MONSTER WORLDWIDE, INC.
Form DEF 14A
April 28, 2016
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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 þ
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))
þ Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Pursuant to § 240.14a-12
Monster Worldwide, Inc.
(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):
þ 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):

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¨ Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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April 28, 2016

Dear Stockholder:

You are cordially invited to attend our Annual Meeting of Stockholders to be held on Tuesday, June 7, 2016 at 10:00 a.m., Eastern Time. This year we will again be conducting a completely virtual meeting via live webcast. You will be able to attend the meeting and submit questions during the meeting by visiting www.virtualshareholdermeeting.com/MWW2016. You will also be able to vote your shares electronically at the meeting, other than shares held through our 401(k) Plan which must be voted prior to the meeting.

At the Annual Meeting, you will be asked to:

1. elect seven directors from among the nominees described in the enclosed Proxy Statement;
2. ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016;
3. hold an advisory vote to approve the compensation of our named executive officers; and
4. transact such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

Whether or not you plan to participate in the Annual Meeting, it is important that your shares be represented. Accordingly, you are requested to vote at your earliest convenience. You may vote by internet or telephone. If you received a printed copy of the proxy materials, you may also vote by mail by signing, dating and returning the enclosed proxy card.

Thank you for your cooperation.

Very truly yours,

EDMUND P. GIAMBASTIANI, JR. Chairman of the Board of Directors	TIMOTHY T. YATES Chief Executive Officer and Chief Financial Officer

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MONSTER WORLDWIDE, INC.
133 BOSTON POST ROAD, BUILDING 15
WESTON, MASSACHUSETTS 02493
(978) 461-8000

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The 2016 Annual Meeting of Stockholders of Monster Worldwide, Inc. will be held on Tuesday, June 7, 2016 at 10:00 a.m., Eastern Time. The Annual Meeting will be conducted via live webcast at www.virtualshareholdermeeting.com/MWW2016. At the Annual Meeting, the stockholders will be asked to:

1. elect seven directors from among the nominees described in this Proxy Statement;
2. ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016;
3. hold an advisory vote to approve the compensation of our named executive officers; and
4. transact such other business as may properly come before the Annual Meeting or any postponement or adjournment thereof.

All stockholders of record at the close of business on April 8, 2016 will be entitled to notice of and to vote at the Annual Meeting or any postponements or adjournments thereof. Instructions for attending the Annual Meeting are included on page 1 of this Proxy Statement.

Whether or not you plan to participate in the Annual Meeting, it is important that your shares be represented. Accordingly, you are requested to vote at your earliest convenience. You may vote by internet or telephone. If you received a printed copy of the proxy materials, you may also vote by mail by signing, dating and returning the enclosed proxy card. Voting now will not limit your right to change your vote or to participate in the live webcast of the Annual Meeting.

MICHAEL C. MILLER
Executive Vice President, General
Counsel and Secretary

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PROXY STATEMENT

This Proxy Statement contains information relating to the 2016 Annual Meeting of Stockholders of Monster Worldwide, Inc. (referred to in this Proxy Statement as "we," "our," "us," "Monster" or the "Company") to be held on Tuesday, June 7, 2016, beginning at 10:00 a.m., Eastern Time, and any postponements or adjournments thereof. The Annual Meeting will be conducted via live webcast at www.virtualshareholdermeeting.com/MWW2016.

We are mailing a printed copy of this Proxy Statement, a proxy card and the 2015 Annual Report of the Company to certain stockholders and a Notice Regarding the Availability of Proxy Materials (the "Notice of Internet Availability") to other stockholders beginning on or around April 28, 2016. The Annual Report being made available on the internet and mailed with the Proxy Statement is not part of the proxy-soliciting materials.

ABOUT THE MEETING AND THE PROXY MATERIALS

What is the purpose of the Annual Meeting?

At our Annual Meeting, stockholders will act upon the matters outlined in the Notice of Annual Meeting of Stockholders on the cover page of this Proxy Statement, consisting of: (1) the election of directors from among the nominees described in this Proxy Statement; (2) the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016; and (3) an advisory vote to approve named executive officer compensation. In addition, management will respond to questions from stockholders. The Board of Directors is not currently aware of any other matters that will come before the Annual Meeting.

Proxies for use at the Annual Meeting are being solicited by the Board of Directors of the Company. Should it appear desirable to do so in order to ensure adequate representation of shares at the Annual Meeting, officers and employees of the Company may communicate with stockholders, banks, brokers and others by telephone, in writing or in person to request that proxies be furnished. All expenses incurred in connection with this solicitation will be borne by the Company. We have engaged Innisfree M&A Incorporated ("Innisfree") to assist in the distribution of proxy materials and the solicitation of proxies. We will pay Innisfree a fee of $12,500 plus customary costs and expenses for these services. The Company has agreed to indemnify Innisfree against certain liabilities arising out of or in connection with its engagement.

Who is entitled to vote at the Annual Meeting?

Only stockholders of record at the close of business on April 8, 2016, the record date for the Annual Meeting, are entitled to receive notice of and to vote at the Annual Meeting, or any postponements or adjournments thereof. If you were a stockholder of record on that date, you will be entitled to vote all of the shares you held on that date at the Annual Meeting, or any postponements or adjournments thereof.

What are the voting rights of the holders of common stock?

On April 8, 2016, there were 88,818,441 shares of common stock outstanding. Each outstanding share of common stock will be entitled to one vote on each matter acted upon.

What constitutes a quorum?

The presence at the Annual Meeting, in person or by proxy, of the holders of a majority of the issued and outstanding shares of common stock entitled to vote at the Annual Meeting shall constitute a quorum for the transaction of business at the Annual Meeting. Abstentions and "broker non-votes" (which are explained below) are counted as present to determine whether there is a quorum for the Annual Meeting.

What do I need to do to participate in the Annual Meeting?

The Annual Meeting will be held entirely online. Stockholders may participate in the Annual Meeting by visiting the following website:

www.virtualshareholdermeeting.com/MWW2016

To participate in the Annual Meeting, you will need the 16-digit control number included on your Notice of Internet Availability, on your proxy card or on the instructions that accompanied your proxy materials.

How do I vote?

If you are a registered stockholder, you can vote your shares in two ways: either by proxy or by participating in the live webcast of the Annual Meeting. If you choose to vote by proxy, you may do so by internet or telephone or, if you received a printed copy

1

of your proxy materials, by mail. Each of these procedures is more fully explained below. Even if you plan to participate in the Annual Meeting, the Board of Directors recommends that you vote by proxy. If you hold your shares through a broker or other nominee or if you hold your shares through the Monster Worldwide, Inc. 401(k) Savings Plan (the “401(k) Plan”), please refer to the voting procedures described below.

Voting at the Annual Meeting

If you are a registered stockholder or if you hold your shares through a broker or other nominee, you may vote your shares electronically during the Annual Meeting. However, shares held through the 401(k) Plan cannot be voted electronically during the Annual Meeting. If you hold shares through the 401(k) Plan, see “Voting for 401(k) Plan Participants” below.

Even if you plan to participate in the Annual Meeting online, the Board of Directors recommends that you vote by proxy as described below. Voting by proxy, whether by internet, telephone or mail, will not limit your right to vote during the Annual Meeting if you decide to participate online. However, if you vote by proxy and also participate in the Annual Meeting, there is no need to vote again online during the Annual Meeting unless you wish to change your vote.

Registered Stockholders — Vote by Proxy by Internet

You can vote your shares by internet on the voting website, which is www.proxyvote.com. Internet voting is available 24 hours a day, seven days a week, until 11:59 p.m., Eastern Time, on Monday, June 6, 2016. You will have the opportunity to confirm that your instructions have been properly recorded. Our internet voting procedures are designed to authenticate stockholders through individual control numbers. If you received a proxy card in the mail but choose to vote by the internet, you do not need to return your proxy card.

Registered Stockholders — Vote by Proxy by Telephone

You can also vote your shares by telephone by calling the toll-free number listed on the proxy card and provided on the voting website, which is www.proxyvote.com. Telephone voting is available 24 hours a day, seven days a week, until 11:59 p.m., Eastern Time, on Monday, June 6, 2016. Voice prompts will allow you to vote your shares and confirm that your instructions have been properly recorded. Our telephone voting procedures are designed to authenticate stockholders through individual control numbers. If you received a proxy card in the mail but choose to vote by telephone, you do not need to return your proxy card.

Registered Stockholders — Vote by Proxy by Mail

If you received a printed copy of your proxy materials, you can vote by completing and mailing the enclosed proxy card to us so that we receive it before 11:59 p.m., Eastern Time, on Monday, June 6, 2016. If you received a Notice of Internet Availability, you can request a printed copy of your proxy materials by following the instructions contained in the notice.

Voting for Stockholders that Hold Shares Through a Broker or Nominee

If you hold shares through a broker or other nominee, you may instruct your broker or other nominee to vote your shares by following the instructions that the broker or nominee provides to you with these materials. Most brokers offer the ability to provide voting instructions by internet, telephone and mail.

Voting for 401(k) Plan Participants

Shares held through the 401(k) Plan cannot be voted electronically during the Annual Meeting, although holders of shares through the 401(k) Plan will still be able to view the Annual Meeting webcast and ask questions during the meeting.

Each participant in the 401(k) Plan is entitled to direct the trustee of the 401(k) Plan to vote the shares of our common stock attributable to the participant’s account in the 401(k) Plan. The trustee of our 401(k) Plan is Charles Schwab. Participants in the 401(k) Plan received instructions with their proxy materials explaining how the participants can vote the shares of our common stock attributable to their accounts in the 401(k) Plan. Please read the instructions carefully, as the deadline for voting shares held in the 401(k) Plan is Thursday, June 2, 2016. Votes are tabulated by Broadridge Financial Solutions, Inc., an independent third party. Each participant’s votes are confidential and will not be divulged by the trustee or Broadridge Financial Solutions, Inc. to any person, including officers and employees of the Company. The trustee will vote the shares held by the 401(k) Plan on the basis of the final tabulation results. As a general rule, shares of our common stock held in the 401(k) Plan for which no instructions are received will be voted

by the trustee in the same proportion as the shares of our common stock for which voting instructions have been received, subject to compliance with the requirements of the Employee Retirement Income Security Act of 1974, as amended, one of the federal laws applicable to the 401(k) Plan.
Can I change my vote?
If you are a registered stockholder, you can revoke your proxy at any time before it is exercised at the Annual Meeting by taking any one of the following actions: (1) you can deliver a valid written proxy with a later date or follow the instructions given for changing your vote by internet or telephone; (2) you can notify the Secretary of the Company in writing that you have revoked

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your proxy (using the address in the Notice of Annual Meeting of Stockholders above); or (3) you can vote electronically by participating in the Annual Meeting webcast.

What are the Board of Directors' recommendations?

The Board of Directors recommends you vote your shares:

- FOR the election of each nominee described in this Proxy Statement to serve for the ensuing year;
- FOR the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016; and
- FOR the approval, on an advisory basis, of the compensation of our named executive officers as disclosed in the "Compensation Discussion and Analysis," the accompanying compensation tables, and the related narrative disclosure.

What vote is required to approve each item?

Proposal No. 1 — Election of Directors. Since there are seven nominees for seven director positions to be filled at the Annual Meeting, each of the seven nominees for director who receives at least a majority of the votes cast at the meeting, either in person or by proxy, and entitled to vote for such nominee will be elected. There is no box to abstain from voting on any director. Any nominee in this election who does not receive a majority of the votes cast will promptly offer to tender his or her resignation to the Chairman of the Board of Directors following certification of the stockholder vote. A committee of independent directors shall consider the offer to resign and recommend to the Board of Directors what action such committee believes should be taken in response to the offered resignation. The Board of Directors shall act on such committee's recommendation within 90 days following certification of the stockholder vote. The Board of Directors shall then promptly disclose its decision whether to accept the director's resignation offer, including an explanation of how the decision was reached and, if applicable, the reasons for rejecting the resignation offer, in a Form 8-K to be filed or furnished with the Securities and Exchange Commission (the "SEC"). Any director who offers his or her resignation shall not participate in the committee's recommendation or the Board of Directors' action regarding whether to accept the resignation offer. However, if the only directors who were duly elected by the stockholders in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.

Proposal No. 2 — Ratification of Appointment of Independent Registered Public Accounting Firm. The affirmative vote of a majority of the votes represented at the meeting, either in person or by proxy, and entitled to vote on this proposal, is required to ratify the appointment of the independent registered public accounting firm. This means that if you abstain from voting on this proposal it will have the same effect as if you voted against it.

Proposal No. 3 — Advisory Vote to Approve Named Executive Officer Compensation. The affirmative vote of a majority of the votes represented at the meeting, either in person or by proxy, and entitled to vote on this proposal, is required to approve the compensation of our named executive officers. This means that if you abstain from voting on this proposal it will have the same effect as if you voted against it. While this vote is required by law, it will not be binding on the Company, the Board of Directors or the Compensation Committee, nor will it create or imply any change in the fiduciary duties of, or impose any additional fiduciary duty on, the Company, the Board of Directors or the Compensation Committee. However, the Board of Directors and the Compensation Committee intend to consider the outcome of the vote when making future named executive officer compensation decisions.

How are shares held in street name counted?

Under the current rules of the New York Stock Exchange (the "NYSE"), banks, brokers or other similar organizations holding shares in street name for customers who are beneficial owners of such shares are prohibited from giving a proxy to vote such customers' shares on "non-routine" matters in the absence of specific instructions from such customers. This is commonly referred to as a "broker non-vote." With respect to the proposals in question, broker non-votes will be counted for quorum purposes but will not be counted as votes cast either for or against such proposals. In other words, broker non-votes are not considered "votes cast."

Proposal Nos. 1 and 3 — the election of directors and the advisory vote to approve the compensation of our named executive officers — are considered "non-routine" matters under applicable NYSE rules. Therefore, if you hold your shares through a bank, broker or other similar organization, the organization may not vote your shares on these matters absent specific instructions from you. As such, there may be broker non-votes with respect to these matters. However, broker non-votes are not counted as shares present and entitled to be voted with respect to the matters on which the broker has not expressly voted. Thus, broker non-votes will have no impact on the outcome of these matters. On the other hand, Proposal No. 2 — the ratification of the selection of BDO USA, LLP as the Company's independent registered public accounting firm — is considered a "routine" matter under the current rules of the NYSE. Therefore, the organization that holds your shares may vote on this matter without instructions from you and no broker non-votes will occur with respect to this matter.

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What happens if additional matters are presented at the Annual Meeting?

Because we have not received a notice of other matters to be introduced at the meeting as required by our bylaws, we do not believe that any matters will be acted upon at the meeting other than those described in this Proxy Statement. If any other business is properly brought before the Annual Meeting or any postponement or adjournment thereof, it is the intention of the named proxies to vote on such matters in accordance with their best judgment.

What if I am a registered stockholder and I provide a proxy but do not provide specific voting instructions?

Proxies of registered stockholders that do not contain voting instructions for one or more items will be voted with respect to those items as follows: (1) FOR the election of all director nominees described in this Proxy Statement; (2) FOR the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm; (3) FOR the approval of the compensation of the Company's named executive officers; and (4) in accordance with the best judgment of the named proxies on any other matters properly brought before the Annual Meeting.

Who will count the votes?

We have hired a third party, Broadridge Financial Solutions, Inc., to be the inspector of elections and tabulate the votes cast at the Annual Meeting.

Where can I find the voting results of the Annual Meeting?

We will announce preliminary voting results at the Annual Meeting and will publish the results on Form 8-K within four business days after the end of the Annual Meeting.

CORPORATE GOVERNANCE AND BOARD OF DIRECTORS MATTERS

Our Board of Directors is committed to adopting and adhering to sound corporate governance principles. Having such principles is essential to operating our business efficiently and to maintaining our integrity and reputation in the marketplace. Reflecting its commitment to continuous improvement, the Board of Directors reviews its governance practices on an ongoing basis to ensure that they promote stockholder value.

How are nominees for election to our Board of Directors selected?

The Corporate Governance and Nominating Committee recommends to the Board of Directors individuals as nominees for election to the Board of Directors at annual meetings of the Company's stockholders and to fill any vacancy or newly created directorship on the Board of Directors. The Corporate Governance and Nominating Committee does not have specific minimum qualifications that must be met by a candidate in order to be considered for nomination to the Board of Directors. In identifying and evaluating nominees for director, the Corporate Governance and Nominating Committee considers each candidate's experience, integrity, background and skills, as well as other qualities that the candidate may possess and factors that the candidate may be able to bring to the Board of Directors. For information on the factors considered in assessing Board composition, see "What are the qualifications of the Company's directors and nominees for director?" beginning on page 5.

In accordance with its charter and with our Corporate Governance Guidelines, the Corporate Governance and Nominating Committee endeavors to ensure that two-thirds of the Company's Board of Directors consists of independent directors as defined in both the New York Stock Exchange Listed Company Manual (the "NYSE Listed Company Manual") and in our Corporate Governance Guidelines. The Corporate Governance and Nominating Committee's charter and our Corporate Governance Guidelines are available through the "Corporate Governance" section of our company website. Our company website is located at www.monster.com/about and the "Corporate Governance" section is located at www.monster.com/about/corporate-governance.

The Corporate Governance and Nominating Committee will consider on an ongoing basis stockholder nominations as nominees for election to the Board of Directors. In evaluating such nominations, the Corporate Governance and Nominating Committee will use the same selection criteria the Corporate Governance and Nominating Committee uses to evaluate other potential nominees. Any stockholder may suggest a nominee by sending the following information to our Corporate Governance and Nominating Committee: (1) your name, mailing address and telephone number, (2) the suggested nominee's name, mailing address and telephone number, (3) a statement whether the suggested nominee knows that his or her name is being suggested by you, (4) the suggested nominee's resume or other description of his or her background and experience and (5) your reasons for suggesting that the individual be considered. The information should be sent to the Corporate Governance and Nominating Committee addressed as follows: Corporate Governance and Nominating Committee of the Board of Directors, Monster Worldwide, Inc., 133

Boston Post Road, Building 15, Weston, Massachusetts 02493. For more information on stockholder proposals, see "Stockholder Proposals" on page 47.

Stockholders who do not wish to follow the foregoing procedure but who wish instead to nominate directly one or more persons for election to the Board of Directors must comply with the procedures established by our bylaws. Our bylaws provide that in order to nominate a person for election as a director at next year's annual meeting, a notice of an intention to nominate one or more directors containing certain information required by the bylaws must be delivered to the Secretary of the Company. In addition, on March 16, 2016, the Board of Directors amended our bylaws to implement proxy access. Commencing with the Company's 2017 annual meeting of stockholders, a stockholder or group of up to 20 stockholders owning 3% or more of the Company's outstanding common stock for at least three years, may nominate and include in the Company's proxy materials director nominees constituting up to two individuals or 25% of the members of the Board of Directors then in office (whichever is greater), subject to compliance with the procedural, eligibility and other requirements contained in the bylaws. To be timely, whether or not a stockholder wishes to have his or her nominees included in the Company's proxy materials, the Company must receive nominations for election to the Board of Directors for its 2017 annual meeting of stockholders at its principal office at 133 Boston Post Road, Building 15, Weston, Massachusetts 02493, Attention: Secretary, no earlier than February 12, 2017 and no later than March 14, 2017. For more information on stockholder proposals, see "Stockholder Proposals" on page 47.

All seven of the director nominees identified in this Proxy Statement currently serve as directors of the Company and all have been recommended by our Corporate Governance and Nominating Committee to our Board of Directors for re-election. The Corporate Governance and Nominating Committee recommends candidates to the full Board of Directors after receiving input from all directors. The Corporate Governance and Nominating Committee members, other members of the Board of Directors and senior management discuss potential candidates during this search process.

Does the Corporate Governance and Nominating Committee consider diversity in identifying nominees?

As noted in the Company's Corporate Governance Guidelines, the Corporate Governance and Nominating Committee, in evaluating and recommending individuals to the Board of Directors for nomination as directors, and the Board of Directors, in approving director nominees, considers, among other factors, diversity. As part of the Corporate Governance and Nominating Committee's process (in consultation with the Board of the Directors) of determining the appropriate characteristics, skills and experience required for individual directors, the Corporate Governance and Nominating Committee analyzes the abilities and business experience of each nominee in order to ensure that the Board of Directors is comprised of members with a diverse range of skills and experience.

What is the Board of Directors' leadership structure?

Admiral Edmund P. Giambastiani, Jr. serves as Chairman of the Board of Directors. The Chairman of the Board of Directors acts as the principal interface between the Company's independent directors and senior management and presides over meetings of the independent directors. In addition, the Chairman of the Board of Directors has input into the agendas for meetings of the Board of Directors and coordinates the various functions of the committees of the Board of Directors.

Have there been any changes to the Board of Directors since the 2015 annual meeting of stockholders held in June 2015?

Yes, effective December 8, 2015, Gillian Munson was appointed as a member of the Board of Directors.

Who are the current members of the Board of Directors, and which of the directors are standing for re-election?

The seven members of our Board of Directors on the date of this Proxy Statement are:

Edmund P. Giambastiani, Jr., Chairman
Timothy T. Yates
John Gaulding
James P. McVeigh
Gillian Munson
Jeffrey F. Rayport
Roberto Tunioli

All seven members are standing for re-election at the Annual Meeting.

What are the qualifications of the Company's directors and nominees for director?

