants of Plan-Based Awards**

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)		Estimated Future Payouts Under Equity Incentive Plan Awards: Number of Shares of Stock or Units(2)			All Other Stock Awards: Number of Shares of Stock or Units(3)	Grant Date Fair Value of Stock and Option Awards(4)
		Target	Maximum	Threshold	Target	Maximum		
Amy E. Miles	1/11/2012	\$ 800,000	\$ 1,200,000				55,935	\$ 688,001
	1/11/2012			74,146	74,146	111,219		\$ 1,097,815
David H. Ownby	1/11/2012	\$ 420,000	\$ 472,500				17,620	\$ 216,726
	1/11/2012			23,356	23,356	35,034		\$ 345,812
Gregory W. Dunn	1/11/2012	\$ 515,000	\$ 772,500				22,505	\$ 276,812
	1/11/2012			29,832	29,832	44,748		\$ 441,697
Peter B. Brandow	1/11/2012	\$ 395,000	\$ 444,375				16,571	\$ 203,823
	1/11/2012			21,966	21,966	32,949		\$ 325,231

(1)

These amounts represent the dollar amount of the estimated future payout upon satisfaction of certain conditions under non-equity incentive plan awards granted during fiscal 2012. The Compensation Committee approved the 2012 non-equity incentive plan awards for the named executive officers on January 9, 2013. Such amounts were paid during the first quarter of 2013. See the Summary Compensation Table for those amounts.

(2)

On January 11, 2012, 149,300 performance shares, in the aggregate, were granted under our 2002 Stock Incentive Plan at nominal cost to our named executive officers. Each performance share represents the right to receive from 0% to 150% of the target numbers of shares of restricted Common Stock. The number of shares of restricted Common Stock earned will be determined by a calculation of as-adjusted EBITDA targets, and on the calculation date for such awards, the Compensation Committee will determine the actual performance percentage by calculating for each of the three fiscal years prior to the calculation date the percentage by which the Company's actual adjusted EBITDA met or exceeded adjusted annual EBITDA target for each such fiscal year, respectively, and averaging such performance percentages over such three fiscal year period. On the calculation date, the executive is entitled to receive payment in an amount equal to the dividends paid by us with respect to a share of our Class A common stock from the grant date through the calculation date, multiplied by the number of restricted shares, if any, such executive receives under the award of performance shares. For purposes of this 2012 Grants of Plan-Based Awards Table, the ultimate expense for such shares recognized for financial statement reporting purposes by the Company, which is the grant date fair value, is included in the Summary Compensation Table in the column entitled "Stock Awards" and their valuation assumptions are referenced in footnote 1 to that table.

(3)

On January 11, 2012, 112,631 restricted shares, in the aggregate, were granted under our 2002 Stock Incentive Plan at nominal cost to our named executive officers. The closing price of our Class A common stock on the date of these grants was \$12.30 per share. The restricted shares are subject to a continued employment restriction and such restriction is fulfilled upon continued employment for a specified number of years (typically four years after the award date). Upon the lapse of such restrictions, the restricted stock award immediately vests. The ultimate expense recognized for financial statement reporting purposes by the Company for these restricted shares, which is the grant date fair value, is included in the Summary Compensation Table in the column entitled "Stock Awards" and their valuation assumptions are referenced in footnote 1 to that table.

(4)

These amounts represent the grant date fair value computed in accordance with FASB ASC Topic 718. See details of the assumptions used in valuation of the performance shares and restricted shares in Note 9 to the Company's audited consolidated financial statements, which are included in the Company's annual report on Form 10-K for fiscal 2012 filed with the SEC on February 25, 2013.



