Support.com, Inc.
Form DEFR14A
May 12, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

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

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

Support.com, Inc.

(Name of Registrant as Specified In Its Charter)

n/a

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

Copies to:

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- Date Filed:

SUPPORT.COM, INC.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held On June 24, 2016

Dear Stockholder:

We cordially invite you to attend the 2016 Annual Meeting of Stockholders (the Annual Meeting) of Support.com, Inc. (Support.com , the Company , we or our) which will be held on Friday, June 24, 2016, at 10:00 a.m. Pacific Tin at the Hyatt House Belmont/Redwood Shores hotel located at 400 Concourse Drive, Belmont, California 94002.

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

1. To elect six directors to serve on the Board of Directors (the Board), each to serve until the 2017 annual meeting of stockholders and, thereafter, until their successors are duly elected and qualified;

2. To approve, on an advisory basis, the compensation of our named executive officers for the year ended December 31, 2015, as described in the Compensation Discussion and Analysis, executive compensation tables and accompanying narrative disclosures in this Proxy Statement;

3. To approve the amendment and restatement of the Support.com 2010 Equity and Performance Incentive Plan as Amended and Restated, as described in this Proxy Statement and attached as Appendix B to this Proxy Statement;

4. To approve an amendment to our Restated Certificate of Incorporation, as amended (the Restated Certificate of Incorporation), attached as Appendix C to this Proxy Statement, to effect a reverse stock split of our outstanding common stock (Common Stock) and Common Stock held in treasury, within a range of one-for-three (1:3) to one-for-seven (1:7), as will be elected by our Board prior to the time of filing a Certificate of Amendment with the Delaware Secretary of State;

5. Subject to approval of Proposal No. 4 above, to approve an amendment to our Restated Certificate of Incorporation, attached as Appendix C to this Proxy Statement, to reduce proportionally the total number of shares of Common Stock that the Company is authorized to issue using the same split factor that is ultimately used in the reverse stock split contemplated by Proposal No. 4;

6. To ratify the adoption of our Section 382 Tax Benefits Preservation Plan, attached as Appendix D to this Proxy Statement;

7. To ratify the appointment of BDO USA, LLP (BDO) as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2016;

8. To vote on a limited authorization to adjourn the Annual Meeting if there are not sufficient votes to approve Proposal No. 4 and Proposal No. 5; and

9. To transact such other business as may properly be brought before the meeting.

As you may be aware, we have received notice from VIEX Opportunities Fund, LP Series One, an affiliate of VIEX Capital Advisors, LLC, a Delaware limited liability company (VIEX), which owns together with BLR Partners LP, a Texas limited partnership, Bradley L. Radoff and Joshua E. Schechter, approximately 14.9% of the Company s Common Stock, expressing the intention of VIEX to nominate five (5) candidates for election to our Board at the Annual Meeting. We do not endorse the election of any of VIEX s candidates as director. You may receive proxy solicitation materials from VIEX and/or other participants in its proxy solicitation (collectively, the VIEX Group) or other persons or entities affiliated with the VIEX Group, including an opposition proxy statement and proxy card. Please be advised that we are not responsible for the accuracy of any information provided by or relating to the VIEX Group contained in any proxy solicitation materials filed or disseminated by the VIEX Group or any other statements that they may otherwise make.

Our Board does not endorse any of VIEX s nominees and unanimously recommends that you vote FOR each of the nominees proposed by our Board using only the WHITE proxy card or by following the instructions to vote your shares over the Internet, by telephone or in person at the Annual Meeting.

Your Board of Directors strongly urges you NOT to sign or return any [COLOR] proxy card or voting instruction form that the VIEX Group or any person other than the Company may send to you, even as a protest vote against the VIEX Group or any of VIEX s director candidates. Even a **WITHHOLD** vote with respect to VIEX s director candidates on its [COLOR] proxy card will cancel any previously submitted **WHITE** proxy card vote. If you do sign a proxy card sent to you by the VIEX Group, however, you have the right to change your vote by using the enclosed **WHITE** proxy card. Only the latest dated proxy card you vote will be counted.