Admiral Edmund P. Giambastiani, Jr., U.S. Navy (Retired). Admiral Giambastiani's diverse business experience since his retirement from the U.S. military in October 2007, including serving on the boards of several highly respected organizations such as The Boeing Company and Oppenheimer Funds, enables him to provide tremendous business and strategic acumen as well as corporate governance insight. In addition, his training as the second highest ranking military officer in the United States and his 40 plus years of governmental leadership expertise have given him numerous skills that make him a valuable asset to the Board of Directors, including his leadership skills, experience in employing, training and deploying a large number of individuals, and relationships with, and understanding of, the federal government.

Timothy T. Yates. Mr. Yates serves as the Company's Chief Executive Officer and Chief Financial Officer. He also served as an Executive Vice President of the Company from June 2007 to June 2013 and concurrently as Chief Financial Officer from June

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2007 to January 2011. His perspective as the Company's current Chief Executive Officer and Chief Financial Officer, as well his perspective as a previous member of senior management, is a benefit to the Board of Directors.
John Gaulding. Mr. Gaulding brings significant sales and marketing experience to the Board of Directors. Additionally, as a result of his long tenure on the Board of Directors, Mr. Gaulding brings a valuable historical perspective to deliberations of the Board of Directors.
James P. McVeigh. Mr. McVeigh's more than 20 years of experience in the internet, technology and media spaces as an investment banker and adviser is a natural fit for the Board of Directors. He has a keen understanding of the space in which the Company operates and broad understanding of the Company's competitors. Mr. McVeigh's advisory and operating experience in the internet, technology and media spaces is an asset that will further help the Company in the execution of its business strategy.
Gillian Munson. Ms. Munson brings a wealth of financial, public company and industry expertise to the Board of Directors. As the Chief Financial Officer of XO Group Inc., owner of the online consumer brands The Knot, The Nest and The Bump, she is a member of the senior management team of an internet-based company. Prior to holding her current position, Ms. Munson was involved in investment banking and analysis for well known, national investment banking firms, and focused on the analysis and financing of companies whose businesses were conducted on the internet.
Jeffrey F. Rayport. Dr. Rayport is a faculty member in the Entrepreneurial Management Unit at Harvard Business School. He is a recognized thought leader, consultant, and author in the online marketing industry, bringing highly relevant digital media, marketing, and e-commerce experience to the Board of Directors. His perspective and operating experience gives the Board of Directors valuable insight into the dynamic environment of the digital marketplace.
Roberto Tunioli. Mr. Tunioli is the former Vice Chairman and Chief Executive Officer of Datalogic, SpA, a publicly traded company based in Italy. Mr. Tunioli brings significant public company management experience to the Board of Directors, as well as an international perspective to deliberations of the Board of Directors. In light of the Company's substantial global presence, the Board of Directors gains valuable insight from Mr. Tunioli's international perspective.
The Company strives to maintain a board with broad and diverse experience and judgment. The grid below summarizes the key qualifications, skills and attributes each of our directors possesses that were most relevant to the decision to nominate him or her to serve on the Board. The lack of a mark does not mean the director does not possess that qualification or skill; rather a mark indicates a specific area of focus or expertise on which the Board of Directors relies most heavily. Our director nominees exhibit high integrity, innovative thinking, a proven record of success, and knowledge of corporate governance. The director nominees bring a balance of important skills to our boardroom.

	Yates	Giambastiani	Gaulding	McVeigh	Munson	Rayport	Tunioli
Academia / Education			ü			ü	
Business Operations	ü	ü	ü	ü	ü	ü	ü
CEO and Executive Experience	ü	ü	ü	ü	ü	ü	ü
Commercial Business Experience	ü	ü	ü	ü	ü	ü	ü
Corporate Governance	ü	ü	ü	ü	ü	ü	ü
Customer Engagement / Marketing	ü			ü	ü	ü	ü
Data Analytics Experience	ü	ü		ü		ü	ü
Defense Industry or Military Experience		ü		ü			
Digital / e-Commerce	ü	ü	ü	ü	ü	ü	ü
Financial / Investment Expertise	ü	ü	ü	ü	ü	ü	ü
Government / Public Policy		ü					
International Business Experience	ü	ü	ü	ü	ü		ü
Knowledge of Company Business	ü	ü	ü	ü	ü	ü	ü
Other Public Board Experience	ü	ü	ü			ü	ü
Other Relevant Industry Experience	ü	ü	ü	ü	ü	ü	ü
Science, Technology and Innovation	ü	ü	ü	ü		ü	ü
Human Resources / Talent Management	ü	ü	ü	ü	ü	ü	ü

For more information concerning the background of the director nominees, see “Proposal No. 1 — Election of Directors” beginning on page 38.

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How often did the Board of Directors meet during the year ended December 31, 2015?

During the year ended December 31, 2015, the Board of Directors held 12 meetings. All directors who served during 2015 attended at least 75% of the total number of meetings of the Board of Directors and the committees on which he or she served.

What committees has the Board of Directors established?

The Board of Directors has standing Audit, Compensation and Corporate Governance and Nominating Committees. Membership on each committee is determined by the Board of Directors. The Board of Directors has adopted a written charter for each of the Audit, Compensation and Corporate Governance and Nominating Committees setting forth the roles and responsibilities of each committee. The charters are available through the “Corporate Governance” section of our company website. Our company website is located at www.monster.com/about and the “Corporate Governance” section is located at www.monster.com/about/corporate-governance.

Audit Committee. The Audit Committee is charged with, among other things, the appointment of the independent registered public accounting firm for the Company, as well as discussing and reviewing with the independent registered public accounting firm the scope of the annual audit and results thereof, pre-approving the engagement of the independent registered public accounting firm for all audit-related services and permissible non-audit related services, and reviewing and approving all related-party transactions. The Audit Committee also reviews interim financial statements included in the Company’s quarterly reports and reviews documents filed with the SEC.

The Board of Directors has determined that (a) all members of the Audit Committee during 2015 and all current members of the Audit Committee are “independent,” as required by the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the NYSE Listed Company Manual and our Corporate Governance Guidelines and (b) Roberto Tunioli qualifies as an “audit committee financial expert” as defined by Item 407(d) of Regulation S-K of the Exchange Act.

Roberto Tunioli serves as Chairman of the Audit Committee. During 2015, the Audit Committee met seven times. The Audit Committee’s report is on page 46.

Compensation Committee. The Compensation Committee is charged with, among other things, determining and approving or, in the case of the Company’s CEO, recommending to the Board of Directors the compensation for the Company’s executives and administering the Company’s stock incentive and benefit plans. The Compensation Committee is entitled to delegate any of its responsibilities to a subcommittee of the Compensation Committee to the extent consistent with our charter, bylaws, Corporate Governance Guidelines, applicable law and the NYSE Listed Company Manual. The Compensation Committee Chairman regularly reports on Compensation Committee actions and recommendations at Board of Directors meetings.

The Board of Directors has determined that all members of the Compensation Committee during 2015 and all current members of the Compensation Committee are “independent directors” as required by the NYSE Listed Company Manual and our Corporate Governance Guidelines, “outside directors” as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended, and “non-employee directors” as defined in Rule 16b-3 under the Exchange Act.

John Gaulding serves as Chairman of the Compensation Committee. During 2015, the Compensation Committee met 10 times. The Compensation Committee’s report is on page 27. Additional information on the Compensation Committee’s processes and procedures for consideration of executive compensation are addressed in “Compensation Discussion and Analysis,” which begins on page 11.

Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee is charged with, among other things, assisting the Board of Directors in its selection of individuals as nominees for election to the Board of Directors at annual meetings of the Company’s stockholders and filling any vacancies or newly created directorships on the Board of Directors. The Corporate Governance and Nominating Committee is also responsible for general corporate governance matters, including making recommendations relating to our Corporate Governance Guidelines.

The Board of Directors has determined that all members of the Corporate Governance and Nominating Committee during 2015 and all current members of the Corporate Governance and Nominating Committee qualify as “independent,” as required by the Exchange Act, the NYSE Listed Company Manual and our Corporate Governance Guidelines.

Jeffrey F. Rayport serves as Chairman of the Corporate Governance and Nominating Committee. During 2015, the Corporate Governance and Nominating Committee met seven times.

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Who are the members of the committees of the Board of Directors?

The table below provides the membership of each committee of the Board of Directors.

Audit Committee	Compensation Committee	Corporate Governance and Nominating Committee
Roberto Tunioli, Chairman	John Gaulding, Chairman	Jeffrey F. Rayport, Chairman
John Gaulding	James P. McVeigh	John Gaulding
Edmund P. Giambastiani, Jr.	Roberto Tunioli	Edmund P. Giambastiani, Jr.
James P. McVeigh		
Jeffrey F. Rayport		

What is the Company's policy regarding director attendance at Annual Meetings?

It is the policy of our Board of Directors that directors are encouraged to attend all annual stockholders meetings. All members of the Board of Directors who were standing for re-election at the 2015 annual meeting of stockholders attended the virtual meeting.

Which directors have the Board of Directors determined to be independent?

Our Board of Directors has adopted director independence guidelines to assist in determining each director's independence. These guidelines are set forth in our Corporate Governance Guidelines and are available through the "Corporate Governance" section of our company website. Our company website is located at www.monster.com/about and the "Corporate Governance" section is located at www.monster.com/about/corporate-governance. These guidelines identify categories of relationships that the Board of Directors has determined would affect a director's independence. Under the Corporate Governance Guidelines, at least two-thirds of the Board of Directors shall consist of directors who satisfy the independence requirements of the Corporate Governance Guidelines and the NYSE Listed Company Manual.

The Board of Directors has analyzed the independence of each director nominee and determined that the following nominees meet the standards of independence under our Corporate Governance Guidelines and the NYSE Listed Company Manual: Edmund P. Giambastiani, Jr., John Gaulding, James P. McVeigh, Gillian Munson, Jeffrey F. Rayport and Roberto Tunioli. Thus, six of the seven directors standing for re-election, and each member of the Audit, Compensation and Corporate Governance and Nominating Committees, meet the standards of independence under our Corporate Governance Guidelines and the NYSE Listed Company Manual.

Does the Board of Directors have a policy regarding the hedging or pledging of Company stock by directors and officers?

In April 2014, upon the recommendation of the Compensation Committee, the Board of Directors adopted an anti-hedging and anti-pledging policy which prohibits our directors and officers from (i) pledging Company securities, (ii) engaging in hedging or monetization transactions that allow the person to lock in the value of his or her security holdings, and (iii) purchasing securities on margin or holding securities in a margin account. For more information on this policy, see "Anti-Hedging and Anti-Pledging Policy" on page 47.

What is the role of the Board of Directors in the oversight of risk?

Management is responsible for the day-to-day management of the risks we face, while the Board of Directors, as a whole and through its committees, has responsibility for the oversight of risk management.

The Audit Committee is principally charged with the duty of oversight over risks related to the Company's financial statements. The Audit Committee considers those risks that would affect the accurate reporting of the Company's results of operations and the accurate valuation of the assets and liabilities reflected on the Company's balance sheet. In performing this duty, the Audit Committee receives and reviews reports regarding risks related to the Company's financial statements from the Company's independent registered public accounting firm and the Company's internal audit department. The Audit Committee receives such reports at least quarterly. The Audit Committee also meets separately in executive session with the Company's independent registered public accounting firm, senior management and the head of the Company's internal audit department to discuss the material financial risks facing the Company and the steps the Company has taken, and will take in the future, to monitor and control such risks. The Company's management, internal audit department and independent registered public accounting firm discuss potential financial risks and the classification of such risks, based on potential impact and likelihood of occurrence, and discuss with the Audit Committee the audit programs undertaken based on this risk assessment. Those audit programs as finally adopted reflect any comments of the Audit Committee.

The entire Board of Directors is responsible for the oversight of all other risks (such as technology risks, globalization risks, transaction risks and operational risks). The Board of Directors periodically devotes a portion of its meetings to a discussion of

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the risks faced by the Company and the implications of those risks. The Board of Directors receives and reviews reports regarding risks from senior management as well as the heads of the Company's various business segments. The Board of Directors also meets with management to discuss material risks and the controls, guidelines and policies established and implemented by management relating to risk assessment and risk management. In connection with this oversight role, the Board of Directors also reviews and considers all significant initiatives brought before the Board of Directors.

The Compensation Committee, as part of its review of the Company's compensation programs, considers the potential impact that such programs have on incentivizing the Company's officers and directors to take risks. For more information on the Compensation Committee's roles in risk oversight, see "Compensation Policies and Practices Relating to Risk Management" on page 25.

How are directors compensated?

The compensation and benefit program for non-employee directors is designed to achieve the following goals: compensation should fairly pay non-employee directors for work required for the Company; compensation should align non-employee directors' interests with the long-term interests of stockholders; and the structure of the compensation should be simple, transparent and easy for stockholders to understand. Employee directors receive no compensation for their service on the Board of Directors.

Each non-employee director receives an annual cash retainer for his or her service on the Board of Directors. The annual cash retainer for the Chairman of the Board is $150,000, and the annual cash retainer for each other non-employee director is $75,000. Non-employee directors serving on the Audit Committee receive an additional retainer of $25,000 ($50,000 in the case of the Chairman of the Audit Committee). Non-employee directors serving on the Compensation Committee receive an additional retainer of $20,000 ($40,000 in the case of the Chairman of the Compensation Committee). Non-employee directors serving on the Corporate Governance and Nominating Committee receive an additional retainer of $10,000 ($20,000 in the case of the Chairman of the Corporate Governance and Nominating Committee).

Upon commencing service on the Board of Directors, each non-employee director receives an award under the Monster Worldwide, Inc. 2008 Equity Incentive Plan of restricted stock units ("RSUs") or restricted stock having a value equal to $150,000 (determined by using the closing price of our common stock on the date of grant), with fifty percent (50%) of the award vesting immediately upon grant and the remaining fifty percent (50%) vesting on the first anniversary of the date of grant. As a result, James P. McVeigh received an award of 24,000 RSUs upon his appointment to the Board of Directors effective April 1, 2015, and Gillian Munson received an award of 25,000 RSUs upon her appointment to the Board of Directors effective December 8, 2015. In addition, on the day following each annual meeting of stockholders, each non-employee director who has served as a non-employee director since the prior annual meeting of stockholders receives an award of RSUs or restricted stock having a value equal to $125,000 (determined by using the closing price of our common stock on the date of grant), with twenty-five percent (25%) of the award vesting on each of the first four anniversaries of the date of grant. As a result, on the day after our 2015 annual meeting of stockholders, each of John Gaulding, Edmund P. Giambastiani, Jr., Jeffrey F. Rayport and Roberto Tunioli received an award of 20,096 RSUs.

Effective as of January 28, 2014, the Corporate Governance and Nominating Committee adopted a new equity retention policy for non-employee directors. Each non-employee director is required to retain equity in the Company with a value equal to at least three times the annual cash retainer paid to non-employee directors (exclusive of retainers for committee members and Chairs), valued at market or cost, whichever is greater. Each non-employee director will have five (5) years from the date of appointment or election to the Board of Directors to achieve such ownership level. The policy does not apply to sales of shares to satisfy tax obligations due in connection with the vesting of such shares.

The following table provides the compensation information for the year ended December 31, 2015 for each member of our Board of Directors who served as a non-employee director during 2015.

Name of Director(1)	Fees Earned or Paid in Cash ($)(2)	Stock Awards ($)(3)	Total ($)

John Gaulding	138,152	124,997	263,149
Edmund P. Giambastiani, Jr.	180,574	124,997	305,571
James P. McVeigh	81,500	150,000	231,500
Gillian Munson	6,250	150,000	156,250
Jeffrey F. Rayport	115,611	124,997	240,608
Roberto Tunioli	145,000	124,997	269,997

(1) Compensation for Mr. Yates' service as an employee is reflected in the "Summary Compensation Table" on page 28.

(2) The "Fees Earned or Paid in Cash" column reports the amount of cash compensation earned in 2015 for service on the Board of Directors and each committee thereof. All such compensation consists of retainer fees for Board and committee service.

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(3) The amounts reported in the “Stock Awards” column consist of the grant date fair value of stock awards granted in 2015, calculated in accordance with FASB Accounting Standards Codification Topic 718, Stock Compensation (“ASC 718”). The fair value for all stock awards is calculated using the closing price of the Company’s common stock on the date of grant of the award. For additional information, see Note 2 to the Company’s consolidated financial statements included in the Company’s Form 10-K for the year ended December 31, 2015, as filed with the SEC on February 11, 2016.

As of December 31, 2015, the following numbers of shares were underlying outstanding unvested stock awards for the directors named in the above table: John Gaulding (52,273), Edmund P. Giambastiani, Jr. (52,273), James P. McVeigh (12,000), Gillian Munson (12,500), Jeffrey F. Rayport (52,273) and Roberto Tunioli (52,273).

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview

This compensation discussion and analysis ("CD&A") explains how the Company determines the compensation that is paid to our named executive officers ("NEOs") and why it was paid. Our NEOs are our Chief Executive Officer ("CEO"), our Chief Financial Officer ("CFO"), each individual who served as CFO at any time during 2015, each executive officer who was among our three other highest-compensated executive officers during 2015 and one former executive officer who would have been among our three other highest-compensated executive officers during 2015 but for the fact that she was not serving as an executive officer on the last day of 2015. As of December 31, 2015, these were: (a) Timothy T. Yates, CEO and Director; (b) Mark C. Stoever, President and Chief Operating Officer ("COO"); (c) Michael C. Miller, Executive Vice President, General Counsel and Secretary; (d) James M. Langrock, former Executive Vice President and CFO; (e) Michael B. McGuinness, former Senior Vice President, Chief Accounting Officer, Global Controller and former Executive Vice President and CFO; and (f) Lise Poulos, former Executive Vice President and Chief Administrative Officer, who retired from the Company effective May 1, 2015.

As discussed below, we engaged in an active program of shareholder outreach to learn the views of substantial shareholders in connection with the advisory votes on "say-on-pay." In response to that input we have taken numerous steps to address shareholder concerns. As discussed in greater detail below, among other things:

- we compressed the relationship and reduced the disparity between the compensation of the CEO and the other NEOs;
- we constructed a revised peer group that bears a closer relationship to the Company's current size;
- we adopted a benchmark at the 50th percentile of our peer group, reflecting recent performance;
- we extended and made more stringent the performance period necessary for stock price based equity awards to vest, reflecting the volatility of our shares; and
- we altered the composition of the Compensation Committee to bring a fresh perspective to the consideration of compensation matters.

At the same time, the Compensation Committee and Board maintained the Company's compensation philosophy's objectives of attracting and retaining the most qualified available personnel, aligning their incentives with stockholder interests and balancing risk/reward incentives.

In addition to providing base salaries that compensate our employees for their efforts, we offer our NEOs the potential to earn incentive compensation that is designed to motivate our NEOs to successfully execute the Company's strategic business plans and initiatives and to align the amounts that they can earn with the economic rewards to our stockholders. At the same time, we have designed these incentives to discourage excessive risk taking and to promote longevity of service to the Company. We seek to achieve these objectives in numerous ways, including the following:

- A substantial portion of potential compensation is performance-based and/or at-risk. In establishing NEO compensation, the Compensation Committee seeks to ensure that a substantial portion of compensation (i) will only actually be earned if substantial performance targets are achieved, (ii) is at-risk in respect of declines in the value of our common stock and/or (iii) is forfeitable if the executive does not remain employed for a specified period of time. An example of this is our new equity-based long-term incentive plan, as more fully described below.
- A substantial portion of our incentive-based compensation is paid in our common stock and is subject to our new equity ownership guidelines. Because the bulk of incentive payments is paid in our common stock and is subject to our equity ownership guidelines described on page 26, the value received by our CEO and the other NEOs, if earned, will rise or fall with the value of the shares held by our stockholders. We believe that this serves to align employee and stockholder interests.
- The performance goals we have established are intended to further align the interests of our management with those of our stockholders. The performance goals we have established are tied to the achievement of metrics that we believe will result in increased stockholder value. The RSU awards granted in January 2015 to Messrs. Yates and Stoever were directly tied to increases in the price of our common stock and the achievement of Adjusted EBITDA margin targets. An RSU award granted in December 2015 to Mr. McGuinness was directly tied to increases in the price of our common stock.

- In addition to performance goals, a substantial portion of our equity grants require continued service to the Company and stockholders. To actually earn performance-based incentives, in addition to the achievement of the performance targets, the NEO must continue to work for the Company during the performance period, and in many instances, for some time after the performance period ends, as is the case, for example, with the performance-based RSUs granted in January 2015 to Messrs. Yates and Stoever and in December 2015 to Mr. McGuinness, as described below in further detail on page 20. In addition to acting as an incentive for continued tenure, we believe that this element of award design acts to mitigate the incentive to take excessive risk.

Our NEOs' total direct compensation is targeted at the 50th percentile of our new peer group. The Compensation Committee believes that performance that meets expectations should be aligned with median level pay in the market and that top quartile pay should be reserved for top quartile performance.

In making compensation decisions during 2015 and early 2016, the Compensation Committee and the Board of Directors took into account current market conditions, the Company's interim results, the results of the Company's "say-on-pay" proposal in 2015 and the shareholder feedback solicited through our shareholder outreach program. Despite the recognition by the Compensation Committee that our NEOs continued to be heavily engaged in the implementation of the long-term strategic business plan, as well as managing the Company for long-term growth, because minimum performance targets were not achieved, the Compensation Committee did not pay bonuses under the executive incentive plan for 2015, other than discretionary bonuses of $150,000 to each of Messrs. Miller and McGuinness in recognition of the need to maintain continuity and stability during periods of executive management transition and to provide financial incentive to the executives in the interim period during which the Company embarked on a dramatic change in pay strategy designed to substantially increase the linkage between pay and performance. Additionally, other than RSU awards granted to Mr. McGuinness in December 2015 in connection with his promotion to CFO and the RSU awards referred to above that were made to Messrs. Yates and Stoever in January 2015 in connection with their appointments as CEO and COO respectively, the Compensation Committee determined that it would not be appropriate to make additional equity awards to the NEOs in 2015, upon management's recommendation.