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

Name	Stock Awards			Equity incentive plan awards: market or pay out value of unearned shares, units or other rights that have not vested(2)
	Number of shares or units of stock that have not vested(1)	Market value of shares or units of stock that have not vested(1)	Equity incentive plan awards: number of unearned shares, units or other rights that have not vested(2)	
Amy E. Miles	55,935(3)	\$ 775,818	74,146(8)	\$ 1,028,405
	39,620(4)	\$ 549,529	70,025(9)	\$ 971,247
	21,910(5)	\$ 303,892	58,084(10)	\$ 805,625
	5,316(6)	\$ 73,733	28,187(11)	\$ 390,954
	150,489(7)	\$ 2,087,282		
David H. Ownby	17,620(3)	\$ 244,389	23,356(8)	\$ 323,948
	12,203(4)	\$ 169,256	21,568(9)	\$ 299,148
	6,748(5)	\$ 93,595	17,890(10)	\$ 248,134
	1,673(6)	\$ 23,205	8,867(11)	\$ 122,985
Gregory W. Dunn	22,505(3)	\$ 312,144	29,832(8)	\$ 413,770
	16,344(4)	\$ 226,691	28,885(9)	\$ 400,635
	9,039(5)	\$ 125,371	23,960(10)	\$ 332,325
	5,741(6)	\$ 79,628	30,429(11)	\$ 422,050
Peter B. Brandow	16,571(3)	\$ 229,840	21,966(8)	\$ 304,668
	11,727(4)	\$ 162,653	20,727(9)	\$ 287,483
	6,486(5)	\$ 89,961	17,193(10)	\$ 238,467
	4,318(6)	\$ 59,891	22,891(11)	\$ 317,498

- (1) These amounts represent the number of unvested restricted shares and the market value of such unvested shares for each of our named executive officers as of December 27, 2012, the end of fiscal 2012. The December 27, 2012 fair market value of these restricted shares was valued at the closing price of our Class A common stock on December 27, 2012 of \$13.87 per share.
- (2) These amounts represent the number of unearned performance shares for each of our named executive officers, based on the achievement of threshold performance goals, as of the December 27, 2012, the end of fiscal 2012, and the market value of such unearned shares, based on the closing price of our Class A common stock on December 27, 2012 of \$13.87 per share. The threshold performance goals for these performance shares is more fully described in footnote 2 to the 2012 Grants of Plan-Based Awards table and Note 9 to the Company's audited consolidated financial statements, which are included in the annual report on Form 10-K for fiscal 2012, filed with the SEC on February 25, 2013. The reported unearned performance shares will be issued, subject to the executive's performance share award agreement, on the calculation date. In addition, certain of the reported unearned performance shares granted to Ms. Miles and Messrs. Ownby, Dunn and Brandow and are subject to an additional one-year vesting period, as described in footnotes 8, 9, 10 and 11 to this Outstanding Equity Awards at Fiscal 2012 Year End table.
- (3) Restricted stock vesting on January 11, 2016.
- (4) Restricted stock vesting on January 12, 2015.
- (5)

Restricted stock vesting on January 13, 2014.

(6)

Restricted stock vesting on January 14, 2013.

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- (7) This amount represents the number of unvested restricted shares and the market value of such unvested shares granted to Ms. Miles as of June 30, 2009. Such restricted shares vest on June 30, 2013.
- (8) Assumes achievement of the threshold performance goals for such award. The threshold performance goals for these performance shares are more fully described in footnote 2 to the 2012 Grants of Plan-Based Awards table. Such performance shares vest on January 11, 2016, the one year anniversary of the calculation date.
- (9) Assumes achievement of the threshold performance goals for such award. The threshold performance goals for these performance shares are more fully described in Note 9 to the Company's audited consolidated financial statements, which are included in the annual report on Form 10-K for fiscal 2012, filed with the SEC on February 25, 2013. Such performance shares vest on January 12, 2015, the one year anniversary of the calculation date.
- (10) Assumes achievement of the threshold performance goals for such award. The threshold performance goals for these performance shares are more fully described in Note 9 to the Company's audited consolidated financial statements, which are included in the annual report on Form 10-K for fiscal 2012, filed with the SEC on February 25, 2013. As of the calculation date, which was January 13, 2013, such threshold performance goals were satisfied; thus, the restricted shares will vest on January 13, 2014, the one year anniversary of the calculation date.
- (11) Assumes achievement of the threshold performance goals for such award. The threshold performance goals for these performance shares are more fully described in Note 9 to the Company's audited consolidated financial statements, which are included in the annual report on Form 10-K for fiscal 2012, filed with the SEC on February 25, 2013. As of the calculation date, which was January 14, 2012, such threshold performance goals were satisfied; thus, the restricted shares vested on January 14, 2013, the one year anniversary of the calculation date.