All stockholders are cordially invited to attend the Annual Meeting in person. Only stockholders of record as of the close of business on May 11, 2016 are entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements thereof. A complete list of stockholders entitled to vote at the Annual Meeting will be available at our principal executive offices located at 900 Chesapeake Drive, Second Floor, Redwood City, California 94063 for 10 days before the meeting and during the meeting. Any stockholder of record in attendance at the Annual Meeting and entitled to vote may do so in person, even if such stockholder returned a proxy.

YOUR VOTE IS VERY IMPORTANT NO MATTER HOW MANY SHARES YOU OWN. Whether or not you plan to attend the meeting, we urge you to vote your shares at your earliest convenience. Please sign and return the enclosed **WHITE** proxy card as soon as possible in the envelope provided, or vote by telephone or via the Internet as provided in the **WHITE** proxy card. Voting by proxy will ensure your representation at the Annual Meeting if you do not attend in person. If you attend the meeting and you are a stockholder of record, you can revoke your proxy at any time before it is exercised at the meeting and vote your shares personally by following the procedures described in the Proxy Statement. If you hold your shares through a broker, bank, or other institution (the holder), please be sure to follow the voting instructions that you receive from the holder. The holder will not be able to vote your shares on any of the proposals unless you have provided voting instructions.

If you have any questions or require any assistance with voting your shares, please contact our proxy solicitor: MacKenzie Partners, Inc., toll free at (800) 322-2885.

We look forward to seeing you.

Sincerely,
/s/ Jim Stephens
Jim Stephens
Chairman of the Board of Directors

Redwood City, California
May 12, 2016

Important Notice Regarding the Availability of
Proxy Materials for the Annual Meeting of Stockholders to be held on June 24, 2016

Our Proxy Statement is attached. Financial and other information concerning our company is contained in our Annual Report to Stockholders for the year ended December 31, 2015. Pursuant to rules promulgated by the U.S. Securities and Exchange Commission, we have elected to provide access to our proxy materials both by sending you this full set of proxy materials, including the Proxy Statement, annual report and a **WHITE** proxy card, and by notifying you of the availability of these proxy materials on the Internet. This Proxy Statement and our annual report are available at http://stockholderdocs.com/sprt/.

IMPORTANT

Your vote at this year s Annual Meeting is especially important, no matter how many or how few shares you own. Please sign and date the enclosed **WHITE** proxy card and return it in the enclosed postage-paid envelope promptly.

THE BOARD STRONGLY URGES YOU NOT TO SIGN OR RETURN ANY [COLOR] PROXY CARD OR VOTING INSTRUCTION FORM THAT YOU MAY RECEIVE FROM THE VIEX GROUP OR ANY PERSON OTHER THAN THE COMPANY EVEN AS A PROTEST VOTE AGAINST THE VIEX GROUP OR ANY OF VIEX S DIRECTOR CANDIDATES. Any [COLOR] proxy card you sign and return from the VIEX Group for any reason could invalidate previous **WHITE** proxy cards sent by you to support the Company s Board of Directors.

Only your latest dated, signed proxy card or voting instruction form will be counted. Any proxy may be revoked at any time prior to its exercise at the Annual Meeting as described in this proxy statement.

IMPORTANT!
PLEASE VOTE THE WHITE PROXY CARD TODAY!

WE URGE YOU NOT TO SIGN ANY [COLOR] PROXY CARD OR VOTING INSTRUCTION FORM SENT TO YOU BY THE VIEX GROUP

Remember, you can vote your shares by telephone or *via* the Internet. Please follow the easy instructions on the enclosed WHITE proxy card.

If you have any questions or need assistance in voting your shares, please contact our proxy solicitor:

105 Madison Avenue
New York, New York 10016
(212) 929-5500 (Call Collect)
or
Call Toll-Free (800) 322-2885
Email: proxy@mackenziepartners.com

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

PROXY STATEMENT FOR
2016 ANNUAL MEETING OF STOCKHOLDERS
To be Held on June 24, 2016

General

The Board of Directors (the Board) of Support.com, Inc. (Support.com, the Company, we or our) is soliciting pr
for the 2016 Annual Meeting of Stockholders of the Company (the Annual Meeting), to be held on Friday, June 24, 2016, at 10:00 a.m. Pacific Time, at the Hyatt House Belmont/Redwood Shores hotel located at 400 Concourse Drive, Belmont, California 94002, and at any adjournments, reschedulings, continuations or postponements thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting of Stockholders.