This CD&A contains statements regarding certain performance targets and goals the Compensation Committee has used or may use to determine appropriate compensation. These targets and goals are disclosed in the limited context of the Company's compensation program and should not be understood to be statements of management's expectations or estimates of financial results or other guidance. The Company specifically cautions investors not to apply these statements to other contexts.

During 2015, our management continued its regular engagement program with significant stockholders to discuss their concerns and interests and to gather feedback, and increased its engagement efforts with these stockholders to solicit feedback they may have about our executive compensation practices. Our independent directors make themselves available to engage with significant stockholders as part of the Company's ongoing stockholder outreach efforts. Additionally, the Compensation Committee obtains feedback, advice and recommendations on compensation best practices from its independent external compensation consultant, Aon Hewitt Consultants ("Aon Hewitt"). These discussions were summarized and reported to the other members of the Board and were considered by the Compensation Committee in making compensation decisions.

Impact of the Results of the Stockholder Advisory Votes on Executive Compensation

At our annual meetings of stockholders held in June 2014 and June 2015, in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act, we held non-binding stockholder votes on the compensation of our NEOs, commonly referred to as "say-on-pay" votes. Less than half of our stockholders who voted on the "say-on-pay" proposals approved the compensation of our NEOs for 2014 and 2015. Although the advisory stockholder votes on executive compensation are non-binding, the Compensation Committee took the results of the stockholder votes into consideration when determining its approach to 2015 NEO compensation (as discussed above and below) and will consider the outcome of future "say-on-pay" votes when making compensation policies and decisions for the NEOs. The Company currently holds the "say-on-pay" vote on an annual basis in accordance with the preference expressed by our stockholders at our annual meeting of stockholders on June 7, 2011. Following this year's "say-on-pay" vote, the Company expects to hold our next "say-on-pay" vote at our annual meeting of stockholders in 2017.

In conjunction with the Company's change in senior management structure in November 2014, the Compensation Committee and the Board made certain changes to NEO compensation and structure. The Company has separated the positions of Chairman of the Board, Chief Executive Officer and Chief Operating Officer. Accordingly, the compensation paid to the Chief Executive Officer has been reduced from the historical levels when those positions were combined. As a result of these changes, there has been a compression of the relationship of the Chief Executive

Officer’s compensation with the compensation of the rest of senior management.

Additionally, in recognition of the volatility of the price of the Company’s common stock and to increase the rigor of the performance criteria, with respect to newly granted performance-based RSUs, the Compensation Committee has increased to thirty (30) consecutive trading days the number of days on which the share price must be achieved for vesting, when vesting is based on share price increases.

The Chief Executive Officer and Chief Operating Officer were specifically tasked with attaining an improvement in Adjusted EBITDA margins. The vesting of the Adjusted EBITDA-based performance equity awards granted to the Chief Executive Officer and Chief Operating Officer in January 2015 is dependent on the achievement of specified Adjusted EBITDA margin targets within prescribed time frames.

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The Compensation Committee, in consultation with Aon Hewitt, established a new equity-based LTIP that provides for the grant of performance-based RSUs with multi-year performance periods. In addition, the Compensation Committee determined that future equity awards will include double-trigger change in control acceleration provisions rather than single-trigger change in control acceleration provisions.

Finally, the Compensation Committee, in consultation with Aon Hewitt, revised our peer group to be more industry- and size-appropriate and determined that our NEOs' target direct pay would be benchmarked at the 50th percentile of the revised peer group rather than the 75th percentile.

The Compensation Committee believes that these actions, as well as its other compensation decisions and other actions in 2015, including the actions referred to under the section entitled "2015 Stockholder Outreach" and the section entitled "Actions Taken in Response to Stockholder Outreach" below, reflect appropriate consideration to the results of the Company's advisory "say-on-pay" votes.

2015 Stockholder Outreach

During 2015, members of Company management and the Compensation Committee engaged in conversations with many of the Company's largest stockholders, representing over 50% of our outstanding common stock and including four of our top eight stockholders, to directly seek feedback and understand their concerns regarding the Company's compensation programs and practices. In addition, we engaged in discussions with the research teams at Glass Lewis and Institutional Shareholder Services Inc. to better understand their concerns regarding our NEO compensation and related practices. Our Compensation Committee, as well as the full Board, considered feedback from stockholders leading up to the 2015 Annual Meeting of Stockholders as well as feedback received during the remainder of 2015. The Compensation Committee took the input and the results very seriously and the issues raised were immediately taken into consideration when making decisions with respect to our 2015 and 2016 NEO compensation. We believe that the compensation practices that have been initiated reflect the feedback that we received from stockholders and begin to address the sentiments expressed in recent "say-on-pay" votes. Furthermore, we believe that the structure of our new equity-based long-term incentive plan and the size of the compensation of our newly appointed CEO and COO reflect the fact that we have taken those concerns into account in setting our NEO compensation. The feedback that we have received following the change in management, while covering a wide range of issues in addition to compensation, has been positive.

Many of our stockholders have different methodologies and processes for evaluating compensation programs, thus some of the views expressed varied materially; however, a number of common themes emerged which we have addressed and will continue to address going forward, including:

- A desire for more rigorous performance standards with respect to equity awards and performance metrics tied to business results. Some stockholders did not feel that the terms of the stock price performance targets used in equity awards previously awarded by the Company were rigorous enough, especially given the volatility of our stock. Additionally, other stockholders expressed a desire that the performance criteria for these equity awards should be more closely tied to results of the business, as opposed to the impact that near term results can have on the stock price.
- The relationship of CEO pay to that of our other NEOs. Some stockholders expressed concern with how the compensation paid to our CEO compared to the compensation paid to our other NEOs.
- Benchmarking our NEOs' compensation at a percentile level less than the 75th percentile for essentially achievement of the Company's target financial performance goals. A number of stockholders expressed concerns about our benchmarking our NEOs' compensation at the 75th percentile of our peer group when our Company's performance was not in the top quartile of the peer group.
- The makeup of our peer group. Some stockholders expressed concerns about our choice of peer companies. For example, our Company's performance (including stock price) has lagged behind that of our peer group and our relative size (as measured by revenues and market capitalization) compared to our peers has declined.
- Our mix between long-term and short-term compensation. One shareholder wanted to better understand our breakdown between long-term and short-term compensation relative to fixed and "at risk" compensation.
- Continued use of single trigger change in control accelerated vesting of equity awards. Some stockholders expressed concerns about our practice of providing for the accelerated vesting of equity awards on a change in control for NEOs whose employment is not terminated in connection with the change in control.

- The comprehensiveness and transparency of our Compensation Discussion and Analysis disclosure. Some stockholders expressed a desire for an enhanced and clearer disclosure of the philosophy and decisions underlying our NEO compensation program.
- The Company’s bylaws and stockholder access to the Company’s proxy statement for director nominations. A number of the Company’s stockholders expressed their support for “proxy access” bylaw amendments that provide

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qualified stockholders access to the Company's proxy statement in order to nominate candidates for membership on the Company's Board.

Actions Taken in Response to Stockholder Outreach

The Compensation Committee and Board reviewed and considered our stockholders' feedback as part of their comprehensive evaluation and subsequent adoption of a more performance-based compensation program for our NEOs. The Compensation Committee approved the following changes, many of which are directly responsive to the feedback we received from our stockholders. Further detail on the changes is provided following the timeline below:

November 2014 to May 2015	June 2015 to December 2015	January 2016 to March 2016
Separated Chairman and CEO Roles and Decreased CEO Compensation	Designed New Equity-Based Long-Term Incentive Plan ("LTIP")	Implemented Double-Trigger Change in Control Acceleration of Equity Awards
Substantially Reduced Disparity Between CEO Compensation and Other NEO Compensation	Revised Peer Group	Revised Monster Worldwide, Inc. Executive Incentive Program ("EIP")
Restructured Form of Stock Price Performance Equity Awards	Developed New Benchmarking Philosophy	Implemented New Equity-Based LTIP
Established Business Performance Targets in Equity Awards	Further Changed Composition of Compensation Committee and Board	Adopted Proxy Access Bylaw Amendment
Changed Composition of Compensation Committee	Did Not Issue Broad-based Equity Awards in 2015	Increased Board Responsiveness to Stockholders
Increased Board Responsiveness to Stockholders	Increased Board Responsiveness to Stockholders	

- New Equity-Based Long-Term Incentive Plan ("LTIP"). During the latter half of 2015, the Compensation Committee, in consultation with Aon Hewitt, designed a new equity-based LTIP that focuses on shares that are contingent on business performance over multi-year performance periods, as described in further detail on pages 18-19. The LTIP was implemented in March 2016. The Compensation Committee believes that the design of the LTIP appropriately incentivizes the Company's senior management to achieve longer term success for the benefit of the Company's shareholders.
- Revised Peer Group. The Compensation Committee, in consultation with Aon Hewitt, established a revised peer group that was more industry- and size-appropriate than our prior peer group, as described below in further detail on page 19 and page 21. Our revised peer group more closely reflects the Company's current market capitalization.
- New Benchmarking Philosophy. We shifted to a focus on our NEOs' total direct compensation and targeting the 50th percentile of our revised peer group.
- Separation of Chairman and CEO Roles and Related Decrease in CEO Compensation, and Substantial Compression Between CEO Compensation and Other NEO Compensation. In conjunction with the Company's change in senior management structure in late 2014, the Compensation Committee and the Board separated the positions of Chairman of the Board, CEO and COO. In conjunction with appointing a new CEO, the compensation level for that position has been reduced significantly compared to historical levels, reflecting the separation of the positions of Chairman and CEO, the creation of the position of COO and stockholder feedback. As a result, there has been substantial compression between the level of CEO compensation and the level of compensation of the rest of the named executive officers. The Compensation Committee also believes that the new compensation level brings CEO compensation more in line with comparable positions at comparable companies.
- Movement away from Single Trigger Change in Control Acceleration of Equity Awards. The Compensation Committee has determined that beginning in March 2016, all future equity awards will provide for double-trigger accelerated vesting of equity awards in connection with a change in control rather than single trigger accelerated vesting. Messrs. Yates, Stoever and Miller, whose employment agreements stipulate single trigger accelerated vesting upon consummation of a change in control, have agreed that for all equity awards granted on or after March 16, 2016, double-trigger accelerated vesting will apply.

- Revised Monster Worldwide, Inc. Executive Incentive Program ("EIP"). Our revised EIP has been refocused to deliver stronger "pay-for-performance" alignment, as described below in further detail on page 18.
- Change in Composition of our Compensation Committee and Improved Board Diversity. John Gaulding has been appointed to the Compensation Committee as its Chairman, effective May 28, 2015. Mr. Gaulding brings an additional perspective to the Compensation Committee at a time when the Company's compensation practices are continuing to be reshaped in response to stockholder feedback and following significant management changes. In addition, the Board appointed James P. McVeigh to the Compensation Committee, effective June 9, 2015. These new appointments resulted

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in a change in two thirds of the Compensation Committee. As a result of the change in composition and the appointment of a new Chair, the Compensation Committee was able to take a fresh look at compensation practices with a view to continuing the significant changes already made, while taking into account stockholder feedback that we have compiled thus far and that will continue to be solicited on an ongoing basis. Finally, effective December 8, 2015, Gillian Munson was appointed to the Board, a further demonstration of the Board's commitment to recruiting members of the Board with new perspectives and diversity of experience.

- Increased Board responsiveness to our institutional shareholders. Many stockholders emphasized the importance of disclosure regarding stockholder outreach and the changes made in response to the feedback received from stockholders. We are committed to clear disclosure of our shareholder outreach program.
- Restructuring of Stock Price Performance Equity Awards. In recognition of the volatility of the price of the Company's common stock and to increase the rigor of the performance criteria, with respect to newly granted performance-based RSUs, the Compensation Committee doubled the number of consecutive trading days during which the higher share price target must be achieved for vesting when vesting is based on share price appreciation. Specifically, the original requirement of fifteen (15) trading days in any 30 day trading period was increased to thirty (30) consecutive trading days, thereby decreasing vesting that can result from short term spikes in the stock price.
- Establishment of Business Performance Targets in Equity Awards. The CEO and COO were specifically tasked with attaining an improvement in Adjusted EBITDA margins. The vesting of the Adjusted EBITDA-based performance equity awards granted to the CEO and COO is dependent on the achievement of specified Adjusted EBITDA margin targets within prescribed time frames, aligning compensation to operational performance and goals. In addition, the new performance contingent shares under the new LTIP will only vest upon achievement of the longer term revenue growth and Cash EBITDA levels approved by the Compensation Committee. The first grants of performance contingent shares under the LTIP were made in March 2016 to the CEO and the other NEOs, as described in more detail on pages 18-19.
- No Broad-based Equity Awards in 2015. In recognition of the concerns expressed by a number of our stockholders over the amounts and size of awards previously granted, no broad-based equity awards were granted in 2015. We do not believe that the RSU awards made to Messrs. Yates, Stoever and McGuinness in connection with their appointments as CEO, COO and CFO, respectively, constitute broad-based equity awards.
- Adoption of a Proxy Access Bylaw Amendment. On March 16, 2016, the Board amended the Company's bylaws to implement proxy access. The bylaws now permit a stockholder, or a group of up to 20 stockholders, owning 3% or more of the Company's outstanding common stock for at least three years, to nominate and include in the Company's proxy materials director nominees constituting up to two individuals or 25% of the members of the Board then in office (whichever is greater), subject to compliance with the procedural, eligibility and other requirements contained in the bylaws. The proxy access provision applies to annual meetings of stockholders held on or after January 1, 2017.

The Compensation Committee and the Board believe that these actions, as well as its other compensation decisions in 2015 reflect appropriate consideration to the results of the Company's recent advisory "say-on-pay" votes and the stockholder feedback solicited in connection therewith. In addition to specific outreach on the topic of compensation, the Company continued to elicit feedback throughout the year during the course of its regular engagement with stockholders and those comments were relayed to the Compensation Committee as it continued to review the executive compensation program and refine it.

Executive Summary

The Company's executive compensation program is designed to attract, retain and motivate senior executives who will promote both the near-term and long-term interests of our three most important constituents – our stockholders, our employees and our customers – while simultaneously discouraging excessive risk-taking. The Company seeks to achieve these results through an appropriate mix of base salary, annual bonus opportunities and long-term equity incentive awards, a substantial portion of which is related to the attainment of financial, operational and/or strategic goals (both quantitative and qualitative). In determining the appropriate mix of NEO compensation, the Compensation Committee seeks to ensure that a significant portion of NEO compensation is performance-based and/or "at risk" (i.e., the amount of such compensation will decrease if the value of the Company decreases and/or such compensation will be forfeited if the specified performance goals are not achieved and/or the NEOs do not remain employed by the

Company over a specified vesting period).

Performance-based compensation is designed to reward the NEOs for achievement of specified individual and Company performance goals that support the Company's business plan and/or financial performance and is provided in the form of equity awards and annual bonus opportunities. "At-risk" compensation is designed to directly link the value of a significant portion of the NEOs' total compensation to the long-term value of the Company and is primarily provided through grants of restricted stock or RSUs that vest in equal installments over a period of years or based on the Company's achievement of specified performance goals, and/or that are designed to motivate the NEOs to achieve positive long-term results (e.g., the Stock Price RSUs and Adjusted EBITDA Margin RSUs for Messrs. Yates and Stoever) and increased stockholder wealth while ensuring that they share with our stockholders the consequences of any declines in our stock price. This aspect of our compensation philosophy is supported by our equity ownership guidelines (see page 26). Going forward, equity-based compensation awards will be granted pursuant to our new equity-based LTIP, as described below.

Compensation Governance Practices and Philosophy

The following items reflect the Company's general approach to executive compensation, including its strong emphasis on pay-for-performance and "at-risk" compensation:

- Our NEOs' compensation fluctuated in correlation with our stock price for the three year period ending on December 31, 2015.
- A substantial percentage of the NEOs' total compensation is "at-risk" and/or based on the achievement of meaningful performance goals and is forfeited if those goals are not achieved.
- The Compensation Committee's policy against awarding tax gross-up payments to executives in connection with taxable benefits that are not made available to employees generally.
- The new requirement that senior vice presidents and above, including all of the NEOs, own a minimum specified number of shares of the Company's common stock. See a description of our new equity ownership guidelines on page 26.
- The Compensation Committee's ability to exercise negative discretion to reduce bonuses payable to a participant in the EIP for any reason.
- The Compensation Committee's policy against entering into new employment contracts or materially amending existing employment contracts that provide gross-up payments for excise taxes payable on a change in control, except where necessary to recruit a new executive, in which case the gross-up provision would be limited to payments triggered by both a change in control and termination of employment and would be subject to a three-year sunset provision.
- The decision not to maintain a supplemental executive retirement plan or other excess pension benefit plan for the Company's senior executives.
- The Company's ability to claw back bonus and other incentive compensation paid to the NEOs, including any equity awards and any severance pay determined by reference to such bonus or incentive compensation, in each case, in accordance with the Company's then existing clawback policy and/or applicable employment agreements.
- The adoption of an anti-hedging and anti-pledging policy. For more information on this policy, see "Anti-Hedging and Anti-Pledging Policy" on page 47.

Independent Compensation Committee Consultants

Aon Hewitt reports to, and receives its direction from, the Compensation Committee, and a representative of Aon Hewitt attends each meeting of the Compensation Committee where NEO compensation is discussed. Aon Hewitt provides the Compensation Committee with third-party survey information used in setting short- and long-term compensation levels, perspective on emerging compensation issues and trends, and expertise in incentive compensation structure, terms, and design. Aon Hewitt also provides such services to the Corporate Governance and Nominating Committee for its recommendations to the Board regarding non-employee director compensation. Fees for executive compensation work performed in 2015 for the Compensation Committee totaled approximately $627,323. The total fees paid for executive compensation services amounts to less than 0.006% of Aon plc's consolidated annual revenue. In addition to executive compensation consulting services to the Compensation Committee, Aon provides Monster Worldwide with other services, generating approximately $655,150 in revenue for 2015. Total revenue from both executive compensation advisory services and other services provided to Monster amount to approximately $1.28 million or about 0.012% of Aon plc's total revenues for 2015.

In reviewing Aon Hewitt's performance in 2014 and considering its continued engagement for 2015, the Compensation Committee evaluated Aon Hewitt's independence from Company management and any conflicts of interest. The Compensation Committee considered Aon Hewitt's provision of other services to the Company, the fees paid by the Company to Aon Hewitt as a percentage of the firm's total revenue, Aon Hewitt's policies and procedures to prevent conflicts of interest, and the confirmation by Aon Hewitt that it and its representatives have no business or personal relationship with any member of the Compensation Committee, do not own any stock of the Company, and have no business or personal relationship with any executive officer of the Company. The Compensation Committee concluded that Aon Hewitt is independent of the Compensation Committee and of Company management and has no conflicts of interest in its performance of services to the Compensation Committee.

In 2015, the Compensation Committee consulted with Aon Hewitt regarding our new equity-based long-term incentive plan, and the equity awards granted to Messrs. Yates, Stoever and McGuinness in connection with their appointments to CEO, COO and CFO, respectively. The Compensation Committee's decisions in 2015 were based, in part, upon the recommendations and counsel of Aon Hewitt. The Compensation Committee also consulted, and plans to continue to consult, with Aon Hewitt in establishing NEO compensation for 2016.

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2015 Changes to Our Compensation Program and Philosophy

In 2015, the Company engaged in a significant overhaul of its executive compensation program and philosophy. In doing so, the Company performed a complete review of its compensation practices. We assessed our pay alignment with that of the market by reviewing our peer group and target and realized pay. This assessment resulted in the Company developing a more appropriate peer group and recognizing that while target pay was above market practices, realized pay was actually below the market. This 2015 assessment process allowed us to define new guiding principles for our executive officer compensation which will align pay competitiveness with Company performance outcomes.

Guiding Principles

The Company's new compensation program and philosophy has guiding principles to ensure that the Company remains focused on, and delivers only, "pay-for-performance". In this regard, our peer group has been reconstituted to reflect appropriate industry sectors and peers with comparable revenue. Our new peer group will be reviewed and assessed on an annual basis and appropriate additions and/or deletions will be made to the peer group going forward. The Company will focus on total direct compensation that is based on our financial position relative to our new peer group.

Our new compensation philosophy also moves away from single trigger equity vesting acceleration and will impose "double" trigger vesting on all new equity awards, i.e., vesting will only accelerate if there is a qualified termination event that follows any change-in-control of the Company. In addition, we will endeavor to align the pay of our CEO to reduce pay disparities with our other NEOs. This reflects current best practices in moving toward smaller pay gaps between the CEO and other senior executives.

In connection with the above changes, we have reviewed and modified the EIP, our annual cash executive incentive program, to require, among other things, "distinguished" performance for a full bonus payout. Our revised EIP is more fully described below.

We have also developed an equity-based LTIP that provides enhanced awards only when distinguished performance is achieved and limits payouts when desired performance is not achieved. This LTIP includes an interim award for 2016 and 2017 to address the lack of any recent long-term incentive awards. Our new equity-based LTIP is more fully described below.