**Stock Vested and Option Exercises During Fiscal 2012**

Name	Stock Awards		Option Awards	
	Number of Shares Acquired on Vesting(1)	Value Realized on Vesting(2)	Number of Shares Acquired on Exercise	Value Realized on Exercise
Amy E. Miles	41,849	\$ 515,514		
David H. Ownby	12,227	\$ 150,663	45,566(3)	\$ 388,979
Gregory W. Dunn	28,527	\$ 350,626		
Peter B. Brandow	21,516	\$ 264,409		

- (1) These amounts represent the combined number of restricted shares vested on January 12, 2012, January 13, 2012, January 14, 2012 and January 16, 2012.
- (2) These amounts represent the combined fair market value of such vested shares for each of our named executive officers as vested on January 12, 2012, January 13, 2012, January 14, 2012 and January 16, 2012. The fair market values of these restricted shares were based on the closing price of our Class A common stock on January 12, 2012 and January 13, 2012 of \$12.47 and \$12.25 per share, respectively.
- (3) Mr. Ownby exercised 45,566 options on April 18, 2012 at an exercise price of \$4.4134 per share.

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**Potential Payments Upon Termination or Change in Control**

**Potential Payments Upon Termination.** Pursuant to each employment agreement, the Company provides for severance payments and other benefits if the Company terminates an executive's employment without cause or if an executive terminates his or her employment for good reason. Under these circumstances, the executive shall be entitled to receive severance payments equal to (i) the actual bonus, pro-rated to the date of termination, that executive would have received with respect to the fiscal year in which the termination occurs; (ii) two times the executive's annual base salary plus one times the executive's target bonus; and (iii) continued coverage under any medical, health and life insurance plans for a 24-month period following the date of termination.

In addition, pursuant to our form of Restricted Stock Agreement, if we terminate our named executive officers without cause, their restricted stock awards vest as to one-fourth of the total number of restricted shares granted for each of the anniversaries of the grant date for which they remained in service prior to such termination without cause.

**Potential Payments Upon Change in Control.** If the Company terminates any executive's employment, or if any executive resigns for good reason, within three (3) months prior to, or one (1) year after, a change of control of the Company (as defined within each employment agreement), the executive shall be entitled to receive severance payments equal to: (i) the actual bonus, pro-rated to the date of termination, that the executive would have received with respect to the fiscal year in which the termination occurs; and (ii)(a) in the case of Ms. Miles, two and one-half times her annual base salary plus two times her target bonus; and (b) in the case of Messrs. Ownby, Dunn and Brandow, two times the executive's annual salary plus one and one-half times the executive's target bonus; and (iii) continued coverage under any medical, health and life insurance plans for a 30-month period following the date of termination. A change in control is defined in our 2002 Stock Incentive Plan as both (1) the acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act), other than certain entities controlled by Philip F. Anschutz, of 20% or more of the combined voting power of the then-outstanding voting securities of the Company and (2) the beneficial ownership of such individual, entity or group of more than 20% of the voting power of the Company exceeds the beneficial ownership of such entities controlled by Mr. Anschutz. Pursuant to our 2002 Stock Incentive Plan, upon a change in control, all restrictions with respect to restricted stock awards to these executives shall immediately lapse. For additional information regarding the philosophy behind our change in control arrangements, see the discussion under the heading, "Compensation Discussion and Analysis Post-Termination Compensation."