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

Important Information about the Annual Meeting and Voting

Q. Will there be a proxy contest at the Annual Meeting?

A. We have received notice from VIEX Opportunities Fund, LP Series One, an affiliate of VIEX Capital Advisors, LLC, a Delaware limited liability company (VIEX), which owns together with BLR Partners LP, a Texas limited partnership, Bradley L. Radoff and Joshua E. Schechter, approximately

14.9% of the Company s Common Stock, expressing the intention of VIEX to nominate five (5) candidates for election to our Board at the Annual Meeting. We do not endorse the election of any of VIEX s director candidates. You may receive proxy solicitation materials from VIEX and/or other participants in its proxy solicitation (collectively, the VIEX Group) or other persons or entities affiliated with the VIEX Group, including an opposition proxy statement and proxy card. Please be advised that we are not responsible for the accuracy of any information provided by or relating to the VIEX Group contained in any proxy solicitation materials filed or disseminated by the VIEX Group or any other statements that they may otherwise make.

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You may receive multiple mailings from the VIEX Group. You will also likely receive multiple mailings from the Company prior to the date of the Annual Meeting, so that our stockholders have our latest proxy information and materials to vote. Proxy cards provided by the Company will be **WHITE**. Please see "What should I do if I receive a proxy card from the VIEX Group?" and "What does it mean if I receive more than one **WHITE** proxy card or voting instruction form?" below for more information. In selecting the director nominees that we are proposing for election in this proxy statement, your Board has focused on selecting highly qualified board candidates with relevant technology industry experience, as well as other experiences and qualifications, who will work together constructively with a focus on enhancing our oversight, commitment to operational excellence, financial strength and the creation of long-term value for our stockholders. Your Board is pleased to nominate for election as directors the six (6) persons named in Proposal No. 1 in this proxy statement and on the enclosed **WHITE** proxy card. We believe our six (6) director nominees,

Elizabeth Cholawsky, Elizabeth Fetter, Lowell Robinson, Toni Portmann, Tim Stanley, and Jim Stephens have the integrity, knowledge, breadth of relevant and diverse experience and commitment necessary to navigate the Company through the complex and dynamic business environment in which we operate and to create long-term value for our stockholders. Our Board does not endorse any of VIEX s nominees and unanimously recommends that you vote FOR each of the nominees proposed by the Board using the **<u>WHITE</u>** proxy card or by following the instructions for voting over the Internet, by telephone or in person at the Annual Meeting. Our Board strongly urges you NOT to sign or return any [COLOR] proxy card sent to you by the VIEX Group. If you have previously submitted a [COLOR] proxy card sent to you by the VIEX Group, you can revoke that proxy and vote for our Board s nominees and on the other matters to be voted on at the Annual Meeting by casting a later-dated vote using the enclosed **WHITE** proxy card or voting over the Internet, by telephone or in person at the Annual Meeting. Only the latest dated, valid proxy you submit will be counted.

Q. What should I do if I receive a proxy card from the VIEX Group?

A. Our Board does not endorse any VIEX nominee and strongly urges you NOT to sign or return any proxy card or voting instruction form that you may receive from the VIEX Group or any person other than the Company, even as a protest vote against the VIEX Group or any of VIEX s nominees. Voting to WITHHOLD with respect to any of VIEX s nominees on its proxy card is not the same as voting for our Board s nominees because a vote to WITHHOLD with respect to any of VIEX s nominees on its proxy card will revoke any proxy you previously submitted and thus you will cancel any proxy previously given to the Company.

If you previously signed a proxy card sent to you by the VIEX Group, you can change or revoke that proxy and vote for the Board s nominees by (i) visiting the website noted on the **WHITE** proxy card to submit your vote over the Internet, (ii) using the telephone number on the **WHITE** proxy card to submit your vote telephonically, (iii) signing, dating and returning the **WHITE** proxy card in the enclosed envelope to vote by mail, or (iv) attending the Annual Meeting to vote in person. Only your latest dated, valid proxy or vote will be counted at the Annual Meeting. Any proxy may be changed or revoked at any time prior to its exercise at the Annual Meeting by following the instructions under Can I change my vote or revoke my proxy? below. If you need assistance changing or revoking your vote, please call the Company s proxy solicitor, MacKenzie Partners, Inc., toll free at (800) 322-2885.