The Compensation Committee is authorized to retain outside independent compensation consultants to provide information and advice concerning compensation. The Compensation Committee engaged Aon Hewitt at the beginning of November 2014 to serve as its independent adviser. The role of the independent compensation consultant is to provide advice to the Compensation Committee to assist it in fulfilling its responsibilities under its charter.

Alignment of Pay and Performance

We believe that these fundamental changes to our executive compensation program provide executive compensation that is based on solid market practices and organizational performance and, thus, drives the executive behaviors and financial performance results desired by the Company and which will yield increased value to our shareholders. We believe that our changed approach delivers executive compensation opportunities that are appropriate and aligned with relevant market practices and is based on and managed under principles of pay-for-performance. A key feature is our new alignment of our executive compensation with the median total direct compensation paid in the relevant marketplace for expected Company financial performance, and as adjusted, in certain instances, for qualitative and/or quantitative individual performance.

In summary, the Company has created a pay strategy that employs performance orientation, pay positioning and pay for performance linkage as its key design drivers. Our revised pay strategy (i) reinforces a strong pay for performance ethic, emphasizing both individual contributions and achievement of sustained revenue growth and profitability, (ii) utilizes market total direct compensation levels as an important factor in determining the total reward opportunities for senior executives, rather than focusing on pay component by pay component competitiveness and ranking, and (iii) aligns pay competitiveness outcomes with our financial performance results (for example, mid-market performance outcomes will only produce mid-market pay level outcomes), and reward opportunities will be sensitive to desired long-term versus short-term focus.

Finally, the pay positioning framework of our new pay strategy, philosophy and approach supports and reflects our goal of targeting a specified market pay level that is based on a commensurate level of financial performance. For performance levels that meet expectations, total direct compensation will be targeted at the 50^{th} percentile of the peer group. For performance that exceeds or falls short of expectations, compensation levels can range from above or below median levels, respectively.

Summary of Significant 2015 Compensation Matters

The following is a list of significant decisions affecting the compensation of our NEOs during 2015 and the factors informing these decisions. Each of these items is discussed in greater detail in this CD&A.

- Base Salaries. Other than the increase to Mr. McGuinness' base salary from $350,000 to $400,000 in connection with his promotion to CFO in November 2015, there were no adjustments to NEO base salaries in 2015.

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In determining the base salaries for our NEOs, the Compensation Committee considers, among other things: (1) data provided by the Compensation Committee's independent compensation consultant, Aon Hewitt, about the Company's peer group and other similarly situated technology companies contained in a Radford Technology Survey, (2) the efforts required in the ongoing implementation of our business plan, (3) the results of stockholder outreach by management and the Board, (4) the recommendations of Aon Hewitt, and (5) the results of the Company's "say-on-pay" proposals. The Compensation Committee believes that our NEOs' base salaries are consistent with the Company's compensation philosophy, provide a meaningful incentive and demonstrate the Compensation Committee's responsiveness to the results of the Company's "say-on-pay" proposals and the stockholder outreach program engaged in by the Company on compensation issues.

- Revised EIP. No bonuses were paid to our NEOs under the EIP for 2015 because the applicable performance thresholds were not achieved. In addition, our EIP has also been revised to deliver stronger "pay-for-performance" alignment. The revised EIP provides for performance category weightings, i.e., revenue growth and Cash EBITDA levels, and establishes performance ranges, i.e., acceptable performance to distinguished performance. No revised EIP payouts will be made if acceptable performance is not achieved under at least one of the revenue or Cash EBITDA performance categories. For revenue and Cash EBITDA performance between performance ranges, payouts will be determined using linear interpolation. Under the revised EIP, revenue growth means constant currency revenue growth and Cash EBITDA means the Company's consolidated operating income, excluding depreciation, amortization, and stock-based compensation expenses. Revenue and Cash EBITDA goals may be adjusted for any one-time items including one-time litigation expenses and gains/losses attributable to acquisitions and dispositions. All adjustments are subject to the review and approval of our Compensation Committee. Finally, under the revised EIP, individual awards may be increased or decreased based on supervising manager or Compensation Committee discretion to reflect a qualitative or quantitative review of individual performance for the EIP plan year. Any increases to individual awards cannot exceed 200% of the individual's target award, and the total amount payable under the EIP cannot exceed the amount accrued based on revenue and Cash EBITDA performance, thereby ensuring that individual adjustments do not result in an aggregate amount payable that exceeds what has been earned based on Company financial performance.
- Discretionary Bonuses. Discretionary bonuses were paid to each of Messrs. Miller and McGuinness in the amount of $150,000. These bonuses were paid in recognition of the need to maintain continuity and stability during periods of executive management transition and to provide financial incentive to the executives in the interim period during which the Company embarked on a dramatic change in pay strategy designed to substantially increase the linkage between pay and performance.
- New LTIP. In the latter half of 2015, upon the recommendation of Aon Hewitt and with Aon Hewitt's assistance, we designed a new performance contingent equity-based LTIP, which was implemented in March 2016. The LTIP is designed to emphasize a consistent focus on the Company's long-term performance through the use of annual performance-based equity awards. The LTIP utilizes three-year performance cycles and annual average revenue growth and cumulative Cash EBITDA goals as the performance metrics. For the 2016 LTIP cycle, LTIP participants can earn between 0% (for performance below threshold) and 200% (for maximum performance) of their individual award, on a complete three year cycle basis, if specified three year average annual revenue growth and cumulative Cash EBITDA levels are achieved and, only for the 2016 LTIP cycle, awards can also be earned on an interim one- and two-year basis if specified interim year performance levels are achieved at specified threshold or target levels. The interim award opportunities for the 2016 LTIP cycle are intended to drive an enhanced focus on key performance achievements over these three years while also building sufficient retentive value, given that regular long-term incentive awards have not been made in recent years. The ultimate number of shares issued with respect to achievement of 2016-2018 performance targets will be reduced by the number of shares earned in connection with 2016 and 2017 interim performance. For achievement between performance levels, payouts are determined through linear interpolation. Maximum level (200%) awards are only earned at the end of the three year LTIP award cycle. Please see the following example for an award made in 2016 under the LTIP with a target award of 60,000 shares of the Company's common stock.

Shares Available to be Earned

Year	Minimum	Target	Maximum
2016	—	20,000	20,000
2017	—	20,000	20,000
2018	—	60,000 less those earned in 2016 and 2017	120,000 less those earned in 2016 and 2017

The LTIP supports the Company's focus on resetting its profit and growth business model and the Company's emphasis on fundamental building blocks (revenue and Cash EBITDA growth) critical to sustained shareholder value creation.

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Annual revenue growth for a stated year means the percentage growth in the Company's consolidated revenue for such year as compared to the prior year, determined on a constant currency basis. Cash EBITDA means the Company's consolidated operating income, excluding depreciation, amortization and stock-based compensation expenses. The LTIP's cumulative Cash EBITDA goals measure and reflect sustained, multi-year Cash EBITDA success. The average annual revenue growth goals link a significant portion of the LTIP award to top-line revenue expansion. The interim year award earning opportunities drive key performance achievement during a transformational time in the Company's life cycle and the annual grant feature creates a continuing focus on performance achievement.

Beginning in 2017, awards under the LTIP will not have interim achievement opportunities and will only be issued upon achievement of performance metrics at the end of the three-year performance period (e.g., shares earned under the 2017 LTIP cycle will only be issued in 2020 upon achievement of the performance goals for the three-year period ending December 31, 2019). The Compensation Committee determined that it was appropriate to offer interim achievement opportunities in the 2016 LTIP cycle in recognition of the dramatic change in pay strategy that the new LTIP represents. Further, the Compensation Committee has approved this design to reinforce the importance of achieving sustainable improvements in growth and profits. See the illustration below.

LTIP Grants	2016	2017	2018	2019	2020	2021	2022
Grant One (2016)		Year One Interim Vesting	Year Two Interim Vesting	Grant One Final Payout			
Grant Two (2017)					Grant Two Payout		
Grant Three (2018)						Grant Three Payout	
Grant Four (2019)							Grant Four Payout

Finally, the LTIP is denoted in shares to better align equity incentive pay with actual shareholder returns and value creation.

On March 16, 2016, the Compensation Committee approved the first round of performance contingent share awards under the new LTIP. The 2016 target award amounts for Messrs. Yates, Stoever and Miller were 374,732 shares, 321,199 shares and 107,066 shares, respectively, which will only be issued upon the achievement of the performance metrics under the LTIP, with interim achievement opportunities at the end of 2016 and 2017, as described in the illustration above. The values of these awards will be disclosed in the compensation tables accompanying the Compensation Discussion & Analysis portion of the Company's 2017 Proxy Statement.

- Double Trigger Vesting Policy. Beginning in March 2016, all new equity awards, including those under the LTIP, will have double trigger change in control acceleration rather than single trigger acceleration.
- New Peer Group Construction and Benchmarking. Consistent with stockholder input about the relationship between benchmarking and our overall share performance, our NEOs' total direct compensation will be targeted at the 50th percentile of our new peer group, which was revised to be more closely aligned with our market capitalization, as more fully described immediately below.

Changes to Peer Group and Informal Benchmarking at 50th Percentile

The Company operates in a highly competitive environment for talent, and recognizes that its overall compensation must also be competitive to enable it to attract and retain the best talent critical to the execution of the Company's strategic plan and driving the business forward. While no formal rule was set, in recent years the Compensation Committee has adhered to the belief that compensation for the Company's executive officers should be generally in the range of the 75th percentile of total compensation, as compared to its peer group of companies. However, the Compensation Committee considers many other factors in deciding the compensation of our executive officers, including competitive requirements, broader market best practices, and the business judgment of its members after considering the recommendations of compensation consultants for context both competitively within our peer group as well as the market at large.

In response to stockholder feedback regarding the size of the companies in our peer group and the use of the 75th percentile as the general target for executive compensation, the Compensation Committee engaged in a comprehensive review of its informal benchmarking practices, together with its compensation consultant Aon Hewitt. Accordingly, in July 2015, the Compensation Committee adopted a new peer group of companies whose market capitalizations, revenues and industries more closely resemble those of the Company. Additionally, the Compensation Committee shifted to a focus on total direct compensation targeting the 50th percentile of relevant market practices.

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2015 Compensation Considerations and Determinations

In determining the compensation of our NEOs for 2015, the Compensation Committee considered:

- The realities of the current economic environment and the goals that the Company desired to achieve in such environment, such as focusing on core markets and taking aggressive steps to strengthen the Company's business through the execution of our business plan.
- The Company's near-term financial results.
- The results of the Company's "say-on-pay" proposal in 2015 and stockholder outreach in 2015.

The Compensation Committee also considered the highly competitive nature of the Company's industry, compensation data about the Company's peer group and other similarly situated technology companies provided by the Compensation Committee's independent compensation consultant, Aon Hewitt, and the need to attract, retain and motivate a team of highly qualified and dedicated senior executives who are critical to the long-term success of the Company. Nevertheless, after taking all of these factors into account, the Compensation Committee determined that there would be no cash incentive compensation paid for 2015, other than discretionary bonuses of $150,000 to each of Messrs. Miller and McGuinness in recognition of the need to maintain continuity and stability during periods of executive management transition and to provide financial incentive to the executives in the interim period during which the Company embarked on a dramatic change in pay strategy designed to substantially increase the linkage between pay and performance.

In connection with their appointments to the roles of CEO and COO, respectively, the Compensation Committee approved performance-based RSUs to Messrs. Yates and Stoever in January 2015. 250,000 performance-based RSUs in the case of Mr. Yates and 100,000 performance-based RSUs in the case of Stoever will vest in four tranches based on the achievement and maintenance for 30 consecutive trading days of specified stock price targets prior to January 7, 2018 ("Stock Price RSUs"). The performance targets for the Stock Price RSUs were based upon the achievement of specified stock prices, with a stock price target for the first tranche of $5.75 (or 26% over the $4.55 closing price of the Company's stock on the date of grant) and with stock price targets for the following three tranches of $6.75, $7.75 and $8.75, respectively. The tranches will vest one year following the date on which the applicable stock price target is achieved for a period of 30 consecutive trading days prior to January 7, 2018. The Compensation Committee set the stock price targets at levels that would challenge the executives and only vest if substantial value is delivered to our stockholders. To illustrate the rigor of these stock price targets, the Company's stock price would have to be more than 126% of its price on the grant date for the first tranche to vest; more than 148% of its price on the grant date for the second tranche to vest; more than 170% of its price on the grant date for the third tranche to vest; and more than 192% of its price on the grant date for the fourth tranche to vest.

Additionally, in connection with their appointments, the Compensation Committee also approved the grant of an additional 250,000 performance-based RSUs to Mr. Yates and 100,000 performance-based RSUs to Mr. Stoever with the vesting of such performance-based RSUs contingent upon the attainment of Adjusted EBITDA margin targets established by the Board ("Adjusted EBITDA Margin RSUs"). The Adjusted EBITDA Margin RSUs can vest in 62,500 RSU increments in the case of Mr. Yates and 25,000 RSU increments in the case of Mr. Stoever on the first anniversary of the achievement of quarterly Adjusted EBITDA margin targets for any calendar quarter starting with the second quarter of 2015 through the second quarter of 2016, subject to continued employment through such first anniversary. The quarterly Adjusted EBITDA margin targets are 15% for the second quarter of 2015, 17% for the third quarter of 2015, 19% for the fourth quarter of 2015, 23% for the first quarter of 2016 and 30% for the second quarter of 2016. The quarterly targets for the second and third quarters of 2015 were attained. In addition, any remaining unvested RSUs will vest on the first anniversary of the achievement of a quarterly Adjusted EBITDA margin target of at least 30% for two successive quarters beginning on or after April 1, 2016 and ending on or before June 30, 2017, subject to continued employment through such first anniversary. Any unvested RSUs will expire on July 1, 2017 if the applicable Adjusted EBIDTA margin targets have not been achieved prior to that date.

In connection with his promotion to CFO, the Compensation Committee approved the grant of 50,000 performance-based RSUs and 50,000 time-based RSUs to Mr. McGuinness on December 8, 2015. The performance-based RSUs were to vest, subject to Mr. McGuinness' continued employment through the first anniversary of the achievement of the applicable performance goals, in three tranches based on the achievement and maintenance for 30 consecutive trading days of specified stock price targets prior to December 8, 2018. The stock price targets for each of the three tranches were $7.50, $8.125 and $8.50 respectively. The time-based RSUs were to vest 25% per year over a period of four years, subject to Mr. McGuinness' continued employment. In connection with the termination of his employment on February 19, 2016, Mr. McGuinness forfeited both of these awards in their entirety.

The Compensation Committee views the awards to Messrs. Yates and Stoever as entirely performance-based and in the best interests of the Company's stockholders as they are designed to only compensate Messrs. Yates and Stoever in the event of significant stock price appreciation and/or long-term improvement in the financial results of the Company. The terms of the awards were determined after discussion with Aon Hewitt, taking into consideration the results of the Company's "say-on-pay" proposals and ongoing discussions with respect to compensation issues with a variety of the Company's stockholders.

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The Company's Peer Group

We recognize that the Company is in a unique business and that no group of companies are exactly in our position. As a result, our peer group is comprised of publicly-held companies that are similar to us in several key ways. For example, our peer group typically includes companies that provide services over the internet, are comparable in size to us, and connect both "buyers" and "sellers" of goods or services, despite their not being in employment related businesses. Although the Compensation Committee considers peer group data when making executive compensation decisions, the Compensation Committee does not engage in strictly aligning NEO pay to set benchmarks. Instead, the Compensation Committee considers many factors in deciding the compensation of our executive officers, including the recommendations of compensation consultants, broader market practices and the business judgment of its members, as well as the results of the compensation benchmarking exercise. In 2015, the Compensation Committee conducted a full review of the Company's peer group and, upon the recommendation of Aon Hewitt, the Compensation Committee approved the following peer group:

- IAC/InterActiveCorp
- LinkedIn Corporation
- Earthlink Holdings Corp.
- Informatica Corporation
- VeriSign, Inc.
- Shutterfly, Inc.
- Pandora Media, Inc.
- Dealertrack Technologies, Inc.
- j2 Global, Inc.
- Pegasystems Inc.
- Blucora, Inc.
- WebMD Health Corp.
- NetSuite, Inc.
- Web.com Group, Inc.
- Constant Contact, Inc.
- DHI Group, Inc.

Primary Elements of Executive Compensation

There are three primary elements of our executive compensation program for NEOs:

- base salary;
- annual bonus opportunity; and
- equity awards.

The following is a discussion of these primary elements of our compensation program for NEOs.

- Base Salary

When determining the appropriate level of base salary for the applicable NEO, the Compensation Committee typically seeks to set base salary at a level that ensures such NEO is being compensated at a reasonable and equitable level, and as necessary to motivate and retain such NEO. Among the factors considered by the Compensation Committee in setting base salary are the NEO's prior experience, employment and compensation (whether with the Company or another entity) and competitive compensation packages in the marketplace generally and among the peer group companies listed above.

- Annual Bonus Opportunity

The Company uses annual bonuses to reward executive officers for their service to the Company. The Compensation Committee sets targets or goals for the year in which performance is measured; targets and goals are established each year to ensure that they reflect the business strategy and motivate our senior executives to execute successfully on that strategy.

In 2015, the Compensation Committee established a performance-based annual bonus compensation plan that called for annual bonuses to be paid under the EIP to NEOs and certain other officers based upon 2015 Consolidated Net Revenue and 2015

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Consolidated EBITDA (the “2015 Performance Plan”). Because the performance thresholds established under the 2015 Performance Plan were not achieved, the Company did not pay any bonuses to the NEOs under the EIP.

For purposes of the 2015 Performance Plan:

- “2015 Consolidated Net Revenue” means the Company’s consolidated revenue for the year ending December 31, 2015, based on the Company’s 2015 audited financial statements, but excluding (1) any changes in accounting principles from those in effect on January 1, 2015, (2) the effect of acquisitions or divestitures consummated on or after January 1, 2015 and (3) the effect of operations that are treated as discontinued operations in the Company’s 2015 audited financial statements; and
- “2015 Consolidated EBITDA” means the Company’s consolidated EBITDA (earnings before interest, tax, depreciation and amortization) for the year ending December 31, 2015, based on the Company’s 2015 audited financial statements, but excluding (1) any changes in accounting principles from those in effect on January 1, 2015, (2) the effect of acquisitions or divestitures consummated on or after January 1, 2015 and (3) the effect of operations that are treated as discontinued operations in the Company’s 2015 audited financial statements.

Under the 2015 Performance Plan, 50% of each NEO’s target bonus opportunity was based on each of 2015 Consolidated Net Revenue and 2015 Consolidated EBITDA. Performance goals were changed from net bookings and operating income to improve alignment between employee short-term performance goals and the Company’s strategic shift as well as our commitment to stockholders to focus on these metrics.

The financial performance targets for the 2015 Performance Plan were as follows:

Financial Metric	Threshold ($)	Target ($)	Maximum ($)
2015 Consolidated Net Revenue	766,000,000	796,000,000	828,200,000
2015 Consolidated EBITDA	152,000,000	179,000,000	207,000,000

In establishing these performance targets, the Compensation Committee sought to establish targets that were both meaningful and achievable and reflect the Company’s business plan. The Compensation Committee believes that this balance is important, as performance targets must be set at levels that are attainable in order to be able to motivate employees, but must also be set at levels that reward only acceptable corporate performance. The target and maximum performance-based award opportunities under the 2015 Performance Plan for the NEOs are provided below.

Name	Target Award		Maximum Award	
	Satisfactory Performance ($)	Exceptional Performance ($)	Satisfactory Performance ($)	Exceptional Performance ($)
Timothy T. Yates	750,000	1,500,000	1,125,000	2,250,000
Mark C. Stoever	550,000	1,100,000	825,000	1,650,000
Michael C. Miller	425,000	850,000	637,500	1,275,000
James M. Langrock	450,000	900,000	675,000	1,350,000
Michael B.	262,500	525,000	393,750	787,500

McGuinness				
Lise Poulos	450,000	900,000	675,000	1,350,000

Based on the Company’s 2015 financial results, each of 2015 Consolidated Net Revenue and 2015 Consolidated EBITDA fell short of the threshold performance target for such metric and, as noted above, no bonuses were paid to the NEOs under the 2015 Performance Plan. This also underscores the Company’s and the Compensation Committee’s commitment to pay-for-performance.

Although no bonuses were payable to the NEOs under the 2015 Performance Plan, the Compensation Committee determined that discretionary bonuses in the amount of $150,000 would be paid to each of Messrs. Miller and McGuinness in recognition of the need to maintain continuity and stability during periods of executive management transition and to provide financial incentive to the executives in the interim period during which the Company embarked on a dramatic change in pay strategy designed to substantially increase the linkage between pay and performance.

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- Equity Awards

2015 Equity Award Grants

The Compensation Committee, in consultation with Aon Hewitt and management, evaluates the Company's compensation practices on a regular basis and considers, as part of such evaluation, the appropriate form of equity compensation awards for NEOs. For a description of the equity awards granted to Messrs. Yates, Stoever and McGuinness during 2015 in connection with their appointments as CEO, COO and CFO, respectively, please see the section above entitled "2015 Compensation Considerations and Determinations." As a result of the Company's ongoing review of executive compensation practices and the design and implementation of the new equity-based LTIP, the Compensation Committee did not authorize grants under the Company's annual equity award program in 2015.

The Company and the Compensation Committee believe that issuing full value awards such as RSUs, restricted stock and the new performance contingent share awards under the LTIP with substantial performance-based and/or time-based vesting components, in conjunction with our new equity ownership guidelines, not only encourages retention of key employees during the vesting period, but also aligns the goals of the NEOs with the Company's long-term goals. The Company further believes that because the value of equity awards increases and decreases with the value of our shares, such awards are inherently "at-risk" and, therefore, with respect to a significant portion of NEO compensation, the NEOs' interests are aligned with the interests of our stockholders.

