

American Reprographics CO  
Form DEF 14A  
March 22, 2011

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

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

**AMERICAN REPROGRAPHICS COMPANY**  
(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

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

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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**AMERICAN REPROGRAPHICS COMPANY**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held April 28, 2011**

To Our Stockholders:

We cordially invite you to attend the 2011 Annual Meeting of Stockholders of American Reprographics Company. The annual meeting will take place at the Diablo Country Club, 1700 Clubhouse Road, Diablo, California 94528 on Thursday, April 28, 2011, at 9:00 a.m. PDT. We look forward to your attendance either in person or by proxy.

The purpose of the annual meeting is to:

1. Elect the seven directors named in the proxy statement for the 2011 annual meeting of stockholders, each for a term of one year or until their successors are elected and qualified;
2. Ratify the appointment of Deloitte & Touche LLP as American Reprographics Company's independent auditors for fiscal year 2011;
3. To hold an advisory, non-binding vote on executive compensation;
4. To hold an advisory, non-binding vote on the frequency of stockholder votes on executive compensation;
5. To re-approve the American Reprographics Company 2005 Stock Plan for the purposes of Section 162(m) of the Internal Revenue Code; and
6. To transact any other business that may properly come before the annual meeting and any postponements or adjournments of the annual meeting.

The foregoing items of business are more fully described in the proxy statement accompanying this notice of annual meeting of stockholders. Only stockholders of record at the close of business on March 10, 2011 will receive notice of, and be eligible to vote at, the annual meeting or any postponements or adjournments of the annual meeting. A list of such stockholders will be available at the annual meeting and during ordinary business hours ten days prior to the annual meeting at the principal executive offices of American Reprographics Company at 1981 North Broadway, Suite 385, Walnut Creek, California 94596. If you would like to review the stockholder list, please contact our principal executive offices at 925-949-5100 to schedule an appointment.

A copy of American Reprographics Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 is included with this mailing.

By order of the Board of Directors,

Jonathan R. Mather  
*Chief Financial Officer and Secretary*

March 22, 2011

**Important Notice Regarding the Availability of Proxy Materials  
for the Annual Meeting of Stockholders to Be Held on April 28, 2011**

**This proxy statement and our 2010 Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).**

**YOUR VOTE IS VERY IMPORTANT**

**Please read the proxy statement and the voting instructions on the enclosed proxy card. Then, whether or not you plan to attend the annual meeting in person, and no matter how many shares you own, please complete, sign, date and promptly return the enclosed proxy card in the enclosed return envelope. This will ensure that your vote is counted even if you cannot attend the annual meeting in person. The enclosed return envelope requires no additional postage if mailed in either the United States or Canada.**

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**AMERICAN REPROGRAPHICS COMPANY**  
**2011 ANNUAL MEETING OF STOCKHOLDERS**

**PROXY STATEMENT**

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**AMERICAN REPROGRAPHICS COMPANY  
1981 North Broadway, Suite 385  
Walnut Creek, California 94596  
(925) 949-5100**

**March 22, 2011**

**PROXY STATEMENT**

The Board of Directors of American Reprographics Company is furnishing you with this proxy statement in connection with the solicitation of proxies on its behalf for the 2011 Annual Meeting of Stockholders. The meeting will take place at the Diablo Country Club, 1700 Clubhouse Road, Diablo, California 94528 on Thursday, April 28, 2011, at 9:00 a.m. PDT. In this proxy statement, we refer to American Reprographics Company as the Company, we, us, our or ARC.

By submitting your proxy (by signing and returning the enclosed proxy card), you authorize Jonathan R. Mather, Chief Financial Officer and Secretary of ARC, and Kumarakulasingam Suriyakumar, the Chairman of the Board, President, Chief Executive Officer and a director of ARC, to represent you and vote your shares at the meeting in accordance with your instructions. They also may vote your shares to adjourn the meeting and will be authorized to vote your shares at any postponements or adjournments of the meeting.

We are first sending this proxy statement, form of proxy and accompanying materials to stockholders on or about March 22, 2011.

***YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE PROMPTLY COMPLETE AND SUBMIT YOUR PROXY CARD INCLUDED IN THE ENCLOSED ENVELOPE.***

**ANNUAL MEETING AND VOTING INFORMATION**

The board seeks your proxy for use in voting at the annual meeting or any postponements or adjournments of the meeting. The annual meeting will be held at the Diablo Country Club, 1700 Clubhouse Road, Diablo, California 94528 on Thursday, April 28, 2011, at 9:00 a.m. PDT. We intend to begin mailing this proxy statement, the attached notice of annual meeting, the accompanying proxy card and our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 on or about March 22, 2011 to all holders of our common stock entitled to vote at the meeting. Our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 does not constitute a part of the proxy solicitation materials and is not incorporated by reference into this proxy statement.

**Purpose of the Annual Meeting**

At the annual meeting, stockholders of ARC will vote on the following items:

1. The election of the seven directors named in this proxy statement, each for a term of one year or until their successors are elected and qualified;
2. Ratification of the appointment of Deloitte & Touche LLP as the Company's independent auditors for fiscal year 2011;
3. An advisory, non-binding vote on executive compensation;

4. An advisory, non-binding vote on the frequency of stockholder votes on executive compensation; and
5. Re-approval of the American Reprographics Company 2005 Stock Plan for the purposes of Section 162(m) of the Internal Revenue Code.

Stockholders also will transact any other business that may properly come before the meeting. Members of ARC's management team and representatives of Deloitte & Touche LLP, the Company's independent auditors for fiscal year 2011, will be present at the meeting to respond to appropriate questions from stockholders. Representatives of Deloitte & Touche LLP will also make a statement if they so desire.

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### **Admission to the Annual Meeting**

All record or beneficial owners of ARC's common stock may attend the annual meeting in person. When you arrive at the annual meeting, please present photo identification, such as a valid driver's license. Beneficial owners must also provide evidence of stock holdings, such as a recent brokerage account or bank statement showing ownership of ARC common stock on the record date of March 10, 2011. ARC also has invited certain ARC employees and certain agents of the Company to attend the annual meeting.

### **Record Date**

The record date for the annual meeting is March 10, 2011. Only stockholders of record at the close of business on that date are entitled to vote at the meeting. The only class of stock entitled to be voted at the meeting is ARC's common stock. Each outstanding share of common stock is entitled to one vote for all matters presented for a vote at the meeting. At the close of business on the record date, there were 45,742,809 shares of ARC common stock outstanding.

### **Quorum**

A quorum must be present at the meeting for any business to be conducted. The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of ARC common stock outstanding on the record date will constitute a quorum. Proxies received but marked as abstentions or treated as broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting for quorum purposes. If a quorum is not present at the scheduled time of the meeting, the stockholders who are represented may adjourn the meeting until a quorum is present. The time and place of the adjourned meeting will be announced at the time the adjournment is taken, and no other notice will be given.

### **Required Vote**

*Proposal 1.* The affirmative vote of a plurality of the votes cast at the meeting is required to elect the seven nominees for director named in Proposal 1. This means that the seven nominees for director receiving the highest number of votes cast will be elected. If you vote to abstain or withhold your vote with respect to one or more nominees, your shares will not be voted with respect to the person or persons indicated, although they will be counted for purposes of determining whether there is a quorum.

*Proposals 2, 3, 4 and 5.* Approval of Proposals 2, 3, 4 and 5 requires the affirmative vote of a majority of the shares present at the meeting in person or by proxy and entitled to vote.

### **Routine and Non-Routine Matters**

Proposal 2 (ratification of the appointment of Deloitte & Touche LLP as our independent auditors for 2011) is a routine matter under the New York Stock Exchange Rules. A broker or other nominee may vote in their discretion on behalf of clients that have not provided voting instructions.

Proposal 1 (election of directors), Proposal 3 (advisory vote on executive compensation), Proposal 4 (advisory vote on frequency of future advisory stockholder votes on executive compensation) and Proposal 5 (re-approval of the American Reprographics Company 2005 Stock Plan, as amended (the "Plan") for the purposes of Section 162(m) of the Internal Revenue Code) are non-routine matters under the New York Stock Exchange rules. This means that if your shares are held by your broker or other nominee in street name, and you do not provide your broker or other nominee with instructions on how to vote your shares, your broker or nominee will not be permitted to vote your shares on Proposals 1, 3, 4 and 5. This will result in broker non-votes.