Q. Why did I receive these proxy materials?

A. We are providing these proxy materials to you in connection with the solicitation by our Board of proxies to be voted at the Annual Meeting, to be held on Friday, June 24, 2016, at 10:00 a.m. Pacific Time, at the Hyatt House Belmont/Redwood Shores hotel located at 400 Concourse Drive, Belmont, California 94002. As a stockholder of record of the Company, you are invited to attend the Annual Meeting and you are entitled and requested to vote on the proposals described in this proxy statement.

Q. What is included in the proxy materials?

A. The proxy materials include this proxy statement, a **WHITE** proxy card and our 2015 Annual Report, which includes our Annual Report on Form 10-K for the year ended December 31, 2015.

Q. What are the recommendations of the Board?

A. Our Board unanimously recommends that you vote your shares in accordance with the instructions on your **WHITE** proxy card as follows:

(i) FOR the proposal to elect **Elizabeth Cholawsky, Elizabeth Fetter, Lowell Robinson, Toni Portmann, Tim Stanley, and Jim Stephens** to the Board until our 2017 annual meeting of stockholders and thereafter until their successors are elected and qualified,

(ii) FOR the proposal to approve, on an advisory basis, the Company s named executive officer compensation for the year ended December 31, 2015, as described in the Compensation Discussion and Analysis, the executive compensation tables and the accompanying narrative disclosures in this Proxy Statement,

(iii) FOR the proposal to approve an amendment and restatement of the 2010 Equity and Performance Incentive Plan as Amended and Restated (such plan, prior to the amendment and restatement contemplated by this proxy statement, the 2010 Stock Plan),

(iv) FOR the proposal to amend our Restated Certificate of Incorporation to effect a reverse stock split of our common stock within a range of one-for-three (1:3) to one-for-seven (1:7), as selected by our Board prior to the time of filing a Certificate of Amendment with the Delaware Secretary of State,

(v) subject to the approval of the previous proposal, FOR the proposal to amend our Restated Certificate of Incorporation to reduce proportionally the total number of shares of common stock that the Company is authorized to issue,

(vi) FOR the proposal to ratify our adoption of a Section 382 Tax Benefits Preservation Plan,

(vii) FOR the proposal to ratify the appointment of BDO as our independent registered public accounting firm for fiscal year 2016, and

(viii) FOR the limited authorization to adjourn the Annual Meeting if there are not sufficient votes to approve Proposal No. 4 and Proposal No. 5.

Our Board strongly urges you NOT to sign or return any [COLOR] proxy card sent to you by the VIEX Group.

Q. Who can vote at the Annual Meeting and what are the voting rights of such stockholders?

A. Our Board has fixed the close of business on May 11, 2016 as the Record Date for the determination of holders of our outstanding shares entitled to notice of, and to vote on, all matters presented at the Annual Meeting. Such stockholders will be entitled to one vote for each share held on each matter submitted to a vote at the Annual Meeting. As of the Record Date, there were approximately 55,052,952 shares of the Company s Common Stock issued and outstanding. This revised definitive Proxy Statement, the accompanying form of **WHITE** proxy card and the Company s annual report to stockholders are first being mailed on or about May 17, 2016.

Q. How do I vote?

A. If you hold your shares directly and not through a bank, broker or other nominee, you may vote four ways:

(1) **Over the Internet:** Refer to the enclosed **WHITE** proxy card or voting instruction form for instructions on voting your shares over the Internet, which will include the website and the control number to access your account and vote your shares. You must specify how you want your shares voted or your Internet vote cannot be completed and you will receive an error message. Your shares will be voted according to your instructions.

(2) **By Telephone:** Refer to the enclosed **<u>WHITE</u>** proxy card or voting instruction form for instructions on voting your shares by telephone, which will include a toll-free number for the United States, Canada and Puerto Rico and the control number to access your account. Simply follow the recorded instructions. You must specify how you want your shares voted and confirm your vote at the end of the call or your telephone vote cannot be completed.

Your shares will be voted according to your instructions.

(3) **By Mail:** If you received your proxy materials by mail, complete and sign your **<u>WHITE</u>** proxy card or voting instruction form and mail it in the enclosed postage prepaid envelope we provided so that it is received by June 23, 2016, the day before the Annual Meeting, to be sure it is received in time to count.