In establishing the number of restricted or performance contingent shares or units to award to executive officers each year as part of the Company's annual equity award program, the Compensation Committee:

- evaluates the executive's level of current and potential job responsibility, and assesses the Company's desire to retain and motivate that executive over the long-term;
- reviews the CEO's assessments of the individual performance of NEOs other than the CEO;
- may consider the remaining retention and motivational value of any prior equity awards made to the executive; and
- considers advice from an outside compensation consultant when evaluating equity compensation being earned by comparable executives in the market.

Any equity awards granted as part of the Company's annual equity award program require the executive's continued employment with the Company through the applicable vesting date, subject to accelerated vesting upon certain events, as described below. The Company does not have any outstanding equity awards that provide for the payment of dividends or dividend equivalents prior to vesting or delivery. The Compensation Committee intends that equity awards will continue to be performance-based, such as, for example, any new awards made under our new equity-based LTIP. In addition, the Compensation Committee has determined that beginning in March 2016, any future awards will include double-trigger change in control vesting provisions rather than single-trigger change in control vesting provisions.

NEO Employment Agreements

The compensation paid in 2015 to the NEOs was determined, in part, by the terms set forth in employment agreements that were negotiated at arm's length between the Company and each of the NEOs. We believe that having employment agreements with the NEOs provides an incentive to remain with the Company, and provides a vehicle for imposing restrictive covenants on our NEOs that prohibit or limit their ability to disclose the Company's confidential information, compete with the Company or solicit its employees.

Timothy T. Yates. The Company entered into an employment agreement with Mr. Yates, effective as of November 4, 2014. Pursuant to his employment agreement, Mr. Yates receives a base salary of $750,000 per year. Mr. Yates is eligible to earn an annual bonus based on the attainment of certain performance objectives, with his target bonus opportunity equal to 100% of his base salary. Mr. Yates is eligible to receive grants of equity-based awards, in the Compensation Committee's discretion. Mr. Yates is also entitled to participate in benefit plans as generally provided by the Company to its senior executives. Upon his termination of employment for certain reasons, the employment agreement provides for certain payments and benefits to Mr. Yates, as described below in the section entitled "Potential Payments Upon Termination or Change-in-Control." Under the employment agreement, Mr. Yates has agreed that, during his employment and for 12 months thereafter, he will not compete with the Company or solicit employees or service providers of the Company to terminate such person's relationship with the Company. Additionally, Mr. Yates has agreed to restrictive covenants regarding intellectual property, confidentiality and non-disparagement.

Mark C. Stoever. The Company entered into an amended and restated employment agreement with Mr. Stoever, effective February 28, 2012. Effective as of November 4, 2014, Mr. Stoever’s base salary was increased from $400,000 to $550,000, in connection with his appointment to the role of COO. Mr. Stoever is eligible to earn an annual bonus based on the attainment of certain performance objectives, with his target bonus opportunity equal to 100% of his base salary. Mr. Stoever is eligible to receive grants of equity-based awards, in the Compensation Committee’s discretion. Mr. Stoever is also entitled to participate in benefit plans as generally provided by the Company to its senior executives. Upon his termination of employment for certain reasons, the

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employment agreement provides for certain payments and benefits to Mr. Stoever, as described below in the section entitled "Potential Payments Upon Termination or Change-in-Control." Under the employment agreement, Mr. Stoever has agreed that, during his employment and for 12 months thereafter, he will not compete with the Company or solicit employees or service providers of the Company to terminate such person's relationship with the Company. Additionally, Mr. Stoever has agreed to restrictive covenants regarding intellectual property, confidentiality and non-disparagement.

Michael C. Miller. The Company entered into an employment agreement with Mr. Miller, effective as of October 15, 2007, as amended effective as of January 1, 2009 and February 28, 2012. Mr. Miller receives a base salary of $425,000 per year. Mr. Miller is eligible to earn an annual bonus based on the attainment of certain performance objectives, with his target bonus opportunity equal to 100% of his base salary. Mr. Miller is eligible to receive grants of equity-based awards, in the Compensation Committee's discretion. Mr. Miller is also entitled to participate in benefit plans as generally provided by the Company to its senior executives. Upon his termination of employment for certain reasons, the employment agreement provides for certain payments and benefits to Mr. Miller, as described below in the section entitled "Potential Payments Upon Termination or Change-in-Control." Under the employment agreement, Mr. Miller has agreed that, during his employment and for 12 months thereafter, he will not compete with the Company or solicit employees or service providers of the Company to terminate such person's relationship with the Company. Additionally, Mr. Miller has agreed to restrictive covenants regarding intellectual property, confidentiality and non-disparagement.

Benefits

Executive officers are eligible, on the same basis and under the same plans as other employees, for our medical plan, dental plan, vision plan, flexible spending accounts for healthcare costs, life insurance and disability insurance. In addition, we maintain a 401(k) retirement savings plan, which includes an employer match component of up to three percent of the participant's annual earnings, for the benefit of all of our U.S. employees. Our benefits are intended to be competitive with benefits offered by employers with whom we compete for talent in the marketplace.

Perquisites and Other Benefits

Perquisites and other benefits are not a significant component of our executive compensation program. During 2015, the primary perquisites provided by the Company to the NEOs were transportation benefits provided to Mr. Yates and Company-paid housing provided to Ms. Poulos. None of the NEOs received tax gross-ups during 2015.

The Company pays for car service between Mr. Yates' residence and his primary office location. The Compensation Committee authorized the housing benefit for Ms. Poulos to continue to accommodate her housing needs.

Payments following Termination or a Change in Control of the Company

Messrs. Yates, Stoever and Miller are entitled to severance benefits upon certain terminations of employment. In addition, each is entitled to accelerated vesting of outstanding equity awards upon the consummation of a change in control of the Company. Notwithstanding the terms of their employment agreements, Messrs. Yates, Stoever and Miller have agreed that for any equity awards granted on or after March 16, 2016, accelerated vesting of those awards upon the consummation of a change in control will only occur in association with a qualified termination event. The Compensation Committee believes that these benefits provide an incentive to Messrs. Yates, Stoever and Miller to remain with the Company and serve to align their interests and those of our stockholders, including in the event of a potential acquisition of the Company when there may be uncertainty about their future employment prospects with the Company.

Mr. Langrock's employment terminated on October 29, 2015. Upon Mr. Langrock's termination of employment, Mr. Langrock only received payment for accrued but unused paid time off, as described below in the section entitled "Potential Payments Upon Termination or Change-in-Control" and in the "Summary Compensation Table." Mr. Langrock is also party to a Non-Competition, Non-Solicitation, Confidential Information and Intellectual Property Assignment Agreement, dated as of October 28, 2008, which provides that, during his employment and for twelve months thereafter, he will not compete with the Company or solicit clients, employees and other service providers of the Company to terminate such person's relationship with the Company. Additionally, Mr. Langrock has also agreed to restrictive covenants regarding intellectual property, confidentiality and non-disparagement.

Mr. McGuinness' employment terminated on February 19, 2016. Upon Mr. McGuinness' termination of employment, Mr. McGuinness only received payment for accrued but unused paid time off, as described below in the section entitled "Potential Payments Upon Termination or Change-in-Control." Mr. McGuinness has agreed that for 12 months after the termination of his employment with the Company, he will not compete with the Company or solicit clients, employees and other service providers of the Company to terminate such person's relationship with the Company. Additionally, Mr. McGuinness has also agreed to restrictive covenants regarding intellectual property, confidentiality and non-disparagement.

Ms. Poulos retired from the Company effective May 1, 2015. Upon Ms. Poulos' retirement, Ms. Poulos received certain payments and benefits, as described below in the section entitled "Potential Payments Upon Termination or Change-in-Control" and in the "Summary Compensation Table." Ms. Poulos has agreed that, in exchange for such severance payments, for one year

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after her retirement from the Company, she will not compete with the Company or solicit non-clerical employees, consultants, or service providers of the Company to terminate such person's relationship with the Company. Ms. Poulos is also party to a Non-Competition, Non-Solicitation, Confidential Information and Intellectual Property Assignment Agreement, dated as of October 28, 2008, which provides that for twelve months after her retirement from the Company, she will not compete with the Company or solicit clients, employees and other service providers of the Company to terminate such person's relationship with the Company. Additionally, Ms. Poulos has also agreed to restrictive covenants regarding intellectual property, confidentiality and non-disparagement.

For more information regarding these potential severance payments and benefits, as well as the acceleration of vesting of outstanding equity awards, see "Potential Payments upon Termination or Change-in-Control" beginning on page 32.

Tax and Accounting Implications

The Company considers tax and accounting implications in determining all elements of its compensation programs. Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), generally denies a deduction to any publicly held corporation for compensation (other than qualified performance-based compensation) exceeding $1,000,000 paid in a taxable year to the CEO or any one of the next three most highly compensated officers (other than the CFO) included in the "Summary Compensation Table" below. The Compensation Committee is aware of this limitation when structuring executive compensation. However, we retain the flexibility to pay compensation that is not entirely deductible when the Compensation Committee determines doing so to be appropriate.

When establishing executive compensation, the Compensation Committee considers the effect of various forms of compensation on the Company's financial reports. In particular, the Compensation Committee considers the potential impact, on current and future financial reports, of all equity compensation that it approves.

Compensation Policies and Practices Relating to Risk Management

The Compensation Committee, as part of its review of the Company's compensation programs, considers the potential impact that such programs have on incentivizing the Company's officers and directors to take risks. The Company does not believe that its compensation policies and practices are reasonably likely to have a material adverse effect on the Company. The factors leading to this conclusion are: (1) financial performance in the Company's core online recruitment business is driven primarily by long-term strategic decisions such as investments in new technologies and products that are intended to lead to increased sales, such that there is limited potential for high-risk activities and decisions to lead to material near-term rewards; (2) the EIP places a cap on the maximum bonus that can be paid in respect of any performance period, which has the effect of discouraging our employees from engaging in excessive risk taking behavior because no additional compensation will be provided after a certain level of results has been achieved; (3) the Company's incentive compensation clawback policy (as described below) prevents our employees from retaining bonuses that were paid based on the achievement of fraudulent data to the extent they were aware of such fraud; (4) other significant components of the Company's compensation programs, such as annual equity awards subject to performance-based vesting conditions with additional time vesting requirements, are long-term in nature and therefore mitigate the incentive to engage in behavior that provides benefits only in the near-term; (5) the Company's equity ownership guidelines require executive officers, including the NEOs, to own a significant percentage of the Company's common stock, thereby ensuring that such executive officers have a meaningful portion of their personal wealth tied to the value of the Company; and (6) the Company's anti-hedging and anti-pledging policy prohibits our directors and officers from pledging Company securities, engaging in hedging or monetization transactions that allow the person to lock in the value of his or her security holdings, and purchasing securities on margin or holding securities in a margin account, thereby further ensuring that the directors' and officers' shareholdings are tied to the value of the Company and helping limit risk-taking.

Incentive Compensation Clawback Policy

Our EIP, pursuant to which the Compensation Committee establishes annual performance-based compensation for the NEOs, provides that if any incentive compensation bonus is paid pursuant to the EIP on the basis of financial results achieved by the Company, and the Company is subsequently required to restate its financial statements resulting in the financial results being reduced such that the incentive compensation bonus would not have been paid (or would have been smaller in amount), and the participant receiving such incentive compensation bonus had actual knowledge of the circumstances requiring the restatement, then such participant may have the incentive compensation bonus reduced to the amount, if any, that in the Compensation Committee's sole judgment, would have been earned on the basis of the revised financial statements. In addition, the employment agreements of Messrs. Yates, Stoever, Miller, Langrock and McGuinness and Ms. Poulos contain provisions giving the Company the ability to claw back bonus and other incentive compensation paid to the executive, including any equity awards and any severance pay determined by reference to such bonus or incentive compensation, in each case, in accordance with the Company's then existing recoupment policy.

The form award agreements for restricted stock and RSUs granted to executive officers and other senior employees under its 2008 Equity Incentive Plan permit the Company, upon the occurrence of a "forfeiture event," to claw back such awards, the shares

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underlying them and/or the gross amount received by the participant upon disposition of such shares, at any time prior to or after the vesting of such awards. A “forfeiture event” includes (i) the participant’s violation of the restrictive covenants contained in the award agreement; (ii) the participant’s willful misconduct or gross negligence in the performance of his or her duties; (iii) the participant’s intentional commission in the performance of his or her duties of any act of fraud, embezzlement or misappropriation of Company property; and (iv) the participant’s failure to cooperate with any governmental authority having jurisdiction over the Company and the participant, the participant’s willful failure to comply with any lawful and reasonable directive of the Board of Directors, the Company’s CEO or the participant’s supervisor, or the participant’s willful material violation of the Company’s code of business conduct.

Equity Ownership Guidelines for Executive Officers

In March 2016, the Company adopted new equity ownership guidelines for its senior executives. Previously, the Company’s equity retention policy required each executive officer, including all of our NEOs, to retain a minimum of 25% of the total equity securities granted to the executive officer following the date of the adoption of the policy, through the earlier of the individual’s termination of employment, death or disability or a change in control of the Company (as defined in the policy). “Equity securities” included RSUs, restricted stock, stock options or other equity-based compensatory awards (and excluded any award issued prior to January 18, 2006, any non-compensatory equity award or issuance or any award or issuance that is made in equity solely because of limitations on the amount of cash that may be paid in the particular case because of performance-based award limitations).

The new equity ownership guidelines replace the former retention-based policy with an ownership-based approach. All senior vice presidents and above are subject to the new equity ownership guidelines. Equity ownership is defined as a number of shares, rather than a multiple of base salary. Those executives who do not meet the new equity ownership guidelines will be required to hold 50% of their shares (net of income and payroll taxes) from awards granted on or after March 16, 2016 until the equity ownership guidelines are achieved. The number of shares required to be owned by our CEO, our COO and each of our executive vice presidents and senior vice presidents is set forth below:

Employee Level	Required Number of Shares
CEO	500,000
COO	225,000
EVP	110,000
SVP	40,000

The new equity ownership guidelines support an ownership culture at the Company and align our executives’ interests with our stockholders’ interests. Messrs. Yates and Stoever are in compliance with the new equity ownership guidelines. Mr. Miller is not yet in compliance with the new equity ownership guidelines.

Equity Award Timing Policy

The Company has no program, plan or practice to coordinate equity grants with the release of material information. The Company does not accelerate or delay equity grants in response to material information, nor does it delay the release of information due to plans for making equity grants. Under the Company’s Compensation Committee Charter, the Compensation Committee is prohibited (in the absence of extraordinary circumstances) from granting stock options unless such options are granted at regularly scheduled meetings of the Compensation Committee. In addition, if options are granted, the number of underlying shares must be reasonable and the options must have a minimum four year vesting period. The Compensation Committee has not granted any options to its NEOs since 2005.

Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee has been an officer of the Company and none were employees of the Company during 2015, and none had any direct or indirect material interest in or relationship with the Company or any of its subsidiaries. None of the executive officers of the Company has served on the board of directors or compensation committee of another company at any time during which an executive officer of such other company served on the Company’s Board of Directors or the Compensation Committee.

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Compensation Committee Report

The Compensation Committee, which consists of the individuals set forth below, has reviewed the “Compensation Discussion and Analysis” and discussed it with management. Based on its review and discussions with management, the Compensation Committee recommended to our Board of Directors that the “Compensation Discussion and Analysis” be incorporated by reference into the Company’s Annual Report on Form 10-K for 2015 and included in this Proxy Statement.

Members of the Compensation Committee
John Gaulding, Chairman
James P. McVeigh
Roberto Tunioli

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Summary Compensation Table

The following table sets forth the compensation earned by our named executive officers for each of the past three fiscal years during which they served as executive officers.

Name and Principal Position	Year	Salary ($)(1)	Bonus ($)(2)	Stock Awards ($)(3)	All Other Compensation ($)(4)	Total ($)
Timothy T. Yates[(5)]	2015	778,846	—	2,305,000	29,729	3,113,575
Chief Executive Officer and	2014	98,077	—	—	14,403	112,480
Chief Financial Officer	2013	225,000	—	—	15,350	240,350
Mark C. Stoever	2015	566,538	—	922,000	5,646	1,494,184
President and Chief Operating	2014	424,231	—	—	5,365	429,596
Officer	2013	374,039	150,000	1,018,800	6,058	1,548,897
Michael C. Miller Executive Vice President, General Counsel and Secretary	2015	441,346	150,000	—	7,950	599,296
James M. Langrock[(6)]	2015	389,423	—	—	52,760	442,183
Former Executive Vice	2014	450,000	—	—	6,673	456,673
President and Chief Financial Officer	2013	424,038	150,000	1,302,300	7,212	1,883,550
Michael B. McGuinness[(7)]	2015	372,115	150,000	440,167	7,950	970,232
Former Executive Vice	2014	336,700	—	—	7,800	344,500
President and Chief Financial Officer	2013	305,769	90,000	314,400	7,650	717,819
Lise Poulos[(8)]	2015	164,423	—	—	767,588	932,011
Former Executive Vice	2014	450,000	—	—	37,621	487,621
President and Chief Administrative Officer	2013	450,000	50,000	829,800	52,892	1,382,692

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(1) Due to the timing of the Company’s regular biweekly payment cycle in relation to calendar year 2015, salary payments made during 2015 included payment for service during late December 2014. As a result, the amounts reported in the “Salary” column for certain NEOs slightly exceed the annual base salaries in effect for such NEOs during 2015.

(2) The “Bonus” column reports bonuses paid other than pursuant to an incentive plan. None of the NEOs received bonuses pursuant to an incentive plan with respect to the periods reported.

(3) The “Stock Awards” column reports the grant date fair value of stock awards in accordance with ASC 718, for stock awards granted during the applicable year. The fair value of stock awards is generally calculated using the closing price of the Company’s common stock on the grant date of the award.

The fair value of certain stock awards granted to Messrs. Yates and Stoever on January 7, 2015, the vesting of which is contingent upon the attainment of Adjusted EBITDA margin targets, was calculated using the closing price of the Company’s common stock on March 16, 2015, the date on which such Adjusted EBITDA margin targets were approved by the Compensation Committee. This resulted in a fair value of $6.36 per share rather than the $4.55 per share closing price of the Company’s common stock on January 7, 2015.

The fair value of certain stock awards granted to Messrs. Yates and Stoever on January 7, 2015, the vesting of which is contingent upon the attainment of stock price targets, was estimated using a Monte Carlo simulation model resulting in an estimated grant date fair value less than the $4.55 per share closing price of the Company’s common stock on the grant date. If the $4.55 per share closing price had been used as the fair value per share of such awards, the amounts reported in the “Stock Awards” column for 2015 for Messrs. Yates and Stoever would have been $2,727,500 and $1,091,000, respectively.

The fair value of a stock award granted to Mr. McGuinness on December 8, 2015, the vesting of which was contingent upon the attainment of stock price targets, was estimated using a Monte Carlo simulation model resulting in an estimated grant date fair value less than the $6.00 per share closing price of the Company’s common stock on the grant date. If the $6.00 per share closing price had been used as the fair value of such award, the amount reported in the “Stock Awards” column for 2015 for Mr. McGuinness would have been $600,000.

The fair value of certain stock awards granted on September 17, 2013, the vesting of which is contingent upon the attainment of stock price targets, was estimated using a Monte Carlo simulation model resulting in an estimated grant date fair value less than the $4.52 closing price of the Company’s common stock on the grant date. If the $4.52 closing price had been used as the fair value of such awards, the amounts reported in the “Stock Awards” column for 2013 would have been as follows: $1,166,800 for Mr. Stoever, $1,505,800 for Mr. Langrock, $358,800 for Mr. McGuinness and $940,800 for Ms. Poulos.

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For additional information, see Note 2 to the Company's consolidated financial statements included in the Company's Form 10-K for the year ended December 31, 2015, as filed with the SEC on February 11, 2016.

(4) The amounts reported in the "All Other Compensation" column for 2015 include the following amounts of 401(k) matching contributions by the Company: $7,950 for Mr. Yates, $5,646 for Mr. Stoever, $7,950 for Mr. Miller, $6,750 for Mr. Langrock, $7,950 for Mr. McGuinness and $5,588 for Ms. Poulos. The amount reported in the "All Other Compensation" column for Mr. Yates for 2015 includes $21,779 in expenses paid by the Company for transportation between Mr. Yates' residence and his primary office location. The amount reported in the "All Other Compensation" column for Mr. Langrock for 2015 includes $46,010 paid to Mr. Langrock upon his termination for accrued but unused paid time off. The amount reported in the "All Other Compensation" column for Ms. Poulos for 2015 includes (A) $715,313 in severance payments made to Ms. Poulos during 2015, (B) $21,840 paid to Ms. Poulos upon her termination for accrued but unused paid time off, (C) $11,742 in expenses paid by the Company relating to housing provided to Ms. Poulos near her primary office location during her employment with the Company, (D) $8,615 in medical, dental and life insurance costs paid by the Company and (E) $4,490 in relocation expenses paid by the Company. The benefits that we agreed to pay Ms. Poulos upon her retirement from the Company are described in "Potential Payments Upon Termination or Change-in-Control" on page 37.