**Voting Shares Held in Street Name**

If your shares are held by a broker or other nominee, you are considered the beneficial owner of shares held in street name. If your shares are held in street name, these proxy materials are being forwarded to you by your broker or nominee (the record holder), along with a voting instruction card. As the beneficial owner of shares held in street name, you have the right to instruct your broker or nominee how to vote your shares and your broker or

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nominee is required to vote your shares in accordance with your instructions. If you do not give instructions to your broker or nominee, your broker or nominee will nevertheless be entitled to vote your shares with respect to routine items, but will not be permitted to vote your shares with respect to non-routine items. See the item above entitled Routine and Non-Routine Matters for additional details on routine and non-routine matters.

As the beneficial owner of shares, you are invited to attend the meeting. If you are a beneficial owner, however, you may not vote your shares in person at the meeting unless you obtain a proxy form from the record holder of your shares.

## **Treatment of Abstentions, Withhold Votes and Broker Non-Votes**

*Abstentions and Withhold Votes.* You may vote to abstain or withhold your vote on any of the matters to be voted on at the annual meeting. Abstentions and withhold votes will be treated as shares present for determining whether a quorum is present at the annual meeting. Abstentions and withhold votes will have no effect on the vote to elect our directors (Proposal 1), who are elected by a plurality of votes, but will be counted as votes against the ratification of the appointment of our independent auditors, the proposals regarding advisory, non-binding votes on executive compensation and frequency of future non-binding stockholder votes on executive compensation and re-approval of the Plan for the purposes of Section 162(m) of the Internal Revenue Code (Proposals 2, 3, 4 and 5).

*Broker Non-Votes.* Broker non-votes occur when a broker or other nominee is unable to vote on a non-routine item because of lack of instructions from the beneficial holder (or the holder in street name). Shares that are subject to broker non-votes will be treated as shares present for quorum purposes, but will not be counted for or against any particular proposal. If you do not provide your broker or nominee with instructions on how to vote your shares held in street name, your broker or nominee will not be permitted to vote your shares on non-routine items. Under the rules of the New York Stock Exchange, Proposals 1, 3, 4 and 5 are non-routine items and Proposal 2 is a routine item. Your broker or nominee is not entitled to vote your shares on Proposals 1, 3, 4 and 5 without specific instructions from you on how to vote. Your broker or nominee is entitled, however, to vote your shares on Proposal 2 without your instructions. **If you are the beneficial owner of ARC shares, we strongly encourage you to provide instructions to your broker regarding the voting of your shares.**

## **Voting Instructions**

If you properly complete and sign the accompanying proxy card and return it in the enclosed envelope, it will be voted in accordance with your instructions. By doing so, you are authorizing the individuals listed on the proxy card to vote your shares in accordance with your instructions. The enclosed envelope requires no additional postage if mailed in either the United States or Canada.

If you are a record holder, and attend the meeting in person, you may deliver your completed proxy card in person at the meeting. Additionally, we will pass out written ballots to record holders who wish to vote in person at the meeting. If you attend the annual meeting, please bring the enclosed proxy card or proof of identification. If you are the beneficial holder of shares held in street name, and you wish to vote at the meeting, you will need to obtain a proxy, executed in your favor, from your broker or other nominee and bring it with you to the meeting.

If your shares are held in street name, you may be able to vote your shares electronically by telephone or on the internet. A large number of banks and brokerage firms participate in a program provided through Broadridge Financial Solutions, Inc. that offers telephone and internet voting options. If your shares are held in an account at a bank or brokerage firm that participates in such a program, you may vote those shares electronically by telephone or on the internet by following the instructions set forth on the voting form provided to you by your record holder.

**Revoking your Proxy**

If you are the record holder of your shares, you may revoke your proxy at any time before your shares are voted and change your vote:

by signing another proxy with a later date and delivering it prior to the annual meeting in accordance with the instructions set forth in this proxy statement;

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by giving written notice of your revocation to the corporate secretary of ARC prior to or at the meeting or by voting in person at the meeting; or

by attending the annual meeting and voting in person.

Your attendance at the meeting itself will not revoke your proxy unless you give written notice of revocation to our secretary before your proxy is voted or you vote in person at the meeting. Any written notice of revocation, or later dated proxy, should be delivered to:

American Reprographics Company  
535 North Brand Boulevard, Suite 900  
Glendale, California 91203  
Attention: Jonathan R. Mather, Secretary

If your shares are held by a broker or other nominee, you must contact them in order to find out how to change your vote.