Pursuant to our performance share award agreement, in the event of a change of control such performance shares are treated in the following manner:

<b>Time of change of control event</b>	<b>Amount of performance shares vested</b>
Prior to the first-year anniversary of the grant date	The grant recipient will forfeit performance shares and not have any right to receive any restricted stock or common stock in respect of this award of performance shares
On or after the first-year anniversary but before the second-year anniversary of the grant date	The grant recipient will be entitled to receive a number of shares of restricted stock in respect of the recipient's performance shares equal to one-third of the target long term incentive
On or after the second-year anniversary of the grant date but prior to the calculation date	The grant recipient will be entitled to receive a number of shares of restricted stock in respect of the recipient's performance shares equal to two-thirds of the target long term incentive

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The following table describes the potential payments and benefits, payable to our named executive officers, if such executive were terminated on December 27, 2012 based on our employment agreements:

Name	Cash Severance Payment(1)(2)	Cash Bonus(1)(3)	Value of Medical Insurance Continuation(1)	Value of Life Insurance Continuation(1)	Value of Acceleration of Equity Awards Upon Termination(4)	Total Termination Benefit
<b>Amy E. Miles</b>						
By the Company without cause	\$ 1,600,000	\$ 2,000,000	\$ 21,077	\$ 2,340	\$ 1,565,462	\$ 5,188,879
By executive for good reason	\$ 1,600,000	\$ 2,000,000	\$ 21,077	\$ 2,340		\$ 3,623,417
By the Company or by executive for good reason in connection with a change in control	\$ 2,000,000	\$ 2,800,000	\$ 26,346	\$ 2,925	\$ 5,042,041	\$ 9,871,312
By reason of permanent disability		\$ 1,200,000	\$ 26,346	\$ 2,925	\$ 4,181,209	\$ 5,410,480
By reason of death		\$ 1,200,000			\$ 4,181,209	\$ 5,381,209
<b>David H. Ownby</b>						
By the Company without cause	\$ 840,000	\$ 787,500	\$ 21,077	\$ 1,302		\$ 1,649,879
By executive for good reason	\$ 840,000	\$ 787,500	\$ 21,077	\$ 1,302		\$ 1,649,879
By the Company or by executive for good reason in connection with a change in control	\$ 840,000	\$ 945,000	\$ 26,346	\$ 1,628	\$ 918,568	\$ 2,731,542
By reason of permanent disability		\$ 472,500	\$ 26,346	\$ 1,628	\$ 653,430	\$ 1,153,904
By reason of death		\$ 472,500			\$ 653,430	\$ 1,125,930
<b>Gregory W. Dunn</b>						
By the Company without cause	\$ 1,030,000	\$ 1,287,500	\$ 21,077	\$ 1,602		\$ 2,340,179
By executive for good reason	\$ 1,030,000	\$ 1,287,500	\$ 21,077	\$ 1,602		\$ 2,340,179
By the Company or by executive for good reason in connection with a change in control	\$ 1,030,000	\$ 1,545,000	\$ 26,346	\$ 2,003	\$ 1,520,980	\$ 4,124,329
By reason of permanent disability		\$ 772,500	\$ 26,346	\$ 2,003	\$ 1,165,884	\$ 1,966,733
By reason of death		\$ 772,500			\$ 1,165,884	\$ 1,938,384
<b>Peter B. Brandow</b>						
By the Company without cause	\$ 790,000	\$ 740,625	\$ 21,077	\$ 1,226		\$ 1,552,929
By executive for good reason	\$ 790,000	\$ 740,625	\$ 21,077	\$ 1,226		\$ 1,552,929
By the Company or by executive for good reason in connection with a change in control	\$ 790,000	\$ 888,750	\$ 26,346	\$ 1,533	\$ 1,114,649	\$ 2,821,278
By reason of permanent disability		\$ 444,375	\$ 26,346	\$ 1,533	\$ 859,843	\$ 1,332,097
By reason of death		\$ 444,375			\$ 859,843	\$ 1,304,218