(4) **In Person at the Meeting:** If you attend the Annual Meeting, you may deliver your completed proxy card

in person or you may vote by completing a ballot, which we will provide to you at the Annual Meeting.

You will not be able to vote shares you hold in street name through a bank, broker or other nominee in person at the Annual Meeting unless you have a legal proxy from that bank, broker or other nominee issued in your name giving you the right to vote your shares.

Q. How will my shares be voted if I do not return my proxy or do not provide specific voting instructions in the WHITE proxy card or voting instruction form that I submit?

A. **If your shares are registered directly in your name,** your shares will not be voted if you do not vote over the Internet, by telephone, by returning your proxy or by ballot at the Annual Meeting. If you submit a **WHITE** proxy card without giving specific voting instructions on one or more matters listed in the notice for the meeting, your shares will be voted as recommended by our Board on such matters, and as the proxyholders may determine in their discretion on how to vote with respect to any other matters properly presented for a vote at the Annual Meeting, subject to compliance with Rule 14a-4(c) of the Securities Exchange Act of 1934, as amended (the Exchange Act).

If your shares are held in street name at a broker, your broker may under certain circumstances vote your shares on routine matters if you do not timely provide voting instructions in accordance with the instructions provided by them. However, if you do not provide timely instructions, your broker does not have the authority to vote on any non-routine proposals at the Annual Meeting and a broker non-vote would occur. Because the Annual Meeting is expected to be the subject of a contested solicitation all proposals at the Annual Meeting are considered non-routine and therefore your bank, broker or other nominee does not have the authority to vote on a proposal at the Annual Meeting if you do not provide voting instructions with respect to such proposal.

Q. How will my shares be voted if I mark Abstain on my proxy card?

A. We will count a properly executed **WHITE** proxy card marked Abstain as present for purposes of determining whether a quorum is present, but abstentions will not be counted as votes cast for or against any given matter.

Q. Can I change my vote or revoke my proxy?

A. If your shares are registered directly in your name, you may revoke your proxy or change your vote at any time before the Annual Meeting. To do so, you must do one of the following:

(1) Vote over the Internet or by telephone as instructed above. Only your latest Internet or telephone vote is counted.

(2) Sign a new proxy and mail it as instructed above. Only your latest dated, valid proxy received will be counted.

(3) Attend the Annual Meeting, request that your proxy be revoked and vote in person as instructed above. Attending the Annual Meeting will not revoke your

Internet vote, telephone vote or proxy, as the case may be, unless you specifically request it.

(4) Deliver to our principal offices (Attention: Investor Relations) a written instrument that revokes the proxy.

If your shares are held in street name, you may submit a new, later-dated voting instruction form or contact your bank, broker or other nominee. You may also vote in person at the Annual Meeting if you obtain a legal proxy as described in the answer to the question above entitled How do I vote? .

If you have previously signed a proxy card sent to you by the VIEX Group, you may change your vote by marking, signing, dating and returning the **WHITE** proxy card or by voting by telephone, via the Internet or in person at the Annual Meeting. Only the latest dated, valid proxy that you submit will be counted. Submitting a proxy card sent to you by the VIEX Group will revoke votes you have previously made via the Company s **WHITE** proxy card.

Q. What effect do broker non-votes have on the proposals?

A. If you hold shares through an account with a broker, the voting of the shares by such broker when you do not provide voting instructions is governed by the rules of the New York Stock Exchange (the NYSE). In uncontested solicitations, these rules allow brokers to vote shares in their discretion on routine matters for which their customers do not provide voting instructions. On matters considered non-routine, brokers may not vote shares without your instruction. Shares that are voted on routine proposals by brokers but not on those proposals deemed non-routine are referred to as broker non-votes with respect to the non-routine proposals.

When a matter to be voted on at a stockholders meeting is the subject of a contested solicitation, under applicable rules of the NYSE, brokers do not have discretion to vote shares that they hold in their name on behalf of the beneficial holders. Because VIEX has submitted a notice of its intent to nominate directors, the Annual Meeting is expected to be the subject of a contested solicitation and therefore if you hold your shares in the name of your bank, broker or other nominee (sometimes called street name or nominee name) and you do not provide your bank, broker or other nominee with specific instructions regarding how to vote on a proposal to be voted on at the Annual Meeting, your bank, broker or other nominee will not be permitted to vote your shares on that proposal.