## **Tabulating Votes**

Broadridge Financial Solutions, Inc. will tabulate and certify the votes. In addition, Broadridge Financial Solutions, Inc. will provide an inspector of elections at the annual meeting.

## **Solicitation of Proxies**

ARC is soliciting the proxies and will bear the entire cost of this solicitation, including the preparation, assembly, printing and mailing of this proxy statement and any additional materials furnished to our stockholders. Copies of solicitation materials will be furnished to banks, brokerage houses and other agents holding shares in their names that are beneficially owned by others so that they may forward the solicitation materials to the beneficial owners. In addition, if asked, we will reimburse these persons for their reasonable expenses in forwarding the solicitation materials to the beneficial owners. We have asked banks, brokerage houses and other custodians, nominees and fiduciaries to forward all solicitation materials to the beneficial owners of the shares they hold of record.

## **Other Business**

We know of no other business that will be presented at the meeting. If any other matter properly comes before the Company's stockholders for a vote at the meeting, the proxy holders will vote your shares in accordance with their best judgment.

## **PROPOSAL 1 ELECTION OF DIRECTORS**

### **Nominees for Director**

The board currently consists of seven directors, each of whom has been nominated to serve for a term of one year or until their successors are duly elected and qualified. Our board is not classified and thus all of our directors are elected annually.

Each of the nominees has consented to being named in this proxy statement and has agreed to serve as a member of the board if elected. The Company has no reason to believe that any nominee will be unable to serve. If a nominee is

unable to stand for election, the board may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee, unless you have withheld authority to vote.

The affirmative vote of a plurality of the votes cast at the meeting is required to elect the seven director nominees listed below. This means that the seven nominees receiving the highest number of affirmative votes of the shares entitled to be voted for them will be elected as directors.

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The following table sets forth, with respect to each nominee, his name, the year in which he first became a director of ARC, and his age as of March 1, 2011.

Name	Year Elected	Age
Kumarakulasingam Suriyakumar	1998 <sup>(1)</sup>	57
Thomas J. Formolo	2000 <sup>(2)</sup>	46
Dewitt Kerry McCluggage	2006	56
James F. McNulty	2009	68
Mark W. Mealy	2005	53
Manuel Perez de la Mesa	2002 <sup>(3)</sup>	53
Eriberto R. Scocimara	2006	75

(1) Served as an advisor of American Reprographics Holdings, L.L.C., a California limited liability company ( Holdings ) since 1998 and as a director of ARC since October 2004. We were previously organized as Holdings and immediately prior to our initial public offering on February 9, 2005, we reorganized as American Reprographics Company, a Delaware corporation.

(2) Served as an advisor of Holdings since 2000 and as a director of ARC since October 2004.

(3) Served as an advisor of Holdings since 2002 and as a director of ARC since October 2004.

The following is a brief description of the principal occupation and business experience of each of our directors and their other affiliations.

*Kumarakulasingam ( Suri ) Suriyakumar* has served as our President and Chief Executive Officer since June 1, 2007, and he served as our President and Chief Operating Officer from 1991 until his appointment as Chief Executive Officer. On July 24, 2008, Mr. Suriyakumar was appointed Chairman of our board of directors. Mr. Suriyakumar served as an advisor of Holdings from March 1998 until his appointment as a director of American Reprographics Company in October 2004. Mr. Suriyakumar joined Micro Device, Inc. (our predecessor company) in 1989. He became the Vice President of Micro Device, Inc. in 1990. Prior to joining the Company, Mr. Suriyakumar was employed with Aitken Spence & Co. LTD, a highly diversified conglomerate and one of the five largest corporations in Sri Lanka. Mr. Suriyakumar is an active member of the International Reprographics Association (IRgA).

*Thomas J. Formolo* served as an advisor of Holdings from April 2000 until his appointment as a director of American Reprographics Company in October 2004. Since 1997, Mr. Formolo has been a partner of CHS Capital LLC (formerly known as Code Hennessy & Simmons LLC), or CHS, a private equity firm based in Chicago, Illinois, that specializes in leveraged buyout and recapitalizations of middle market companies in partnership with company management through its private equity funds. He has been employed by CHS's affiliates since 1990 and has been a member of the management committee since 2001. Mr. Formolo is currently a director of the following companies: AMF Bowling Worldwide, Inc., QubicaAMF Worldwide, S.a.r.L., Heartland Dental Care, Inc., Web Service Company, LLC and American Laser Skin Care.