- (1) The Cash Severance Payment, Cash Bonus and Medical and Life Insurance Continuation amounts are calculated in connection with each named executive officer's employment agreement.
- (2) The amounts reported as cash severance payment are calculated under the employment agreements as follows: (i) for a termination by the Company without cause or by the executive for good reason, two times such executive's base salary for fiscal 2012, and (ii) in the case of termination by the Company or by the executive for good reason in connection with a change in control, as more fully described under the heading "Potential Payments Upon Termination," in the case of Ms. Miles, two and a half times her annual base salary for fiscal 2012, and in the case of Messrs. Ownby, Dunn and Brandow, two times his annual base salary for fiscal 2012.
- (3) The amounts reported as cash bonus are calculated under the employment agreements as follows: (i) for a termination by the Company without cause or by the executive for good reason, the actual bonus, pro-rated to the date of termination, that he or she would have received, plus one times such executive's target bonus, for fiscal 2012, and (ii) in the case of

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termination by the Company or by the executive for good reason in connection with a change in control, as more fully described under the heading "Potential Payments Upon Termination," in the case of Ms. Miles, the actual bonus, pro-rated to the date of termination, that she would have received, plus two times her target bonus, for fiscal 2012, and in the case of Messrs. Ownby, Dunn and Brandow, the actual bonus, pro-rated to the date of termination, that he would have received, plus one and one-half times his target bonus, for fiscal 2012.

- (4) Under our 2002 Stock Incentive Plan, upon a change in control, restrictions on all restricted stock immediately lapse, irrespective of whether such executive is terminated. Amounts reported include the value of shares of restricted stock for which such restrictions immediately would lapse upon a change in control.

**PROPOSAL 2.**  
**ADVISORY VOTE ON EXECUTIVE COMPENSATION**

Pursuant to Section 14A of the Securities Exchange Act, stockholders have an opportunity to approve, on a non-binding, advisory basis, the compensation of our named executive officers. As described in the "Compensation Discussion and Analysis" section of this proxy statement, our compensation program is designed with three key objectives: (1) to attract, retain and motivate talented executives; (2) to tie annual and long term compensation incentives to achievement of specified performance objectives; and (3) to create long term value by aligning the interests of our executives with our stockholders. To achieve these objectives, our compensation program consists of several elements, including a base salary, annual incentive compensation and equity incentives. The mix of fixed and performance based compensation, as well as the terms of the executives' employment agreements, allow the Company to tie pay to performance while retaining and attracting experienced, talented senior executives.

We believe our compensation policies and practices appropriately reward our named executive officers for the Company's performance and for their individual performances. Our pay practices are competitive and comparable to other companies of similar size and operations within our industry. We urge stockholders to read the Compensation Discussion and Analysis, the tabular disclosure regarding such compensation, and the accompanying narrative disclosure and related materials to gain a broader understanding of our compensation program.

We ask stockholders to indicate their support regarding the compensation of our named executive officers. This vote is not intended to address specific items of the compensation, but rather the overall compensation and the philosophy, policies and practices described in this proxy statement. This vote is advisory and non-binding, but our board of directors and the Compensation Committee will consider stockholders' concerns and evaluate whether actions are necessary to address those concerns.

**The board of directors unanimously recommends a vote "FOR" approval of the compensation of our named executive officers, as disclosed in this proxy statement.**

**PROPOSAL 3.**  
**APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER  
OUR ANNUAL EXECUTIVE INCENTIVE PROGRAM AND 2002 STOCK INCENTIVE PLAN**

Our board of directors previously unanimously approved the material terms for payment of cash and stock-based awards that may be deductible under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code") and, on May 7, 2008, the stockholders most recently approved such material terms. Under Section 162(m) of the Code, in order for compensation paid to be fully deductible as "performance based compensation" for federal income tax purposes, stockholders must approve the material terms for the payment of awards every five years. Our board of directors has directed that such material terms be submitted to stockholders in 2013 for re-approval. If the stockholders approve this proposal, the compensation paid pursuant to such material terms may be fully deductible by the Company under Section 162(m) of the Code. If the stockholders do not approve this proposal, awards and payments may still be made under the Company's Annual Executive Incentive Program and the Company's 2002 Stock Incentive plan, as amended (which is referred to

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herein as the "2002 Stock Incentive Plan"), however, some or all of any such payment may not be deductible by the Company.