(5) During the years reported (2013 through 2015), Mr. Yates served as Executive Vice President through June 4, 2013, as a non-employee director from June 5, 2013 to November 3, 2014 and in his current position of Chief Executive Officer commencing on November 4, 2014. Compensation for Mr. Yates' service as a non-employee director during 2013 and 2014 was reported in the proxy statements for our last two annual meetings of stockholders.

(6) Mr. Langrock resigned from the Company effective October 29, 2015.

(7) Mr. McGuinness resigned from the Company effective February 19, 2016.

(8) Ms. Poulos retired from the Company effective May 1, 2015. The benefits that we agreed to pay Ms. Poulos upon her retirement from the Company are described in "Potential Payments Upon Termination or Change-in-Control" on page 37.

Grants of Plan-Based Awards

The following table provides information about non-equity incentive plan awards, equity incentive plan awards and stock awards granted to the named executive officers in 2015. There were no stock option awards made to the named executive officers in 2015.

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards		All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock Awards ($)
Name	Grant Date		Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target and Maximum (#)		
Timothy T. Yates	—		93,750	750,000	2,250,000	—	—	—	—
	1/7/2015	(2)	—	—	—	62,500	250,000	—	1,590,000
	1/7/2015	(3)	—	—	—	62,500	250,000	—	715,000
Mark C. Stoever	—		68,750	550,000	1,650,000	—	—	—	—
	1/7/2015	(2)	—	—	—	25,000	100,000	—	636,000

	1/7/2015	(3)	—	—	—	25,000	100,000	—	286,000
Michael C. Miller	—		53,125	425,000	1,275,000	—	—	—	—
James M. Langrock	—		56,250	450,000	1,350,000	—	—	—	—
Michael B. McGuinness	—		32,813	262,500	787,500	—	—	—	—
	12/8/2015	(4)	—	—	—	16,666	50,000	—	140,167
	12/8/2015	(5)	—	—	—	—	—	50,000	300,000
Lise Poulos	—		56,250	450,000	1,350,000	—	—	—	—

(1) The amounts shown under "Estimated Future Payouts Under Non-Equity Incentive Plan Awards" relate to 2015 annual incentive plan award opportunities under the 2015 Performance Plan. As described more fully above in the CD&A, no bonuses were paid under the 2015 Performance Plan. Threshold amounts shown in the table assume the attainment of the threshold Company goal for each applicable financial performance metric and that the Compensation Committee applied a 0.25x multiplier for individual performance (out of a possible 2x multiplier which can be applied for exceptional individual performance). Target amounts reflect target bonuses equal to a specified target percentage of the NEO's base salary (75% for Mr. McGuinness and 100% for all other named executive officers). Target amounts also assume the attainment of the target Company goal for each applicable financial performance metric and that the Compensation Committee applied a 1x multiplier for individual performance (out of a possible 2x multiplier which can be applied for exceptional individual performance). Maximum amounts reflect the maximum possible payouts and assume the attainment of the maximum Company goals for

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each applicable financial performance metric and that the Compensation Committee applied the 2x multiplier for exceptional individual performance.

(2) RSU awards granted to Messrs. Yates and Stoever, the vesting of which is contingent upon the attainment of Adjusted EBITDA margin targets. The awards can vest in 62,500 RSU increments in the case of Mr. Yates and 25,000 RSU increments in the case of Mr. Stoever on the first anniversary of the achievement of quarterly Adjusted EBITDA margin targets for any calendar quarter starting with the second quarter of 2015 through the second quarter of 2016, subject to continued employment through such first anniversary. The quarterly Adjusted EBITDA margin targets are 15% for the second quarter of 2015, 17% for the third quarter of 2015, 19% for the fourth quarter of 2015, 23% for the first quarter of 2016 and 30% for the second quarter of 2016. The quarterly targets for the second and third quarters of 2015 were attained. In addition, any remaining unvested RSUs will vest on the first anniversary of the achievement of a quarterly Adjusted EBITDA margin target of at least 30% for two successive quarters beginning on or after April 1, 2016 and ending on or before June 30, 2017, subject to continued employment through such first anniversary. Any unvested RSUs will expire on July 1, 2017 if the applicable Adjusted EBIDTA margin targets have not been achieved prior to that date.

The fair value of the awards was calculated using the closing price of the Company's common stock on March 16, 2015, the date on which the quarterly Adjusted EBITDA margin targets were approved by the Compensation Committee. This resulted in a fair value of $6.36 per share rather than the $4.55 per share closing price of the Company's common stock on January 7, 2015.

(3) RSU awards granted to Messrs. Yates and Stoever, the vesting of which is contingent upon the attainment of stock price targets. The awards can vest in 62,500 RSU increments in the case of Mr. Yates and 25,000 RSU increments in the case of Mr. Stoever on the first anniversary of the achievement and maintenance for 30 consecutive trading days of four specified stock price targets, subject to continued employment through such first anniversary. The stock price targets are $5.75, $6.75, $7.75 and $8.75. The $5.75 stock price target was attained on March 26, 2015, and the $6.75 stock price target was attained on September 10, 2015. Any unvested RSUs will expire on the three-year anniversary of the grant date if the applicable stock price targets have not been achieved prior to that date.

The fair value of the awards was estimated using a Monte Carlo simulation model resulting in an estimated grant date fair value less than the $4.55 per share closing price of the Company's common stock on the grant date. If the $4.55 per share closing price had been used as the fair value per share of such awards, the aggregate grant date fair value of the awards would have been $1,137,500 for Mr. Yates' award and $455,000 for Mr. Stoever's award.

(4) RSU award granted to Mr. McGuinness, the vesting of which was contingent upon the attainment of stock price targets. In connection with the termination of his employment in February 2016, Mr. McGuinness forfeited this award in its entirety. The award provided for vesting in 16,666 RSU increments on the first anniversary of the achievement and maintenance for 30 consecutive trading days of three specified stock price targets, subject to continued employment through such first anniversary. The stock price targets were $7.50, $8.125 and $8.75.

The fair value of the award was estimated using a Monte Carlo simulation model resulting in an estimated grant date fair value less than the $6.00 per share closing price of the Company's common stock on the grant date. If the $6.00 per share closing price had been used as the fair value per share of such award, the aggregate grant date fair value of the award would have been $300,000.

(5) RSU award granted to Mr. McGuinness vesting 25% per year over a period of four years, subject to continued employment. In connection with the termination of his employment in February 2016, Mr. McGuinness forfeited this award in its entirety.

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Outstanding Equity Awards At Fiscal Year End

The following table summarizes the holdings of unvested stock awards by our named executive officers at December 31, 2015. None of the named executive officers hold any stock options. James M. Langrock and Lise Poulos held no unvested outstanding equity awards at December 31, 2015.

Name	Grant Date	Stock Awards: Number of Shares or Units of Stock That Have Not Vested (#)		Market Value of Shares or Units of Stock That Have Not Vested ($)(1)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)		Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(1)
Timothy T. Yates	6/4/2014	16,893	(2)	96,797	—		—
	1/7/2015	—		—	250,000	(3)	1,432,500
	1/7/2015	—		—	250,000	(4)	1,432,500
Mark C. Stoever	2/28/2012	18,750	(5)	107,438	—		—
	4/30/2013	30,000	(6)	171,900	—		—
	9/17/2013	—		—	50,000	(7)	286,500
	1/7/2015	—		—	100,000	(3)	573,000
	1/7/2015	—		—	100,000	(4)	573,000
Michael C. Miller	2/28/2012	18,750	(5)	107,438	—		—
	4/30/2013	30,000	(6)	171,900	—		—
	9/17/2013	—		—	43,750	(7)	250,688
Michael B. McGuinness	2/28/2012	5,000	(5)	28,650	—		—
	4/30/2013	10,000	(6)	57,300	—		—
	9/17/2013	—		—	15,000	(7)	85,950
	12/8/2015	—		—	50,000	(8)	286,500
	12/8/2015	50,000	(9)	286,500	—		—

(1) The values shown in this column are based on the closing market price of the Company’s common stock on December 31, 2015, which was $5.73.

(2)

RSU award granted on June 4, 2014 in connection with Mr. Yates' service as a non-employee director prior to becoming Chief Executive Officer in November 2014: one-third of these RSUs will vest on each of June 6, 2016, June 5, 2017 and June 4, 2018, subject to Mr. Yates' continued service on the Board of Directors.

(3) Performance-based RSU awards granted on January 7, 2015: vesting is contingent upon the attainment of Adjusted EBITDA margin targets. One-quarter of these RSUs can vest on the first anniversary of the achievement of quarterly Adjusted EBITDA margin targets for any calendar quarter starting with the second quarter of 2015 through the second quarter of 2016, subject to continued employment through such first anniversary. The quarterly Adjusted EBITDA margin targets are 15% for the second quarter of 2015, 17% for the third quarter of 2015, 19% for the fourth quarter of 2015, 23% for the first quarter of 2016 and 30% for the second quarter of 2016. The quarterly targets for the second and third quarters of 2015 were attained, and accordingly one-quarter of these RSUs will vest on each of June 30, 2016 and September 30, 2016, subject to continued employment through such dates. In addition, any remaining unvested RSUs will vest on the first anniversary of the achievement of a quarterly Adjusted EBITDA margin target of at least 30% for two successive quarters beginning on or after April 1, 2016 and ending on or before June 30, 2017, subject to continued employment through such first anniversary.

(4) Performance-based RSU awards granted on January 7, 2015: vesting is contingent upon the attainment of stock price targets. One-quarter of these RSUs can vest on the first anniversary of the achievement and maintenance for 30 consecutive trading days of four specified stock price targets, subject to continued employment through such first anniversary. The stock price targets are $5.75, $6.75, $7.75 and $8.75. The $5.75 stock price target was attained on March 26, 2015, and the $6.75 stock price target was attained on September 10, 2015. Accordingly, one-quarter of these RSUs vested on March 28, 2016, and one-quarter of these RSUs will vest on September 12, 2016, subject to continued employment through such date.

(5) Restricted stock award granted on February 28, 2012: all of these shares vested on February 29, 2016, with the exception of the shares held by Mr. McGuinness which were forfeited in connection with the termination of his employment in February 2016.

(6) Restricted stock award granted on April 30, 2013: one-half of these shares will vest on each of May 2, 2016 and May 1, 2017, subject to the NEO's continued employment through such dates. The shares held by Mr. McGuinness were forfeited in connection with the termination of his employment in February 2016.

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(7) Performance-based RSU award granted on September 17, 2013: these RSUs will vest if both (A) the closing price of the Company's common stock reaches and remains at $8.75 for 15 trading days in any 30 trading day period during the 5-year period following the date of grant, and (B) the NEO remains continuously employed for an additional one-year period after such stock price target is attained. The RSUs held by Mr. McGuinness were forfeited in connection with the termination of his employment in February 2016.

(8) Performance-based RSU award granted on December 8, 2015: vesting was contingent upon the attainment of stock price targets. In connection with the termination of his employment in February 2016, Mr. McGuinness forfeited this award in its entirety. The award provided for vesting in 16,666 RSU increments on the first anniversary of the achievement and maintenance for 30 consecutive trading days of three specified stock price targets, subject to continued employment through such first anniversary. The stock price targets were $7.50, $8.125 and $8.75.

(9) RSU award granted on December 8, 2015: one-quarter of these RSUs were scheduled to vest on each of December 8, 2016, December 8, 2017, December 8, 2018 and December 8, 2019, subject to Mr. McGuinness' continued employment through such dates. In connection with the termination of his employment in February 2016, Mr. McGuinness forfeited this award in its entirety.

Option Exercises and Stock Vested

The following table provides information relating to the number of shares acquired by the named executive officers upon the vesting of stock awards during 2015 and the value realized, before any applicable tax and other withholding obligations. None of the named executive officers exercised stock options during 2015.

Name	Stock Awards Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)(1)
Timothy T. Yates	5,630	34,568
Mark C. Stoever	205,000	1,115,650
Michael C. Miller	186,250	1,021,400
James M. Langrock	290,000	1,536,000
Michael B. McGuinness	60,000	324,250
Lise Poulos	146,250	778,450

(1) The value realized on vesting is based on the market price of the Company's common stock on the vesting date.

Potential Payments Upon Termination or Change-in-Control

This section describes the payments and other benefits that we have agreed to provide to the named executive officers who are currently employed by the Company, if their employment terminates in the future for various reasons, and in the event of any future change in control of the Company. For these named executive officers, we also quantify such payments and benefits assuming that (1) the termination or change in control had occurred on December 31, 2015, and (2) the value realized upon the accelerated vesting of RSUs and restricted stock was $5.73 per share, the closing price of our common stock on December 31, 2015. This section also describes the payments and other benefits that we agreed to provide to the named executive officers who are no longer employed by the Company.

Generally, as described in more detail below, each of our NEOs is entitled to certain payments, benefits and/or accelerated vesting of their equity awards in the event of:

- a termination of employment due to death or disability;
- an involuntary termination of employment;
- an involuntary termination of employment following a change in control; and/or
- a change in control.

Generally, all of the Company’s outstanding equity awards granted prior to December 31, 2015 will become fully vested according to their terms upon a change in control. Beginning in March 2016, all new equity awards will have double trigger change in control acceleration rather than single trigger acceleration. Although the definition of a “change in control” varies in some cases with respect to employment agreements and the terms of equity awards, a “change in control” will generally occur upon:

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- the acquisition of a controlling interest in the Company (the meaning of "controlling interest" varies among agreements, ranging from between 25% of the Company's voting securities to more than 50% of the Company's voting securities);
- a sale of all or substantially all of the Company's assets;
- the approval by the Company's stockholders of a plan of complete liquidation;
- the consummation of a reorganization or merger of the Company in which more than 50% of the voting power of the Company is transferred to new stockholders; or
- a change in the composition of a majority of the members of the Board of Directors.

Timothy T. Yates

The table below quantifies the assumed payments and benefits that Mr. Yates would have been entitled to upon his termination of employment for various reasons or a change in control of the Company, in each case, as of December 31, 2015, and the footnotes describe the contractual provisions that provide those rights to Mr. Yates.

Payments and Benefits	Termination Any Reason(1)	Death or Disability(2)	Without Cause/ For Good Reason(3)(4)	Without Cause/ For Good Reason After a Change in Control(3)(5)	Change in Control(6)
Severance	$—	$—	$ 1,687,500	$ 3,000,000	$ —
Pro-Rata Bonus(7)	—	—	—	—	—
Continued Medical Benefits	257,010	257,010	257,010	257,010	—
RSUs (Accelerated Vesting)(8)	—	2,961,797	—	1,529,297	1,529,297

(1) Pursuant to Mr. Yates' employment agreement, if his employment is terminated for any reason, the Company shall resume paying Mr. Yates the medical benefits for Mr. Yates and his spouse described in Section 3(b) of his retirement agreement dated June 4, 2013, in a form compliant with applicable law at such time (the "Yates Retirement Medical Benefits").

(2) Pursuant to Mr. Yates' employment agreement, if his employment is terminated due to his death or disability, Mr. Yates is entitled to receive the following payments and benefits: (i) the bonus he would have earned for the fiscal year of his termination, pro-rated for the number of days worked in the fiscal year in which such termination occurs, such bonus to be paid at the time bonuses for such fiscal year are generally paid (a "pro-rata bonus"); and (ii) the Yates Retirement Medical Benefits. In addition, all unvested RSUs granted to Mr. Yates will fully vest upon such a termination under the terms of those awards.

(3) Pursuant to Mr. Yates' employment agreement, "cause" generally means any of the following acts by Mr. Yates that are not cured, if deemed capable of cure, within 30 days after receipt of notice: willful misconduct or gross negligence in the performance of his duties, a material failure to attempt in good faith to comply with any lawful and reasonable directive of the Board of Directors or a willful material violation of Company policy; use of illegal drugs while performing his duties; failure to reasonably cooperate with any internal Company investigation or governmental authority having jurisdiction over the Company; a material breach of the employment agreement or any rules, regulations or policies or procedures of the Company; intentional commission of any fraud, embezzlement or misappropriation of Company property, moral turpitude or breach of fiduciary duty that could possibly have a material adverse effect on the Company; or indictment for the commission of any criminal act. Pursuant to the employment agreement, "good reason" generally means any of the following events that are not cured within 30 days after receipt of notice: failure of the Company to continue Mr. Yates in his position under the employment agreement; a material diminution or interference with respect to his duties, responsibilities or

authority or the assignment of duties or responsibilities that are materially and adversely inconsistent with his position; failure of Mr. Yates to be elected to the Board of Directors; a reduction in compensation or equity awards, or a material reduction in other benefits; the cessation of the Company's stock to be publicly traded on an established securities market as a result of a change in control, unless Mr. Yates retains his title and position at the surviving publicly-traded entity; or the Company's material breach of the employment agreement.

(4) Pursuant to Mr. Yates' employment agreement, if his employment is terminated by the Company without cause or by Mr. Yates for good reason, in either case not in connection with a change in control, Mr. Yates is entitled to receive the following payments and benefits: (i) severance payments equal to 1.5 times the sum of (a) Mr. Yates' then current annual base salary and (b) the greater of (X) 50% of Mr. Yates' target bonus for the year of termination or (Y) the bonus paid or payable to Mr. Yates for the fiscal year ending immediately prior to the year in which such termination occurs, paid in 18 equal monthly payments following such termination (subject to Mr. Yates' execution of a release); and (ii) the Yates Retirement Medical Benefits. The Company's obligation to provide the severance payments described in clause (i) of the preceding sentence will cease upon any breach by Mr. Yates of his 12-month non-competition or non-solicitation covenants, or upon any material breach of his confidentiality or non-disparagement covenants, that in each case is not cured within 30 days after notice of such breach.

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(5) The “Without Cause/For Good Reason After a Change in Control” column shows all payments and benefits that would be triggered by both a change in control and a termination of employment following the change in control. Pursuant to Mr. Yates’ employment agreement, if his employment is terminated by the Company without cause or by Mr. Yates for good reason, in either case within 18 months after a change in control, he is entitled to receive the following payments and benefits (subject to his execution of a release): (i) a lump sum severance payment equal to two times the sum of (a) Mr. Yates’ base salary at the time of such termination and (b) the greater of (X) Mr. Yates’ target bonus for the year of termination or (Y) the bonus paid or payable to Mr. Yates for the fiscal year ending immediately prior to the year in which such termination occurs (subject to Mr. Yates’ execution of a release); and (ii) the Yates Retirement Medical Benefits. The outstanding equity awards held by Mr. Yates as of December 31, 2015 will become fully vested according to their terms upon a change in control, subject to the price condition for one of the awards described in footnote 8 below. Beginning in March 2016, all new equity awards will have double trigger change in control acceleration rather than single trigger acceleration.

(6) The outstanding equity awards held by Mr. Yates as of December 31, 2015 will become fully vested according to their terms upon a change in control, subject to the price condition for one of the awards described in footnote 8 below. Beginning in March 2016, all new equity awards will have double trigger change in control acceleration rather than single trigger acceleration.

(7) As described more fully above in the CD&A, none of the NEOs received a bonus under the 2015 Performance Plan. Accordingly, no amounts are reported for “Pro-Rata Bonus” for Mr. Yates.

(8) As of December 31, 2015, Mr. Yates held 516,893 unvested RSUs and no other unvested equity-based awards. The amount shown in this row under “Death or Disability” represents the accelerated vesting of all 516,893 RSUs, based on the closing price of our common stock on December 31, 2015 of \$5.73 per share. Of such 516,893 unvested RSUs, 250,000 RSUs provide that they will only vest upon a change in control to the extent the transaction price exceeds the various stock price targets of the award which start at \$5.75. None of such 250,000 RSUs would have vested upon a hypothetical change in control at a transaction price of \$5.73. Accordingly, the amounts shown in this row under “Without Cause/For Good Reason After a Change in Control” and “Change in Control” represent the accelerated vesting of 266,893 RSUs, based on the closing price of our common stock on December 31, 2015 of \$5.73 per share. Beginning in March 2016, all new equity awards will have double trigger change in control acceleration rather than single trigger acceleration.

Mark C. Stoever

The table below quantifies the assumed payments and benefits that Mr. Stoever would have been entitled to upon his termination of employment for various reasons or a change in control of the Company, in each case, as of December 31, 2015, and the footnotes describe the contractual provisions that provide those rights to Mr. Stoever.

	Termination			
Payments and Benefits	Death or Disability(1)	Without Cause/ For Good Reason(2)(3)	Without Cause/ For Good Reason After a Change in Control(2)(4)	Change in Control(5)
Severance	$ —	$ 550,000	$ 1,650,000	$ —
Pro-Rata Bonus(6)	—	—	—	—
Continued Welfare Benefits (Medical, Dental and Life Insurance)	16,323	16,323	24,485	—
RSUs and Restricted Stock (Accelerated Vesting)(7)	1,711,838	—	1,138,838	1,138,838

(1) Pursuant to Mr. Stoever's employment agreement, if his employment is terminated due to his death or disability, Mr. Stoever is entitled to receive the following benefits and payments: (i) a pro-rata bonus; and (ii) continued medical, dental and life insurance benefits for 12 months after termination for him and his eligible dependents. In addition, all unvested RSUs and restricted stock granted to Mr. Stoever will fully vest upon such a termination under the terms of those awards.