*Dewitt Kerry McCluggage* was appointed a director of American Reprographics Company in February 2006 and lead independent director in 2007. Mr. McCluggage currently serves as the President of Craftsman Films, Inc., which produces motion pictures and television programs, a company he started in January 2002. An active investor in

media-related companies, Mr. McCluggage currently serves as a director of ContentFilm (AIM: CFL), a UK-based, publicly-traded distributor of film and television products, and is actively involved with Trifecta Entertainment, LLC, offering independent syndication sales and barter advertising in the U.S. From 1991 to 2003, Mr. McCluggage served as Chairman of the Paramount Television Group where he was responsible for overseeing television operations. Prior to that, Mr. McCluggage served as President of Universal Television from 1987 to 1991.

*James F. McNulty* was elected as a director of American Reprographics Company in March 2009 to fill a vacancy created by the resignation of Sathiyamurthy Chandramohan from the board effective July 24, 2008. Mr. McNulty served as Chief Executive Officer of Parsons Company ( Parsons ), an international engineering, construction and management services firm based in Pasadena, California, from April 1996 until January 2008 and



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as Chairman of the board of directors of Parsons from January 1998 until November 2008. Mr. McNulty currently serves as a director of American States Water Company (NYSE: AWR).

*Mark W. Mealy* was appointed as a director of American Reprographics Company in March 2005. Mr. Mealy has served as Managing Partner of Colville Capital LLC, a private equity firm, since October 2005. Mr. Mealy also served as the Managing Director and Group Head of Mergers and Acquisitions of Wachovia Securities, Inc., an investment banking firm, from March 2000 until October 2004. Mr. Mealy served as the Managing Director, Mergers and Acquisitions, of First Union Securities, Inc., an investment banking firm, from April 1998 to March 2000, and as the Managing Director of Bowles Hollowell Conner & Co., an investment banking firm, from April 1989 to April 1998. Mr. Mealy is a current director of the following companies: Insource Performance Solutions, LLC and McCoy Sales Company.

*Manuel Perez de la Mesa* served as an advisor of Holdings from July 2002 until his appointment as a director of American Reprographics Company in October 2004. Mr. Perez de la Mesa has been Chief Executive Officer of Pool Corporation (NASDAQ: POOL), a wholesale distributor of swimming pool supplies and related equipment, since May 2001 and has also been the President of Pool Company since February 1999. Mr. Perez de la Mesa served as Chief Operating Officer of Pool Company from February 1999 to May 2001. Mr. Perez de la Mesa serves as a director of Pool Company.

*Eriberto R. Scocimara* was elected as a director of American Reprographics Company in May 2006. Mr. Scocimara has served as the President and Chief Executive Officer of the Hungarian-American Enterprise Fund, a privately managed investment company created by the President and Congress of the United States and funded by the U.S. Government, since 1994. Mr. Scocimara also has served as the President and Chief Executive Officer of Scocimara & Company, Inc, a financial consulting firm, since 1984. Mr. Scocimara has over 40 years of experience in corporate management, acquisitions and operational restructuring. Mr. Scocimara currently serves as a director of Euronet Worldwide, Inc. (NASDAQ: EEFT), Rockwood Holdings L.P. and Kane Manufacturing Co., Inc. and previously served as a director of Carlisle Companies Incorporated (NYSE: CSL), Roper Industries, Inc. (NYSE: ROP) and Quaker Fabric Company.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF EACH OF THE SEVEN DIRECTOR NOMINEES LISTED ABOVE**

**PROPOSAL 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS**

**Appointment of Auditors**

Deloitte & Touche LLP ( Deloitte ) was appointed as our independent auditors for the fiscal year ended December 31, 2010 and has audited our financial statements for the 2010 fiscal year. The Audit Committee has appointed Deloitte to be our independent auditors for the fiscal year ending December 31, 2011. ARC stockholders are asked to ratify this appointment at the 2011 annual meeting. Representatives of Deloitte will be present at the meeting to respond to appropriate questions and to make a statement if they so desire.