**Stockholders are being asked only to re-approve the material terms of the performance goals under our Annual Executive Incentive Program and our 2002 Stock Incentive Plan. These terms are the same as those that the stockholders previously approved in 2008. Stockholders are not being asked to approve any amendment to our Annual Executive Incentive Program or our 2002 Stock Incentive Plan or to approve the 2002 Stock Incentive Plan itself.**

Section 162(m) of the Code generally provides that no federal income tax business expense deduction is allowed for annual compensation in excess of \$1 million paid by a publicly-traded corporation to its chief executive officer and up to three other most highly compensated officers who are included in the summary compensation table in the Company's proxy statement for the following fiscal year, excluding the chief financial officer (the "covered executive officers"), as determined in accordance with the applicable rules under the Exchange Act. There is, however, an exception to this limit on deductibility for compensation that satisfies certain conditions for "qualified performance-based compensation" set forth under Section 162(m). One of the conditions requires that if we retain the authority to change the targets under a performance goal, then we must, no later than the first stockholders meeting that occurs in the fifth year following the year in which prior stockholder approval was obtained, again disclose the material terms of the performance goals to our stockholders for re-approval. Our stockholders most recently approved the material terms of the performance goals of the Annual Executive Incentive Program and the 2002 Stock Incentive Plan at the Company's 2008 Annual Meeting.

For purposes of Section 162(m), the material terms of the performance goals include (i) the employees eligible to receive compensation under the arrangement, (ii) a description of the business criteria on which the performance goals are based, and (iii) the maximum amount of compensation that can be paid to an employee under the performance goal. These material terms are discussed below, and stockholder approval of this proposal constitutes approval of all of these terms for purposes of the Section 162(m) stockholder approval requirements.

**Background**

The Compensation Committee administers the Annual Executive Incentive Program and the 2002 Stock Incentive Plan as it pertains to employees who could be covered executive officers. Compensation Committee members must qualify as "outside directors" under Section 162(m) in order for the awards under our Annual Executive Incentive Program and our 2002 Stock Incentive Plan to qualify as deductible performance-based compensation under Section 162(m). Our Compensation Committee members meet this requirement.

**Eligibility and Participation**

The Compensation Committee may grant awards under the Annual Executive Incentive Program and the 2002 Stock Incentive Plan to officers, directors, employees, consultants or advisors of, or one who has accepted an offer to be so, the Company or of any parent or subsidiary of the Company. Four persons are currently eligible to participate in our Annual Executive Incentive Program and approximately 167 persons are currently eligible to participate in our 2002 Stock Incentive Plan.

**Performance Goals**

Under the Annual Executive Incentive Program and with respect to restricted stock awards granted under the 2002 Stock Incentive Plan that are intended to satisfy the requirements of Section 162(m), payment of incentive compensation to a participant or vesting of a restricted stock award will be contingent upon the participant's attainment of one or more performance goals. The performance goals

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will consist of one or more business criteria and a target level or levels of performance with respect to each such criteria, as established in writing by the Compensation Committee for a participant for each performance period, which is generally the Company's taxable year or a period consisting of more than one taxable year. Performance goals shall be objective and shall otherwise meet the requirements of Section 162(m) and regulations thereunder, including the requirement that the level or levels of performance targeted by the Compensation Committee result in the achievement of performance goals being "substantially uncertain."

The Compensation Committee will use the following business criteria in establishing the performance goals: (1) total stockholder return; (2) such total stockholder return as compared to total return (on a comparable basis) of a publicly available index such as, but not limited to, the Standard & Poor's 500 Stock Index; (3) net income; (4) pretax earnings; (5) EBITDA; (6) EBITDAR; (7) pretax operating earnings after interest expense and before bonuses and extraordinary or special items; (8) EBITDAR margin; (9) earnings per share; (10) return on equity; (11) return on capital; (12) return on investment; (13) operating earnings; (14) working capital; (15) ratio of debt to stockholders' equity; and (16) revenue.

As soon as practicable after the end of each performance period, the Compensation Committee will determine the amount of each award to be paid to each participant and will certify its determination in writing.