(2) Pursuant to Mr. Stoever's employment agreement, "cause" generally means any of the following acts by Mr. Stoever that are not cured, if deemed capable of cure, within 30 days after receipt of notice: misconduct or gross negligence in the performance of his duties, a material failure to attempt in good faith to comply with any lawful and reasonable directive of the Board of Directors or the Chief Executive Officer of the Company or a material violation of Company policy; use of illegal drugs while performing his duties; failure to reasonably cooperate with any internal Company investigation or governmental authority having jurisdiction over the Company; a material breach of the employment agreement or any rules, regulations or policies or procedures of the Company; commission of any fraud, embezzlement or misappropriation of Company property, moral turpitude or breach of fiduciary duty that could possibly have a material adverse effect on the Company; or indictment for the commission of any criminal act. Pursuant to the employment agreement, "good reason" generally means any of the following events that are not cured within 30 days after receipt of notice: failure of the Company to continue Mr. Stoever in his position under the employment agreement; a material diminution or interference with respect to his duties, responsibilities or authority or the assignment of duties or responsibilities that are materially and adversely inconsistent with his position; a

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material reduction in base salary, target incentive opportunity or employee benefits that is not the result of an amendment or termination of an incentive compensation program or employee benefit offered to similarly situated employees on a non-discriminatory basis; the Company's material breach of the employment agreement; or the cessation of the Company's stock to be publicly traded on an established securities market as a result of a change in control, unless Mr. Stoever retains his title and position at the surviving publicly-traded entity.

(3) Pursuant to Mr. Stoever's employment agreement, if his employment is terminated by the Company without cause or by Mr. Stoever for good reason, in either case not in connection with a change in control, Mr. Stoever is entitled to receive the following payments and benefits (subject to his execution of a release): (i) severance payments equal to Mr. Stoever's then current annual base salary, paid in 12 equal monthly payments following such termination; (ii) a pro-rata bonus; and (iii) continued medical, dental and life insurance benefits for 12 months after termination for him and his eligible dependents. The Company's obligation to provide the severance payments described in clause (i) of the preceding sentence will cease upon any breach by Mr. Stoever of his 12-month non-competition or non-solicitation covenants, or upon any material breach of his confidentiality or non-disparagement covenants, that in each case is not cured within 30 days after notice of such breach.

(4) The "Without Cause/For Good Reason After a Change in Control" column shows all payments and benefits that would be triggered by both a change in control and a termination of employment following the change in control. Pursuant to Mr. Stoever's employment agreement, if his employment is terminated by the Company without cause or by Mr. Stoever for good reason, in either case within 12 months after a change in control, Mr. Stoever is entitled to receive the following payments and benefits (subject to his execution of a release): (i) a lump sum severance payment equal to 1.5 times the sum of (a) Mr. Stoever's base salary at the time of such termination and (b) the greater of (X) Mr. Stoever's target bonus for the year of termination or (Y) the bonus paid or payable to Mr. Stoever for the fiscal year ending immediately prior to the year in which such termination occurs; (ii) a pro-rata bonus; (iii) continued medical, dental and life insurance benefits for 18 months after termination for him and his eligible dependents; and (iv) full vesting of all RSUs and other equity-based awards granted to Mr. Stoever by the Company. The outstanding equity awards held by Mr. Stoever as of December 31, 2015 will become fully vested according to their terms upon a change in control, subject to the price condition for one of the awards described in footnote 7 below. Beginning in March 2016, all new equity awards will have double trigger change in control acceleration rather than single trigger acceleration.

(5) The outstanding equity awards held by Mr. Stoever as of December 31, 2015 will become fully vested according to their terms upon a change in control, subject to the price condition for one of the awards described in footnote 7 below. Beginning in March 2016, all new equity awards will have double trigger change in control acceleration rather than single trigger acceleration.

(6) As described more fully above in the CD&A, none of the NEOs received a bonus under the 2015 Performance Plan. Accordingly, no amounts are reported for "Pro-Rata Bonus" in this section for Mr. Stoever.

(7) As of December 31, 2015, Mr. Stoever held 250,000 unvested RSUs, 48,750 unvested shares of restricted stock, and no other unvested equity-based awards. The amount shown in this row under "Death or Disability" represents the accelerated vesting of all 250,000 RSUs and 48,750 shares of restricted stock, based on the closing price of our common stock on December 31, 2015 of $5.73 per share. Of such 250,000 unvested RSUs, 100,000 RSUs provide that they will only vest upon a change in control to the extent the transaction price exceeds the various stock price targets of the award which start at $5.75. None of such 100,000 RSUs would have vested upon a hypothetical change in control at a transaction price of $5.73. Accordingly, the amounts shown in this row under "Without Cause/For Good Reason After a Change in Control" and "Change in Control" represent the accelerated vesting of 150,000 RSUs and 48,750 shares of restricted stock, based on the closing price of our common stock on December 31, 2015 of $5.73 per share. Beginning in March 2016, all new equity awards will have double trigger change in control acceleration rather than single trigger acceleration.

Michael C. Miller

The table below quantifies the assumed payments and benefits that Mr. Miller would have been entitled to upon his termination of employment for various reasons or a change in control of the Company, in each case, as of December 31, 2015, and the footnotes describe the contractual provisions that provide those rights to Mr. Miller.

Payments and Benefits	Termination			
	Death or Disability(1)	Without Cause/ For Good Reason(2)(3)	Without Cause/ For Good Reason After a Change in Control(2)(4)	Change in Control(5)
Severance	$ —	$ 425,000	$ 1,275,000	$ —
Pro-Rata Bonus(6)	150,000	150,000	150,000	—
Continued Welfare Benefits (Medical, Dental and Life Insurance)	15,028	15,028	22,543	—
RSUs and Restricted Stock (Accelerated Vesting)(7)	530,025	—	530,025	530,025

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(1) Pursuant to Mr. Miller's employment agreement, if his employment is terminated due to his death or disability, Mr. Miller is entitled to receive the following benefits and payments: (i) a pro-rata bonus; and (ii) continued medical, dental and life insurance benefits for 12 months after termination for him and his eligible dependents. In addition, all unvested RSUs and restricted stock granted to Mr. Miller will fully vest upon such a termination under the terms of those awards.

(2) Pursuant to Mr. Miller's employment agreement, "cause" generally means any of the following acts by Mr. Miller that are not cured, if deemed capable of cure, within 20 days after receipt of notice: willful misconduct or gross negligence in the performance of his duties, a material failure to attempt in good faith to comply with any lawful and reasonable directive of the Board of Directors or the Chief Executive Officer of the Company or a material violation of Company policy; use of illegal drugs while performing his duties; failure to reasonably cooperate with any internal Company investigation or governmental authority having jurisdiction over the Company; a material breach of the employment agreement or any rules, regulations or policies or procedures of the Company; intentional commission of any fraud, embezzlement or misappropriation of Company property, moral turpitude or breach of fiduciary duty that could possibly have a material adverse effect on the Company; or indictment for the commission of any criminal act. Pursuant to the employment agreement, "good reason" generally means any of the following events that are not cured within 30 days after receipt of notice: failure of the Company to continue Mr. Miller in his position under the employment agreement; a material diminution or interference with respect to his duties, responsibilities or authority or the assignment of duties or responsibilities that are materially and adversely inconsistent with his position; a relocation of the Company's executive office to more than 35 miles away from New York City or a requirement that Mr. Miller relocate his personal residence; a reduction in compensation or equity awards, or a material reduction in other benefits; the Company's material breach of the employment agreement; or the cessation of the Company's stock to be publicly traded on an established securities market as a result of a change in control, unless Mr. Miller retains his title and position at the surviving publicly-traded entity.

(3) Pursuant to Mr. Miller's employment agreement, if his employment is terminated by the Company without cause or by Mr. Miller for good reason, in either case not in connection with a change in control, Mr. Miller is entitled to receive the following payments and benefits (subject to his execution of a release): (i) severance payments equal to Mr. Miller's then current annual base salary, paid in 12 equal monthly payments following such termination; (ii) a pro-rata bonus; and (iii) continued medical, dental and life insurance benefits for 12 months after termination for him and his eligible dependents. The Company's obligation to provide the severance payments described in clause (i) of the preceding sentence will cease upon any breach by Mr. Miller of his 12-month non-competition or non-solicitation covenants, or upon any material breach of his confidentiality or non-disparagement covenants, that in each case is not cured within 30 days after notice of such breach.

(4) The "Without Cause/For Good Reason After a Change in Control" column shows all payments and benefits that would be triggered by both a change in control and a termination of employment following the change in control. Pursuant to Mr. Miller's employment agreement, if his employment is terminated by the Company without cause or by Mr. Miller for good reason, in either case within 12 months after a change in control, Mr. Miller is entitled to receive the following payments and benefits (subject to his execution of a release): (i) a lump sum severance payment equal to 1.5 times the sum of (a) Mr. Miller's base salary at the time of such termination and (b) the greater of (X) Mr. Miller's target bonus for the year of termination or (Y) the bonus paid or payable to Mr. Miller for the fiscal year ending immediately prior to the year in which such termination occurs; (ii) a pro-rata bonus; (iii) continued medical, dental and life insurance benefits for 18 months after termination for him and his eligible dependents; and (iv) full vesting of all RSUs and other equity-based awards granted to Mr. Miller by the Company. The outstanding equity awards held by Mr. Miller as of December 31, 2015 will become fully vested according to their terms upon a change in control. Beginning in March 2016, all new equity awards will have double trigger change in control acceleration rather than single trigger acceleration.

(5) The outstanding equity awards held by Mr. Miller as of December 31, 2015 will become fully vested according to their terms upon a change in control. Beginning in March 2016, all new equity awards will have double trigger change in control acceleration rather than single trigger acceleration.

(6) The "Pro-Rata Bonus" row for Mr. Miller reflects the discretionary bonus of $150,000 paid to Mr. Miller.

(7) As of December 31, 2015, Mr. Miller held 43,750 unvested RSUs, 48,750 unvested shares of restricted stock, and no other unvested equity-based awards. The amounts shown in this row represent the accelerated vesting of all such RSUs and restricted stock, based on the closing price of our common stock on December 31, 2015 of $5.73 per share. Beginning in March 2016, all new equity awards will have double trigger change in control acceleration rather than single trigger acceleration.

James M. Langrock

Mr. Langrock's employment terminated on October 29, 2015. Upon Mr. Langrock's termination of employment, Mr. Langrock did not receive any severance payments or acceleration of unvested equity awards. Mr. Langrock did receive payment for accrued but unused paid time off in the amount of $46,010.

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Michael B. McGuinness

Mr. McGuinness' employment terminated on February 19, 2016. Upon Mr. McGuinness' termination of employment, Mr. McGuinness did not receive any severance payments or acceleration of unvested equity awards. Mr. McGuinness did receive payment for accrued but unused paid time off in the amount of $10,081.

Lise Poulos

Ms. Poulos retired from the Company effective May 1, 2015. In connection with her retirement, the Company agreed to make the following payments and provide the following benefits to Ms. Poulos in addition to payment for accrued but unused paid time off in the amount of $21,840: total severance payments of $750,000 payable in forty bi-weekly installments (subject to compliance with restrictive covenants); an additional lump sum payment of $396,563; continued medical and dental benefits for 18 months and continued life insurance for 12 months, valued at approximately $17,836; and payment of relocation expenses of up to $12,500.

Equity Compensation Plan Information

The following table sets forth information as of December 31, 2015 with respect to the Company's equity compensation plans.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights		Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights		Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights)	
Equity compensation plans approved by security holders	4,053,335	(1)	$ 33.94	(2)	8,824,251	(3)
Equity compensation plans not approved by security holders	905,202	(4)	—		—	
Total	4,958,537		$ 33.94	(2)	8,824,251	(3)

(1) Includes 60,816 options to purchase shares of common stock and 3,992,519 RSUs.

(2) Weighted-average exercise price is for the 60,816 options referred to in footnote 1 above, and excludes the 3,992,519 RSUs as they do not have an exercise price.

(3)

Represents the number of shares remaining available for grant as of December 31, 2015 under the Monster Worldwide, Inc. Amended and Restated 2008 Equity Incentive Plan.

(4) Represents performance-based bonus arrangements under employment and consulting agreements with two individuals and one entity that in each case are not executive officers of the Company. The bonuses may be payable in installments of unregistered shares of the Company’s common stock upon the attainment of business unit targets. The number of shares to be issued is subject to possible upward adjustment based upon the Company’s stock price, subject to the Company’s right to pay the bonuses in cash at below a specified stock price level.

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PROPOSAL NO. 1
ELECTION OF DIRECTORS

Directors serve one-year terms (or shorter if appointed by the Board of Directors between annual meetings) and are elected annually. Accordingly, the current term of office of all of the Company's directors expires at the Annual Meeting. Seven directors are to be elected at the Annual Meeting.

Our bylaws provide that the number of directors on the Board of Directors shall be not less than three and no more than twelve, as is fixed from time to time by resolution of the Board of Directors. Our nominees for election to the Board of Directors are set forth below. All of the nominees are current directors. All of the nominees have been recommended by the Corporate Governance and Nominating Committee for election to the Board of Directors and all have consented to serve if elected. In the event any of these nominees shall be unable to serve as a director, the shares represented by the proxy will be voted for the person, if any, who is designated by the Board of Directors to replace the nominee. The Board of Directors has no reason to believe that any of the nominees will be unable to serve or that any vacancy on the Board of Directors will occur.

The Board of Directors recommends that you vote "FOR" the election to the Board of Directors of each of the following nominees:

Nominee	Biography
Edmund P. Giambastiani, Jr. Director since January 2008 Chairman of the Board since March 2015 Age 67	Admiral Giambastiani served as the seventh Vice Chairman of the Joint Chiefs of Staff, the second highest ranking military officer in the United States from 2005 to 2007. He also served as NATO's first Supreme Allied Commander Transformation, Commander United States Joint Forces Command and as Senior Military Assistant to the United States Defense Secretary. Admiral Giambastiani is a career Navy nuclear submarine officer with extensive operational experience, including command at the submarine, squadron and fleet levels. He is President of the Giambastiani Group LLC. Admiral Giambastiani is also a director of the following public company: The Boeing Company; a director of the following private company: Innovative Defense Technologies; and a member of the Board of Trustees of 51 Oppenheimer Funds, designated as the New York Board Funds. He also served previously as the non-executive chairman of Alenia North America, Inc. from 2008 to 2009, as a director of SRA International, Inc. from 2008 to 2010 and as a director of QinetiQ Group plc from 2008 to 2011.
Timothy T. Yates Director since June 2007 Age 68	Mr. Yates has been the Company's Chief Executive Officer since November 2014 and has been the Company's Chief Financial Officer since February 2016. He also served as President from November 2014 to October 2015, as an Executive Vice President from June 2007 to June 2013 and as Chief Financial Officer from June 2007 to January 2011. Prior to joining the Company, Mr. Yates was a Senior Vice President of Motorola, Inc.'s Enterprise Mobility business responsible for Motorola's integration of Symbol Technologies, Inc., from January 2007 to June 2007. Before that, from February 2006 to January 2007, he was Senior Vice President, Chief Financial Officer and a director of Symbol Technologies. From August 2005 to February 2006, Mr. Yates served as an independent consultant to Symbol Technologies. Prior to this, from October 2002 to November 2005, Mr. Yates served as a partner and Chief Financial Officer of Saguenay Capital, a boutique investment firm. Prior to that, he served as a founding partner of Cove Harbor Partners, a private investment and consulting firm, which he helped establish in 1996. From 1971 through 1995, Mr. Yates held a number of senior leadership roles at Bankers Trust New York Corporation, including serving as Chief Financial and Administrative Officer from 1990 through 1995. Mr. Yates is also a director of the following public company: CommScope Holding Company, Inc.

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Nominee	Biography
John Gaulding Director since June 2001 (and previously 1996 to 1999) Age 70	Since July 1996, Mr. Gaulding has been a private investor and business consultant in the fields of strategy and organization. He was Chairman and Chief Executive Officer of National Insurance Group, a publicly traded financial information services company, from April 1996 through July 11, 1996, the date of such company's sale. For six years prior thereto, he was President and Chief Executive Officer of ADP Claims Solutions Group. From 1985 to 1990, Mr. Gaulding was President and Chief Executive Officer of Pacific Bell Directory, the yellow pages publishing unit of Pacific Telesis Group. Mr. Gaulding served as Co-Chairman of the Yellow Pages Publishers Association from 1987 to 1990. In addition, Mr. Gaulding previously served as a director of Ortel Corporation, ANTS software inc. and Yellow Media, all public companies, and as the Non-Executive Chairman of both Novo Media, one of the first digital media advertising agencies, and Get Me In, a London-based secondary ticketing company which was sold to Ticketmaster. He currently serves as Chairman Emeritus of the Board of Trustees of Dominican University of California. Mr. Gaulding is also a director of the following public company: Energous Corporation, where he serves as Chairman of the Board.
James P. McVeigh Director since April 2015 Age 52	Mr. McVeigh has been Founder and Chief Executive Officer of Cyndx Advisors LLC ("Cyndx") since December 2013. Prior to founding Cyndx, Mr. McVeigh had been a Managing Director in Bank of America Merrill Lynch's ("BofAML") Technology, Media & Telecom Corporate and Investment Banking Division since March 2003. Prior to joining BofAML, Mr. McVeigh spent five years with Credit Suisse/DLJ's Media & Telecom Investment Banking Group and four years at Salomon Brothers in their Large Cap Diversified and Technology Group. Prior to beginning his career in investment banking, Mr. McVeigh served in the United States Navy, rising to the rank of Lieutenant and was the recipient of two Navy Commendation Medals for service during the Operations Desert Storm and Desert Shield. Mr. McVeigh is also a director of the following private company: Mode Media Corporation.
Gillian Munson Director since December 2015 Age 45	Ms. Munson serves as Chief Financial Officer of XO Group Inc., a consumer internet and media company devoted to weddings, pregnancy and related areas through brands including The Knot and The Bump. Prior to joining XO Group, Ms. Munson served as Managing Director at Allen & Company LLC from 2007 to 2013. Ms. Munson also served as Vice President, Business Development at Symbol Technologies, Inc., from 2003 to 2007. Prior to joining Symbol Technologies, Ms. Munson was an Executive Director and Senior Equity Analyst at Morgan Stanley. Ms. Munson began her career as a Research Associate at Hambrecht & Quist.
Jeffrey F. Rayport Director since April 2010 Age 56	Since July 2014, Dr. Rayport has been a faculty member in the entrepreneurial management unit at Harvard Business School. From September 2009 until June 2014, he was an operating partner at Castanea Partners, a private equity firm focused on investments in marketing, retail, and information services. He is now senior advisor to the firm. From October 2003 to May 2009, he was executive chairman of Marketspace LLC, a digital strategy advisory and research business, and chairman of Monitor Executive Development, both units of Monitor Deloitte, and served as chief executive officer of Marketspace from September 1998 to October 2003. From September 1991 through September 1999, Dr. Rayport was a faculty member in the marketing and service management units at Harvard Business School. Dr. Rayport is also a director of the following private companies: Andrews McMeel Universal, Hanley Wood LLC, International Data Group, MediaMath, Mediabrix, and ShopRunner.

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Nominee	Biography
Roberto Tunioli Director since September 2008 Age 57	Since March 2011, Mr. Tunioli has been Chairman and CEO of Fervi Srl (formerly Veprug Srl), an Italian company engaged in the sale and marketing of machinery and tools. He was the Vice Chairman and Chief Executive Officer of Datalogic SpA, a publicly traded company based in Italy that produces bar code readers, data collection mobile computers and RFID technology systems from 2001 to April 2009. He was Datalogic's Chief Executive Officer from 1995 to 2001 prior to adding the title of Vice Chairman in 2001, and started at Datalogic in 1988. Prior to joining Datalogic, Mr. Tunioli worked in the financial services industry for leading banking and insurance companies. Mr. Tunioli is also a director of the following public company: Panariagroup Industrie Ceramiche SpA, an Italian manufacturer of ceramic tiles.

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PROPOSAL NO. 2
RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors has appointed BDO USA, LLP as the independent registered public accounting firm to audit our consolidated financial statements for the year ending December 31, 2016. BDO USA, LLP has been the independent registered public accounting firm for the Company since November 15, 1992. During 2015, BDO USA, LLP served as our independent registered public accounting firm and also provided certain tax and other audit-related services. See "Audit Matters" on page 45. Notwithstanding its selection, the Audit Committee, in its discretion, may appoint another independent registered public accounting firm at any time during the year if the Audit Committee believes that such a change would be in the best interest of the Company and its stockholders. The submission of this matter for approval by stockholders is not legally required; however, the Board of Directors believes that seeking stockholder ratification of the selection of the independent registered public accounting firm is good corporate practice. If the appointment is not ratified by our stockholders, the Audit Committee will consider whether it should appoint another independent registered public accounting firm. A representative of BDO USA, LLP is expected to participate in the Annual Meeting and will have an opportunity to make a statement if he or she desires to do so, and will respond to appropriate questions from stockholders.

The Board of Directors recommends that you vote "FOR" Proposal No. 2, the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm.

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PROPOSAL NO. 3

ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

Section 14A of the Exchange Act requires us to periodically seek a non-binding advisory vote from our stockholders to approve the compensation as disclosed in the CD&A in this Proxy Statement. At our annual meeting in 2011, we asked the Company's stockholders to indicate if we should hold an advisory vote to approve the compensation of the Company's NEOs every one, two or three years. Consistent with the recommendation of the Board of Directors, the Company's stockholders indicated their preference to hold an advisory vote to approve the compensation of the Company's NEOs annually. After consideration of the 2011 voting results and based upon its prior recommendation, the Board of Directors elected to provide the Company's stockholders the opportunity to vote at the 2016 annual meeting on a non-binding, advisory resolution to approve the compensation of our NEOs set forth in the CD&A, compensation tables and narrative discussion in this Proxy Statement. Accordingly, we ask our stockholders to approve the following resolution:

"RESOLVED, that the compensation paid to the Company's Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K, including the "Compensation Discussion and Analysis," compensation tables and narrative discussion is hereby APPROVED."