**Auditor Fees**

A summary of the services provided by Deloitte, our independent auditors for the fiscal years ended December 31, 2010 and 2009, and fees billed for such services (in thousands), is as follows:

**2010            2009**

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Audit fees <sup>(a)</sup>	\$ 900	\$ 800
Audit related fees <sup>(b)</sup>	143	88
Tax fees	12	
All other fees	350	
	\$ 1,405	\$ 888

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- (a) Consists of aggregate fees billed or expected to be billed for professional services rendered for the audit of our annual consolidated financial statements for the fiscal years ended December 31, 2010 and 2009, reviews of condensed consolidated financial statements in the Company's quarterly reports on Form 10-Q for the fiscal years ended December 31, 2010 and 2009.
- (b) Consists of aggregate fees billed or expected to be billed for assurance and related services reasonably related to the performance of the audit or review of the Company's financial statements for the fiscal years ended December 31, 2010 and 2009 and are not included in the audit fees listed above. This category includes fees related to accounting consultations, consultations concerning financial accounting and reporting standards, and audit services not required by statute or regulation.

**Pre-Approval of Audit and Non-Audit Services**

The Audit Committee has adopted a pre-approval policy governing the engagement of the Company's independent registered public accounting firm for all audit and non-audit services. The Audit Committee's pre-approval policy provides that the Audit Committee must pre-approve all audit services and non-audit services to be performed for the Company by its independent registered public accounting firm prior to their engagement for such services. The Audit Committee pre-approval policy establishes pre-approved categories of certain non-audit services that may be performed by the Company's independent registered public accounting firm during the fiscal year, subject to dollar limitations that may be set by the Audit Committee. Pre-approved services include certain audit related services, tax services and various non-audit related services. The term of any pre-approval is 12 months from the date of pre-approval, unless the Audit Committee specifically provides for a different period. The Audit Committee may delegate pre-approval authority to one or more of its members. The member(s) to whom such authority is delegated must report any pre-approval decisions to the Audit Committee at its next meeting. One hundred percent of the services provided by Deloitte during 2010 and 2009 were approved by the Audit Committee in accordance with the pre-approval procedures described above.

Under Company policy and/or applicable rules and regulations, the independent registered public accounting firm is prohibited from providing the following types of services to the Company: (1) bookkeeping or other services related to the Company's accounting records or financial statements, (2) financial information systems design and implementation, (3) appraisal or valuation services, fairness opinions or contribution-in-kind reports, (4) actuarial services, (5) internal audit outsourcing services, (6) management functions, (7) human resources, (8) broker-dealer, investment advisor or investment banking services, and (9) legal services.

The Audit Committee has sole authority to appoint ARC's independent auditors for fiscal year 2011 pursuant to the terms of the Audit Committee Charter. Accordingly, stockholder approval is not required to appoint Deloitte as ARC's independent auditors for fiscal year 2011. The board believes, however, that submitting the appointment of Deloitte to the stockholders for ratification is a matter of good corporate governance. If the stockholders do not ratify the appointment of Deloitte, the Audit Committee will review its future selection of independent auditors.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE RATIFICATION OF DELOITTE & TOUCHE LLP AS ARC'S INDEPENDENT AUDITORS FOR FISCAL YEAR 2011**

**PROPOSAL 3 ADVISORY, NON-BINDING VOTE ON EXECUTIVE COMPENSATION**

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), which was enacted in 2010, requires U.S. public companies to propose an advisory, non-binding stockholder vote on executive compensation.

The Company has designed its executive compensation program to attract, motivate, reward and retain our senior executives in order to achieve our corporate objectives and increase long-term stockholder value. We believe that our executive compensation program is focused on a pay-for-performance philosophy and is thus aligned with long-term stockholder interests. The Compensation Discussion and Analysis section, beginning on page 24 of this

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proxy statement, describes the Company's executive compensation program in greater detail. In particular, stockholders should note the following goals of the Company's executive compensation program:

To establish pay levels that attract, retain and motivate highly qualified executive officers, taking into account overall market competition for such talent;

To foster an ownership mentality and align the interests of our executive officers with those of our stockholders through long-term equity incentives;

To recognize and reward superior individual performance;

To balance base and incentive compensation to complement our short-term and long-term business objectives and encourage the fulfillment of those objectives through individual performance; and

To provide compensation opportunities based on the Company's performance.

For the reasons stated above, we are requesting approval, in a non-binding vote, of the following resolution:

RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to the compensation rules of the United States Securities and Exchange Commission, including in the Compensation Discussion and Analysis, the compensation tables and the related narrative discussion contained in the Company's 2011 Proxy Statement, is approved.