Please note that if your shares are held in street name and you want your vote to be counted on any of the proposals to be considered at the Annual Meeting, including the election of directors, you must instruct your bank, broker or other nominee how to vote your shares. If you do not provide voting instructions with respect to a proposal to be considered at the Annual Meeting, no votes will be cast on your behalf by your bank, broker or other nominee with respect to such proposal.

Q. What does it mean if I receive more than one WHITE proxy card or voting instruction form?

A. It generally means your shares are registered differently or are in more than one account. To ensure that all of your shares are voted, please vote using each **WHITE** proxy card or voting instruction form you receive or, if you vote by Internet or telephone, you will need to enter each of your Control Numbers. Remember, you may vote by telephone, Internet or by signing, dating and returning the **WHITE** proxy card in the postage-paid envelope provided, or by voting by ballot at the Annual Meeting.

As previously noted, VIEX has provided us with a notice indicating that it intends to nominate five (5) nominees for election as directors at the Annual Meeting in opposition to the six (6) highly-qualified and experienced director candidates nominated by the Board. As a result, you may receive proxy cards from both the Company and the VIEX Group. To ensure that stockholders have the

Company s latest proxy information and materials to vote, the Board may conduct multiple mailings prior to the date of the Annual Meeting, each of which will include a **WHITE** proxy card. The Board encourages you to vote each **WHITE** proxy card you receive.

THE BOARD STRONGLY URGES YOU TO REVOKE ANY PROXY CARD YOU MAY HAVE RETURNED WHICH YOU RECEIVED FROM THE VIEX GROUP. Even a WITHHOLD vote with respect to VIEX s director candidates on its proxy card will cancel any previously submitted **WHITE** proxy card.

THE BOARD STRONGLY URGES YOU NOT TO SIGN OR RETURN ANY [COLOR]

PROXY CARD OR VOTING INSTRUCTION FORM THAT YOU MAY RECEIVE FROM THE VIEX GROUP, EVEN AS A PROTEST VOTE AGAINST THE VIEX GROUP OR VIEX S DIRECTOR CANDIDATES.

Q. How many shares must be present to hold the Annual Meeting?

A. The required quorum for the transaction of business at the Annual Meeting is a majority of the shares of Common Stock issued and outstanding on the Record Date. Shares that are voted FOR or AGAINST a proposal or marked ABSTAIN are treated as being present at the Annual Meeting for purposes of establishing a quorum and are also treated as shares entitled to vote at the Annual Meeting. Broker non-votes , if any, are also included for purposes of determining whether a quorum of shares of Common Stock is present at the Annual Meeting.

For purposes of determining whether a quorum exists, we count as present any shares that are voted over the Internet, by telephone, by mail or that are represented in person at the Annual Meeting. If a quorum is not present, we expect to adjourn the Annual Meeting until we obtain a quorum.

Q. What vote is required to approve each matter and how are votes counted?

A. Proposal No. 1 Election of Six Directors

Proposal No. 1: VIEX has notified us that it intends to nominate five alternative nominees for election as directors at the Annual Meeting in opposition to the Board s recommended nominees. Since directors are elected by a plurality of votes, the six nominees for director receiving the highest number of votes FOR election will be elected as directors. If a stockholder does not vote for the election of directors because the authority to vote is withheld, because a proxy is not returned, because the broker holding the shares does not vote, or because of some other reason, the shares will not count in determining the total number of votes for each nominee. **<u>WHITE</u>** proxies signed and returned to the Company unmarked will be voted FOR the Board s six (6) highly qualified and very experienced nominees **(Elizabeth Cholawsky, Elizabeth Fetter, Lowell Robinson, Toni Portmann,**

Tim Stanley, and Jim Stephens). If your shares are held by a bank, broker or other nominee in street name and you do not vote your shares, your bank, broker or other nominee cannot vote your shares on Proposal No. 1. **In this regard, please note that brokers may not vote on the election of directors in the absence of specific client instructions. Those who hold shares in a brokerage account are encouraged to provide voting instructions to their broker.**

Proposal No. 2 Advisory Say-on-Pay Vote on the Compensation of Our Named Executive Officers

Proposal No. 2: The proposal to approve the Company s named executive officer compensation for the year ended December 31, 2015 is advisory and an affirmative vote of the holders of a majority of the outstanding shares as of the Record Date that are present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter will signify an approval. Broker non-votes , if any, are not included in the tabulation of the voting results and, therefore, they do not have any effect on the voting results for Proposal No. 2. Abstentions will have the effect of votes AGAINST Proposal No. 2. As an advisory vote, this proposal is not binding. The outcome of this advisory vote will not overrule any decision by us or our Board (or any committee thereof). However, the Compensation Committee of our Board and our Board value the opinions expressed by our stockholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for our named executive officers.