Before voting, we encourage you to review the executive compensation disclosure contained in the CD&A, compensation tables and narrative discussion in this Proxy Statement, which we believe demonstrates the important role our executive compensation practices have played in keeping the Company well positioned to maximize stockholder value during these challenging economic times. As described in the CD&A, we seek to closely align the interests of our NEOs with the interests of our stockholders. Our executive compensation programs are designed to reward our NEOs for the achievement of both near-term and long-term strategic and operational goals, while simultaneously discouraging unnecessary or excessive risk-taking.

Please be advised that the vote on the resolution to approve the compensation of our NEOs set forth in the CD&A, compensation tables and narrative discussion in this Proxy Statement is not binding on the Company, our Board of Directors or the Compensation Committee. However, the Board of Directors and the Compensation Committee intend to consider the outcome of the vote when making future NEO compensation decisions.

The Board of Directors recommends that stockholders vote to approve the compensation of the Company's NEOs by voting "FOR" this resolution.

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STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of April 8, 2016 (except as otherwise stated in the footnotes to the table) regarding beneficial ownership of the Company's common stock by: (1) the named executive officers listed in the "Summary Compensation Table" on page 28; (2) each director of the Company; (3) all directors and executive officers of the Company as a group; and (4) each other person or entity known by the Company to own beneficially more than five percent of the Company's outstanding common stock. Percentage ownership is based on 88,818,441 shares of common stock outstanding as of April 8, 2016, the record date for the Annual Meeting. Except as otherwise stated in the footnotes to the table, this table identifies persons having sole voting and investment power with respect to the shares set forth opposite their names.

	Common Stock Beneficially Owned	
Name of Beneficial Owner	Shares	%
Named Executive Officers		
Timothy T. Yates(1)	690,648	*
Mark C. Stoever(2)	419,741	*
Michael C. Miller(3)	123,338	*
James M. Langrock(4)	375,902	*
Michael B. McGuinness(4)	46,045	*
Lise Poulos(4)	415,542	*
Non-Employee Directors		
John Gaulding(5)	63,164	*
Edmund P. Giambastiani, Jr.(6)	73,958	*
James P. McVeigh(7)	19,200	*
Gillian Munson(8)	17,500	*
Jeffrey F. Rayport(9)	55,213	*
Roberto Tunioli(10)	68,958	*
All directors and executive officers as a group (12 persons)	2,369,209	2.7
5% Stockholders		
BlackRock, Inc.(11)	9,019,998	10.2
The Vanguard Group(12)	7,531,284	8.5
Dimensional Fund Advisors LP(13)	7,506,975	8.5
FMR LLC(14)	7,377,415	8.3
Putnam Investments, LLC(15)	5,495,636	6.2

*Less than 1%.

(1) The shares beneficially owned by Mr. Yates consist of (A) 594,014 shares of common stock held outright by Mr. Yates, (B) 91,003 shares of common stock held indirectly and (C) 5,631 unvested RSUs that are scheduled to vest within 60 days of April 8, 2016. In accordance with SEC rules, this table excludes the following unvested equity awards held by Mr. Yates which do not provide voting power and are not scheduled to vest within 60 days of April 8, 2016: (X) 448,762 RSUs and (Y) a performance share award with a target of 374,732 shares.

(2)

The shares beneficially owned by Mr. Stoever consist of (A) 389,525 shares of common stock held outright by Mr. Stoever, (B) 30,000 shares of unvested restricted stock with respect to which Mr. Stoever possesses sole voting power and (C) 216 shares of common stock held in Mr. Stoever's 401(k) Plan account. In accordance with SEC rules, this table excludes the following unvested equity awards held by Mr. Stoever which do not provide voting power and are not scheduled to vest within 60 days of April 8, 2016: (X) 225,000 RSUs and (Y) a performance share award with a target of 321,199 shares.

(3) The shares beneficially owned by Mr. Miller consist of (A) 93,272 shares of common stock held outright by Mr. Miller, (B) 30,000 shares of unvested restricted stock with respect to which Mr. Miller possesses sole voting power and (C) 66 shares of common stock held in Mr. Miller's 401(k) Plan account. In accordance with SEC rules, this table excludes the following unvested equity awards held by Mr. Miller which do not provide voting power and are not scheduled to vest within 60 days of April 8, 2016: (X) 43,750 RSUs and (Y) a performance share award with a target of 107,066 shares.

(4) The share figures for Messrs. Langrock and McGuinness and Ms. Poulos are based on the number of shares of common stock held beneficially by such individuals as of the date their employment with the Company terminated and they ceased being reporting persons under Section 16(a) of the Exchange Act. All such shares of common stock were held outright, with the exception of 5,520 shares of common stock held by Mr. McGuinness in his 401(k) Plan account.

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(5) The shares beneficially owned by Mr. Gaulding consist of (A) 42,249 shares of common stock held outright by Mr. Gaulding, (B) 15,284 shares of unvested restricted stock with respect to which Mr. Gaulding possesses sole voting power and (C) 5,631 unvested RSUs that are scheduled to vest within 60 days of April 8, 2016. In accordance with SEC rules, this table (B) excludes 31,358 unvested RSUs held by Mr. Gaulding that do not provide voting power and are not scheduled to vest within 60 days of April 8, 2016.

(6) The shares beneficially owned by Admiral Giambastiani consist of (A) 53,043 shares of common stock held outright by Admiral Giambastiani, (B) 15,284 shares of unvested restricted stock with respect to which Admiral Giambastiani possesses sole voting power and (C) 5,631 unvested RSUs that are scheduled to vest within 60 days of April 8, 2016. In accordance with SEC rules, this table excludes 31,358 unvested RSUs held by Admiral Giambastiani that do not provide voting power and are not scheduled to vest within 60 days of April 8, 2016.

(7) All 19,200 shares are held outright by Mr. McVeigh.

(8) All 17,500 shares are held outright by Ms. Munson. In accordance with SEC rules, this table excludes 12,500 unvested RSUs held by Ms. Munson that do not provide voting power and are not scheduled to vest within 60 days of April 8, 2016.

(9) The shares beneficially owned by Dr. Rayport consist of (A) 34,298 shares of common stock held outright by Dr. Rayport, (B) 15,284 shares of unvested restricted stock with respect to which Dr. Rayport possesses sole voting power and (C) 5,631 unvested RSUs that are scheduled to vest within 60 days of April 8, 2016. In accordance with SEC rules, this table excludes 31,358 unvested RSUs held by Dr. Rayport that do not provide voting power and are not scheduled to vest within 60 days of April 8, 2016.

(10) The shares beneficially owned by Mr. Tunioli consist of (A) 48,043 shares of common stock held outright by Mr. Tunioli, (B) 15,284 shares of unvested restricted stock with respect to which Mr. Tunioli possesses sole voting power and (C) 5,631 unvested RSUs that are scheduled to vest within 60 days of April 8, 2016. In accordance with SEC rules, this table excludes 31,358 unvested RSUs held by Mr. Tunioli that do not provide voting power and are not scheduled to vest within 60 days of April 8, 2016.

(11) BlackRock, Inc. may be deemed to beneficially own 9,019,998 shares of our common stock. BlackRock, Inc. has sole voting power with respect to 8,704,718 shares, sole dispositive power with respect to all 9,019,998 shares and does not have any shared voting power or shared dispositive power with respect to any of the shares. The address for BlackRock, Inc. is 55 East 52nd Street, New York, NY 10055. Information with respect to BlackRock, Inc. was derived from its Schedule 13G/A as filed with the SEC on March 10, 2016.

(12) The Vanguard Group may be deemed to beneficially own 7,531,284 shares of our common stock. The Vanguard Group has sole voting power with respect to 114,186 shares, sole dispositive power with respect to 7,422,498 shares, shared dispositive power with respect to 108,786 shares and does not have any shared voting power with respect to any of the shares. The address for The Vanguard Group is 100 Vanguard Blvd., Malvern, PA 19355. Information with respect to The Vanguard Group was derived from its Schedule 13G/A as filed with the SEC on February 10, 2016.

(13) Dimensional Fund Advisors LP may be deemed to beneficially own 7,506,975 shares of our common stock. Dimensional Fund Advisors LP has sole voting power with respect to 7,213,931 shares, sole dispositive power with respect to all 7,506,975 shares and does not have any shared voting power or shared dispositive power with respect to any of the shares. The address for Dimensional Fund Advisors LP is Building One, 6300 Bee Cave Road, Austin, Texas 78746. Information with respect to Dimensional Fund Advisors LP was derived from its Schedule 13G/A as filed with the SEC on February 9, 2016.

(14) FMR LLC may be deemed to beneficially own 7,377,415 shares of our common stock. FMR LLC has sole voting power with respect to 5 shares, sole dispositive power with respect to all 7,377,415 shares and does not have any shared voting power or shared dispositive power with respect to any of the shares. The address for FMR LLC is 245 Summer Street, Boston, Massachusetts 02210. Information with respect to FMR LLC was derived from its Schedule 13G as filed with the SEC on February 12, 2016.

(15) Putnam Investments, LLC may be deemed to beneficially own 5,495,636 shares of our common stock. Putnam Investments, LLC has sole voting power with respect to 411,706 shares, sole dispositive power with respect to all

5,495,636 shares and does not have any shared voting power or shared dispositive power with respect to any of the shares. The address for Putnam Investments, LLC is One Post Office Square, Boston, Massachusetts 02109. Information with respect to Putnam Investments, LLC was derived from its Schedule 13G as filed with the SEC on February 16, 2016.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires the Company's executive officers and directors, and persons who beneficially own more than ten percent of the Company's common stock, to file initial reports of ownership and reports of changes in ownership with the SEC. Executive officers, directors and greater than ten percent beneficial owners are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file. Based upon a review of the copies of such forms furnished to the Company and written representations from the Company's executive officers and directors, the Company believes that during fiscal 2015 all Section 16(a) filing requirements applicable to its executive officers, directors and greater than ten percent beneficial owners were complied with.

AUDIT MATTERS

The Company incurred professional fees from BDO USA, LLP, its independent registered public accounting firm, and BDO International affiliate firms for the following professional services:

Audit Fees. Fees in the amount of $2.2 million and $2.3 million in 2015 and 2014, respectively, related to the audits of the Company's annual financial statements and internal controls; the review of the interim financial statements included in the Company's quarterly reports on Form 10-Q; the review of documents filed with the SEC; and the services that an independent registered public accounting firm would customarily provide in connection with statutory requirements, regulatory filings, and similar engagements, such as consents and statutory audits that non-U.S. jurisdictions require.

Audit-Related Fees. Fees in the amount of $52,500 and $47,708 in 2015 and 2014, respectively, primarily related to the audit of the Company's employee benefit plan.

Tax Fees. Fees in the amount of $8,199 and $7,101 in 2015 and 2014, respectively, related to professional services rendered for tax compliance, tax advice and tax planning.

Other than as described above, the Company did not incur any fees from BDO USA, LLP or BDO International affiliate firms in 2015 or 2014.

The Company's Audit Committee has determined that the non-audit services provided by BDO USA, LLP in connection with the years ended December 31, 2015 and 2014 were compatible with the auditors' independence.

Representatives of BDO USA, LLP are expected to participate in the Annual Meeting and will have the opportunity to make a statement if they desire to do so. The representatives of BDO USA, LLP will also be available to respond to appropriate questions from stockholders.

Pre-Approval Policies

The Audit Committee pre-approves all anticipated annual audit and non-audit services provided by our independent registered public accounting firm prior to the engagement of the independent registered public accounting firm with respect to such permissible services. With respect to audit services and permissible non-audit services not previously approved, the Audit Committee has authorized the Chairman of the Audit Committee to approve such audit services and permissible non-audit services, provided the Chairman informs the Audit Committee of such approval at its next regularly scheduled meeting. All "Audit Fees," "Audit-Related Fees" and "Tax Fees" set forth above were pre-approved by the Audit Committee in accordance with its pre-approval policy.

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REPORT OF THE AUDIT COMMITTEE

The following report of the Audit Committee does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any other filing by Monster Worldwide, Inc. under the Securities Act of 1933 or the Securities Exchange Act of 1934.

The Board of Directors has the ultimate authority for effective corporate governance, including the role of oversight of the management of the Company. The Audit Committee of the Board of Directors of the Company serves as the representative of the Board of Directors for general oversight of the Company's financial accounting and reporting process, system of internal controls, audit process, and process for monitoring compliance with laws and regulations. Management is responsible for the preparation, presentation and integrity of the consolidated financial statements, accounting and financial reporting principles, internal control over financial reporting and disclosure controls and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. The Company's independent registered public accounting firm is responsible for auditing the consolidated financial statements and expressing an opinion as to their conformity with accounting principles generally accepted in the United States. The independent registered public accounting firm is also responsible for expressing an opinion on the Company's internal control over financial reporting.

The Audit Committee's responsibility is to oversee and review these processes. The Audit Committee is not, however, professionally engaged in the practice of accounting or auditing and does not provide any expert or other special assurance as to such financial statements concerning compliance with laws, regulations, or generally accepted accounting principles in the United States of America or as to auditor independence. The Audit Committee relies, without independent verification, on the information provided to it and on the representations made by management and the Company's independent registered public accounting firm.

The Audit Committee has implemented procedures to ensure that during the course of each fiscal year it devotes the attention that it deems necessary or appropriate to each of the matters assigned to it under the Audit Committee's charter.

In overseeing the preparation of the Company's financial statements, the Audit Committee met with both management and the Company's independent registered public accounting firm to review and discuss all financial statements prior to their issuance and to discuss significant accounting issues. Management advised the Audit Committee that all financial statements were prepared in accordance with accounting principles generally accepted in the United States, and the Audit Committee discussed the statements with both management and the Company's independent registered public accounting firm. The Audit Committee's review included discussion with the independent registered public accounting firm of matters required to be discussed pursuant to Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 16 (Communications with Audit Committees).

With respect to the Company's independent registered public accounting firm, the Audit Committee, among other items, discussed with BDO USA, LLP, matters relating to BDO USA, LLP's independence. Additionally, the Audit Committee has received the written disclosures and the letter from BDO USA, LLP required by the Independence Standards of the PCAOB regarding BDO USA, LLP's communications with the Audit Committee concerning independence.

Finally, the Audit Committee continued to monitor the scope and adequacy of the Company's internal auditing program.

On the basis of these reviews and discussion, the Audit Committee recommended to the Board of Directors that the Board of Directors approve the inclusion of the Company's audited financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2015, for filing with the SEC.

Members of the Audit Committee
Roberto Tunioli, Chairman
John Gaulding
Jeffrey F. Rayport

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Monster adheres to a strict policy against its directors, officers and employees entering into transactions that present actual or potential conflicts of interest. This policy is reflected in the Company's Code of Business Conduct and Ethics and the Corporate Governance Guidelines, each of which is available through the "Corporate Governance" section of our company website. Our company website is located at www.monster.com/about and the "Corporate Governance" section is located at www.monster.com/about/corporate-governance. The Corporate Governance Guidelines provide that if an actual or potential conflict of interest arises for a director, the director must promptly inform the Chairman of the Board of Directors. If a significant conflict exists and cannot be resolved, the director must resign from his or her position from the Board of Directors. Directors are required to recuse themselves from any discussion or decision affecting their personal, business or professional interests. In addition, the Company's legal department, together with outside legal counsel, is responsible for monitoring compliance with this policy. The Company's Audit Committee is responsible for reviewing any "related person transaction," as defined under SEC rules, which generally includes any transaction, arrangement or relationship involving more than $120,000 in which the Company or any of its subsidiaries was, is or will be a participant and in which a "related person" has a material direct or indirect interest. "Related persons" mean directors and executive officers and their immediate family members, and stockholders owning five percent or more of the Company's outstanding stock.

Since January 1, 2015, we have not been a party to, and we have no plans to be a party to, any transactions considered to be related person transactions.

ANTI-HEDGING AND ANTI-PLEDGING POLICY

In April 2014, upon the recommendation of the Compensation Committee, the Board of Directors adopted an anti-hedging and anti-pledging policy which prohibits our directors and officers from (i) pledging Company securities, (ii) engaging in hedging or monetization transactions that allow the person to lock in the value of his or her security holdings, and (iii) purchasing securities on margin or holding securities in a margin account. Because these types of activities could result in a sale of securities at a time when the director or officer has material, inside information, or could create a situation in which a director or officer owns securities without the full risks and rewards of ownership, our Board of Directors believes it prudent to prohibit our directors and officers from entering into these types of transactions.

OTHER BUSINESS

The Board of Directors knows of no other business to be acted upon at the Annual Meeting. However, if any other business properly comes before the Annual Meeting, it is the intention of the persons named in the enclosed proxy to vote on such matters in accordance with their best judgment.

STOCKHOLDER PROPOSALS

Under the SEC proxy rules, if a stockholder wants the Company to include a proposal in the proxy statement for our 2017 annual meeting of stockholders, the proposal must be received by the Company at 133 Boston Post Road, Building 15, Weston, Massachusetts 02493, Attention: Secretary, no later than December 29, 2016.

In addition, the Company's bylaws require that any stockholder wishing to make a nomination for director, or wishing to introduce any business, at our 2017 annual meeting of stockholders must give the Company advance notice in accordance with the Company's bylaws. To be timely, the Company must receive such notice for its 2017 annual meeting of stockholders at its offices mentioned above no earlier than February 12, 2017 and no later than March 14, 2017. Nominations for director must be accompanied by written consent to serving as a director if elected. These requirements are separate from and in addition to the SEC requirements that a stockholder must meet in order to have a stockholder proposal included in our proxy statement.

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COMMUNICATIONS TO THE BOARD OF DIRECTORS

The Board of Directors maintains a process for stockholders and other interested parties to communicate with the Board of Directors, the Chairman of the Board, all non-management directors as a group, or individual directors as follows. Stockholders and other interested parties who wish to communicate with the Board of Directors, the Chairman of the Board, all non-management directors as a group, or an individual director should direct written correspondence to the Company's Secretary at its principal office at 133 Boston Post Road, Building 15, Weston, Massachusetts 02493. With respect to any stockholder, any communication must contain (1) a representation that the stockholder is a holder of record of stock of the Company, (2) the name and address, as they appear on the Company's books, of the stockholder sending such communication and (3) the number of shares of the Company that are beneficially owned by such stockholder. The Secretary will forward such communications to the Board of Directors, the Chairman of the Board, all non-management directors as a group, or the specified individual director to whom the communication is directed unless such communication is unduly hostile, threatening, illegal or similarly inappropriate, in which case the Secretary has the authority to discard the communication or take appropriate legal action regarding such communication.

A COPY OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K WILL BE SENT WITHOUT CHARGE TO ANY STOCKHOLDER REQUESTING IT IN WRITING FROM: MONSTER WORLDWIDE, INC., ATTENTION: SECRETARY, 133 BOSTON POST ROAD, BUILDING 15, WESTON, MASSACHUSETTS 02493.

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MONSTER
WORLDWIDE, INC.
C/O BROADRIDGE
P.O. BOX 1342
BRENTWOOD, NY 11717

Three Alternate Ways to Vote
VOTE BY INTERNET/TELEPHONE/MAIL
24 Hours a Day – 7 Days a Week
VOTE BY INTERNET
Before The Meeting - Go to www.proxyvote.com
Use the Internet to vote up until 11:59 p.m. Eastern Time the day before the meeting date.
Have your proxy card in hand when you access the web site and follow the instructions.
During The Meeting - Go to www.virtualshareholdermeeting.com/MWW2016
You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY TELEPHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern
Time the day before the meeting date. Have your proxy card in hand when you call and then
follow the instructions.

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

If you have submitted your vote by Internet or telephone there is no need for you to mail back your proxy card.

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

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY
THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

MONSTER WORLDWIDE, INC.

The Board of Directors recommends you vote FOR all of the nominees in Proposal 1, and FOR Proposals 2 and 3.

1. Election of Directors

Nominees:	For	Against
1a. Edmund P. Giambastiani, Jr.	¨	¨
1b. Timothy T. Yates	¨	¨
1c. John Gaulding	¨	¨
1d. James P. McVeigh	¨	¨
1e. Gillian Munson	¨	¨
1f. Jeffrey F. Rayport	¨	¨
1g. Roberto Tunioli	¨	¨

		For	Against	Abstain
2.	Ratification of the appointment of BDO USA, LLP as Monster Worldwide, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2016.	¨	¨	¨
3.	Advisory vote to approve named executive officer compensation.	¨	¨	¨

Note: This proxy will be voted as specified. If no specification is made it will be voted FOR all nominees in Proposal 1, and FOR Proposals 2 and 3. The proxies are authorized to vote in their discretion with respect to other matters that may come before the meeting.

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

Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date

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Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

MONSTER WORLDWIDE, INC.

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Timothy T. Yates and Mark C. Stoever, and each of them, with full power of substitution, as proxies to vote on behalf of the undersigned all shares that the undersigned may be entitled to vote at the Annual Meeting of Stockholders of Monster Worldwide, Inc. to be held on Tuesday, June 7, 2016, at 10:00 a.m., Eastern Time and at any adjournments or postponements thereof, with all powers the undersigned would possess if personally present, upon the matters set forth in the Notice of Annual Meeting of Stockholders and Proxy Statement, as directed on the reverse side hereof.

Any proxy heretofore given by the undersigned with respect to such shares is hereby revoked. Receipt of the Notice of Annual Meeting of Stockholders and Proxy Statement is hereby acknowledged.

(To be Completed, Signed and Dated on Reverse Side)