The stockholder vote on Proposal 3 is advisory in nature and, thus, is not binding on the Company. The Compensation Committee, however, values the views expressed by the Company's stockholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for the Company's executive officers.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR  
THE APPROVAL OF THE COMPENSATION OF OUR EXECUTIVE OFFICERS DISCLOSED IN THE  
COMPENSATION DISCUSSION AND ANALYSIS AND RELATED DISCLOSURES  
IN THE 2011 PROXY STATEMENT**

**PROPOSAL 4  
ADVISORY, NON-BINDING VOTE ON THE FREQUENCY OF STOCKHOLDER VOTES ON  
EXECUTIVE COMPENSATION**

As described in Proposal 3 above, the Company is providing its stockholders with the opportunity to cast a non-binding, advisory vote on executive compensation in accordance with the requirements of the Dodd-Frank Act. Proposal 4 provides stockholders with the opportunity to cast a non-binding, advisory vote on how often the Company should include advisory stockholder votes on executive compensation in its proxy materials for future annual stockholder meetings. Under Proposal 4, stockholders may vote to have an advisory vote on executive compensation every year, every two years or every three years.

The Company believes that stockholder advisory votes on executive compensation should be conducted every three years for the following reasons:

Providing for an advisory vote on executive compensation every three years would permit stockholders, management and the Compensation Committee to evaluate the effectiveness of our executive compensation program on long-term Company performance.

The three-year approach would allow stockholders to engage in more thoughtful analysis and voting by allowing more time between votes.

A three-year cycle will provide management and the Compensation Committee sufficient time to thoughtfully respond to stockholders' views, to implement any necessary and appropriate changes to our executive compensation program and to evaluate the results of such changes before the next stockholder advisory vote.

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In considering their votes, stockholders may wish to review the information presented in connection with Proposal 3 and the Compensation Discussion and Analysis section, beginning on page 24 of this proxy statement, which describes the Company's executive compensation program in greater detail.

The stockholder vote on Proposal 4 is advisory in nature and, thus, is not binding on the Company. The Company, however, values the views expressed by the Company's stockholders in their vote on this proposal and will consider the outcome of the vote when making its decision on how frequently it will conduct advisory stockholder votes on executive compensation at future annual stockholder meetings.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR A THREE YEAR FREQUENCY OF THE ADVISORY, NON-BINDING VOTE ON EXECUTIVE COMPENSATION**

**PROPOSAL 5**

**RE-APPROVAL OF THE AMERICAN REPROGRAPHICS COMPANY 2005 STOCK PLAN FOR THE PURPOSES OF SECTION 162(M) OF THE INTERNAL REVENUE CODE**

**Background**

Stockholders approved the Plan prior to the completion of our initial public offering in 2005. The Plan requires stockholder re-approval this year to retain deductibility under Section 162(m) of the Internal Revenue Code (the Code) for benefits paid under the Plan.

The Board believes restricted stock, stock appreciation rights and other stock-based incentives play an important role in retaining the services of outstanding personnel and in encouraging such individuals to have a greater financial investment in the Company. The Company adopted the Plan effective February 2005 and terminating February 2015, unless the Board terminates it earlier or extends it with stockholder approval. The Board has, in the past, approved non-material amendments to the Plan that include:

providing that non-discretionary grants of restricted stock awards with fair market values of fifty thousand dollars (\$50,000) will be provided to non-employee directors at each annual meeting, such awards to vest twelve (12) months after such annual meeting; and

clarifying the definition of fair market value.

We are not seeking to change the termination date in the Plan. A summary of the Plan's material features are set forth below. The complete text of the Plan, as amended, is set forth in Appendix A to this proxy statement. The summary of the Plan set forth below is qualified in its entirety by reference to Appendix A.