It is the Compensation Committee's practice to seek to qualify executive compensation for deductibility to the extent that such policy is consistent with the Company's overall objectives in attracting, motivating and retaining its executives. The Compensation Committee from time to time may approve payment of discretionary annual incentive compensation based on different criteria than what is described above. Any such discretionary compensation would not qualify for the exclusion from the \$1 million limitation of deductible compensation under Section 162(m) of the Code.

**Federal Income Tax Consequences**

The following is a brief summary of the material United States federal income tax consequences associated with cash awards granted under the Annual Executive Incentive Program and performance-vesting restricted stock awards under the 2002 Stock Incentive Plan. The summary is based on existing United States laws and regulations, and there can be no assurance that those laws and regulations will not change in the future. The summary does not purport to be complete and does not discuss the tax consequences upon a participant's death, or the provisions of the income tax laws of any municipality, state or foreign country in which the participant may reside. The tax consequences for any particular participant may vary based on individual circumstances.

Participants will recognize ordinary income equal to the amount of any cash award received in the year of receipt. That income will be subject to applicable income and employment tax withholding by the Company. If and to the extent that the cash payments satisfy the requirements of Section 162(m) of the Code and otherwise satisfy the requirements of deductibility under federal income tax law, the Company will receive a deduction for the amount constituting ordinary income to the participant.

Participants who vest in an award of performance-vesting restricted stock under the 2002 Plan will recognize ordinary income equal to the fair market value of the shares of stock subject to the award on the date of vesting, unless they elected under Section 83(b) of the Code to recognize compensation income in the year of the award in an amount equal to the fair market value of the shares of stock subject to the award on the date of the award. If and to the extent the award satisfies the requirement of Section 162(m) of the Code and otherwise satisfy the requirements of deductibility under federal income tax law, the Company will receive a deduction for the amount constituting ordinary income to the participant generally at the same time as the grantee recognizes ordinary income.



Table of Contents**Maximum Grants under the 2002 Stock Incentive Plan**

The maximum annual cash incentive award that may be granted to any covered executive officer in any one year based on attainment of one or more of the foregoing performance goals is \$3 million. Under the 2002 Stock Incentive Plan, the maximum equity incentive award that may be granted to any participant in any one year based on attainment of one or more of the foregoing performance goals is 2,000,000 shares.

**Equity Compensation Plan Information**

The following table sets forth, as of December 27, 2012, the number of shares of Regal's Class A common stock to be issued upon exercise of outstanding options, warrants and rights, the weighted average exercise price of outstanding options, and the number of securities available for future issuance under our equity compensation plan, after giving effect to the anti-dilution adjustments made in connection with our payment of extraordinary cash dividends on December 27, 2012, December 30, 2010, April 13, 2007, June 2, 2004 and July 1, 2003.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights(1) (a)	Weighted-average exercise price of outstanding options, warrants and rights(2) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders(3)	1,035,159	\$ 12.67	5,341,657
Equity compensation plans not approved by security holders			
<b>Total</b>	<b>1,035,159</b>	<b>\$ 12.67</b>	<b>5,341,657</b>

- (1) Represents 106,136 shares underlying unexercised options and 929,023 unearned performance shares, based on the achievement of target performance goals.
- (2) Does not take into account the unearned performance shares reported in column (a).
- (3) Consists of equity awards under the 2002 Stock Incentive Plan.

**New Plan Benefits**

Because participation and the types of awards under the 2002 Stock Incentive Plan are subject to the discretion of the Compensation Committee, the benefits or amounts that may be received by any participant or groups of participants under the 2002 Stock Incentive Plan are not currently determinable.

**The board of directors unanimously recommends a vote "FOR" approval of the material terms of the performance goals under our Annual Executive Incentive Program and our 2002 Stock Incentive Plan.**

**PROPOSAL 4  
RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Our Audit Committee has unanimously selected KPMG to be our independent registered public accounting firm for the fiscal year ending December 26, 2013, and has further directed that management submit the selection of our independent registered public accounting firm for ratification by the stockholders at the Annual Meeting.