**Summary of the Plan**

*Shares and Plan Benefits.* As of December 31, 2010, out of a total of 6,500,000 shares reserved for issuance under the Plan, 2,811,705 remained available for grant. Currently there are 164 participants in the Plan. Because awards under the Plan are granted at the discretion of the Compensation Committee, it is not possible for us to determine the amount of future awards that may be granted to the executive officers listed in the Summary Compensation Table of this proxy statement or to any other potential plan participants. As of December 31, 2010, the following types of grants were outstanding under the Plan:

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	All participants	All executive officers	All directors (not executive officers)	All employees
Incentive stock options				
Nonstatutory stock options	2,156,922	662,858	75,047	1,973,875
Restricted stock awards	542,399	133,757	103,692	438,707

*Type of Awards.* The Plan provides for the discretionary grant of incentive stock options (within the provisions of Section 422 of the Internal Revenue Code) to employees, including officers and employee directors, and for the discretionary grant of nonstatutory stock options, stock appreciation rights, restricted stock awards, and



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restricted stock unit awards to employees, directors and consultants. No person may be granted options or stock appreciation rights under the Plan covering more than 500,000 shares of common stock in any calendar year.

*Reservation of Shares.* The total shares of common stock currently reserved and authorized for issuance under the Plan equals 2,811,705 shares of common stock. The board may elect to increase, with stockholder approval, or reduce the number of additional shares authorized in any given year. In the event of a stock split or other alteration in our capital structure, appropriate adjustments will be made to the authorized shares and outstanding awards to prevent dilution or enlargement of participants' rights.

*Administration.* Our Compensation Committee, which generally administers the Plan, has the authority to determine the terms of the options, restricted stock, and restricted stock units, or stock appreciation rights granted, including the exercise price of the option or purchase price for a restricted stock grant or restricted stock unit; the number of shares subject to each option or restricted stock grant or the number of restricted stock units or stock appreciation rights; the vesting and exercise forms of each award; and the form of consideration payable upon the exercise of each option or stock purchase right.

*Nonassignability.* Generally, options, restricted stock or other awards granted under the Plan are not transferable by the participant, and each option is exercisable during the lifetime of the participant and only by such participant.

*Stock Options.* The exercise price of nonstatutory stock options and stock purchase rights granted under the Plan is determined by the compensation committee. With respect to nonstatutory stock options, the exercise price must be at least equal to the fair market value of our common stock on the date of grant. The exercise price of all incentive stock options must be at least equal to the fair market value of the common stock on the date of grant. With respect to any participant who owns stock possessing more than 10% of the voting power of all classes of our outstanding capital stock, the exercise price of any incentive stock option granted must be at least equal to 110% of the fair market value on the grant date and the term of such incentive stock option must not exceed five years. The term of all other options granted under the Plan may not exceed 10 years. Options granted under the Plan vest at the rate specified in the option agreement. Unless the terms of an optionholder's stock option agreement provide for earlier or later termination, if an optionholder's service with us, or any affiliate of ours, ceases due to disability or death, the optionholder, or his or her beneficiary, may exercise any vested options up to 12 months, or 18 months in the event of death, after the date such service ends. If an optionholder's service with us, or any affiliate of ours, ceases without cause for any reason other than disability or death, the optionholder may exercise any vested options up to three months from cessation of service, unless the terms of the stock option agreement provide for earlier or later termination. If an optionholder's service with us, or any affiliate of ours, ceases with cause, the option will terminate at the time such service ceases. In no event may an option be exercised after its expiration date.

*Restricted Stock Awards.* Restricted stock awards granted under the Plan may be either in the form of a restricted stock purchase right, giving the participant a right to immediately purchase common stock, or in the form of a restricted stock award, for which the participant will be required to furnish consideration in the form of services to us (in consideration for past services to us). The purchase price shall be equal to the fair market value of the common stock on the date of grant. Restricted stock awards may be subject to vesting conditions based upon such services to be rendered as specified by the committee, and the shares acquired may not be transferred by the participant until vested. If a restricted stock award recipient's service with us, or any affiliate of ours, terminates, we may reacquire all of the shares of our common stock issued to the recipient pursuant to a restricted stock award which have not vested as of the date of termination. Participants holding restricted stock will be permitted to vote the shares and receive any dividends paid in cash.

*Restricted Stock Units.* Restricted stock units granted under the Plan represent a right to receive payment for units in the form of cash or shares of our common stock at a future date determined in accordance with the participant's award

agreement. The consideration for a restricted stock unit award may be payable in any form permitted under applicable laws. Restricted stock unit awards shall be granted subject to vesting conditions as determined by the compensation committee. Participants have no voting rights or rights to receive cash dividends with respect to restricted stock unit awards until shares of common stock are issued in settlement of such awards. However, the compensation committee may grant restricted stock units that entitle their holders to receive dividend equivalents, which are rights to receive additional restricted stock units for a number of shares whose value is equal