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Ratification of the selection of KPMG by our stockholders is not required by law. As a matter of policy, however, such selection is being submitted to the stockholders for ratification at the Annual Meeting (and it is the present intention of our Audit Committee and board of directors to continue this policy). The persons designated in the enclosed proxy will vote your shares "FOR" ratification unless you include instruction in your signed proxy to the contrary. If the stockholders fail to ratify the selection of this firm, the Audit Committee will reconsider the matter.

Representatives of KPMG are expected to be present at the Annual Meeting to answer appropriate questions from the stockholders and will be given an opportunity to make a statement on behalf of KPMG should they desire to do so. None of our directors or executive officers has any substantial interest, direct or indirect, in KPMG.

**The board of directors unanimously recommends a vote "FOR" ratification of the selection of KPMG as our independent registered public accounting firm for the fiscal year ending December 26, 2013.**

**OTHER BUSINESS**

We know of no other matter to be acted upon at the Annual Meeting. If any other matters are properly brought before the Annual Meeting however, the persons named in the accompanying proxy card as proxies for the holders of Regal's Common Stock will vote thereon in accordance with their best judgment.

**OTHER INFORMATION**

Regal's audited consolidated financial statements are included in the Annual Report on Form 10-K for fiscal 2012 filed with the SEC, 100 F Street N.E., Washington, D.C. 20549. Complimentary copies of the Form 10-K as filed with the SEC may be obtained by following the instructions provided below under the heading "Availability of Report on Form 10-K."

**Costs of Proxy Statement**

The Company bears the cost of preparing, assembling and mailing this proxy statement and any other proxy materials transmitted on behalf of our board of directors. We will, upon request, reimburse brokerage firms and others for their reasonable expenses in forwarding proxy materials to the beneficial owners of our Common Stock.

**Delivery of Stockholder Documents**

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single notice of internet availability of proxy materials or proxy statement addressed to those stockholders. This process, which is commonly referred to as "householding," potentially means extra convenience for stockholders and cost savings for companies.

A number of brokers with account holders who are Regal stockholders may be householding our proxy materials, to the extent such stockholders have given their prior express or implied consent in accordance with SEC rules. A single notice of internet availability of proxy materials or proxy statement and annual report will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that it will be householding communications to your address, householding will continue until you are notified otherwise or until you revoke your consent, which is deemed to be given unless you inform the broker otherwise when you receive the original notice of householding. If, at any time, you no longer wish to participate in householding and would prefer to receive separate proxy materials,

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please notify your broker to discontinue householding and direct your written request to receive a separate notice of internet availability of proxy materials or proxy statement and annual report to the Company at: Regal Entertainment Group, Attention: Investor Relations, 7132 Regal Lane, Knoxville, Tennessee 37918, or by calling (865) 922-1123. Stockholders who currently receive multiple copies of the proxy materials at their address and would like to request householding of their communications should contact their broker.

**STOCKHOLDER PROPOSALS**

In order to include a stockholder proposal in our proxy statement and form of proxy relating to our next annual meeting of stockholders following the end of fiscal 2013, we must receive it no later than November 22, 2013. Any stockholder proposal submitted to us for consideration at next year's annual meeting but which is not intended to be included in the related proxy statement and form of proxy must be received between December 9, 2013 and January 8, 2014; otherwise, the proposal will be considered by us to be untimely and not properly brought before the meeting.

**AVAILABILITY OF REPORT ON FORM 10-K**

Upon your written request, we will provide to you a complimentary copy of our 2012 Annual Report on Form 10-K (without exhibits) as filed with the SEC. Your request should be mailed to Regal's offices, addressed as follows: Regal Entertainment Group, Attention: Investor Relations, 7132 Regal Lane, Knoxville, Tennessee 37918. A free copy of the Form 10-K may also be obtained at the Internet web site maintained by the SEC at [www.sec.gov](http://www.sec.gov) and by visiting our Internet web site at [www.regmovies.com](http://www.regmovies.com) and clicking on "Investor Relations," then on "Financial Information" and then on "SEC Filings."

By Order of the Board of Directors,

Peter B. Brandow  
*Executive Vice President,  
General Counsel and Secretary*

March 22, 2013