Proposal No. 3 Approval of Amendments to the 2010 Stock Plan

Proposal No. 3: The proposal to amend and restate the 2010 Stock Plan requires the affirmative vote of the holders of a majority of the outstanding shares as of the Record Date that are present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter. Broker non-votes , if any, are not included in the tabulation of the voting results and, therefore, they do not have any effect on the voting results for Proposal No. 3. Abstentions will have the effect of votes AGAINST Proposal No. 3.

Proposal No. 4 Approval to Amend our Restated Certificate of Incorporation to effect a Reverse Stock Split of our Common Stock within Specified Ranges

Proposal No. 4: The proposal to amend our Restated Certificate of Incorporation to effect a reverse stock split of our Common Stock within a range of one-for-three (1:3) to one-for-seven (1:7), as selected by our Board prior to the time of filing a Certificate of Amendment with the Delaware Secretary of State, requires the approval of holders of at least a majority of the outstanding shares of our Common Stock, and not merely the approval of a majority of the shares represented in person and by proxy at the Annual Meeting. Therefore, broker non-votes, if any, will count as votes

AGAINST the proposal. Abstentions will have the effect of votes AGAINST .

Proposal No. 5 Approval to Amend our Restated Certificate of Incorporation to Reduce the Total Number of Shares of Common Stock that the Company is Authorized to Issue

Proposal No. 5: Subject to the approval of Proposal No. 4, the proposal to amend our Restated Certificate of Incorporation to reduce the total number of shares of Common Stock that the Company is authorized to issue in a manner proportional to the reverse stock split of our outstanding shares contemplated by Proposal No. 4, requires the approval of the holders of at least a majority of the outstanding shares of our Common Stock, and not merely the approval of a majority of the shares represented in person and by proxy at the Annual Meeting. Therefore, broker non-votes, if any, will count as votes AGAINST the proposal. Abstentions will have the effect of votes AGAINST Proposal No. 5.

Proposal No. 6 Ratification of our adoption of a Section 382 Tax Benefits Preservation Plan

Proposal No. 6: The proposal to ratify our adoption of a Section 382 Tax Benefits Preservation Plan requires the affirmative vote of the holders of a majority of the outstanding shares as of the Record Date that are present in person or represented by proxy at the

Annual Meeting and entitled to vote on such matter. Broker non-votes , if any, are not included in the tabulation of the voting results and, therefore, they do not have any effect on the voting results for Proposal No. 6. Abstentions will have the effect of votes AGAINST Proposal No. 6.

Proposal No. 7 Ratification of Appointment of Independent Auditors

Proposal No. 7: The proposal to ratify the appointment of BDO USA, LLP (BDO) as our independent registered public accounting firm for fiscal year 2016 requires the affirmative vote of the holders of a majority of the outstanding shares as of the Record Date that are present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter. Broker non-votes , if any, are not included in the tabulation of the voting results and, therefore, they do not have any effect on the voting results for Proposal No. 7. Abstentions will have the effect of votes AGAINST Proposal No. 7.

Although stockholder ratification of the appointment of BDO as our independent auditors for the fiscal year ending December 31, 2016 by the Audit Committee of our Board is not required, we believe that it is advisable to give stockholders an opportunity to ratify this appointment. If such ratification is not approved at the Annual Meeting, our Audit Committee may reconsider its appointment of BDO as our independent auditors for the fiscal year ending December 31, 2016.

Proposal No. 8 Limited Authorization to Adjourn the Annual Meeting

Proposal No. 8: The proposal for limited authority to adjourn the Annual

Meeting, if there are not sufficient votes to approve Proposal No. 4 and Proposal No. 5, requires the affirmative vote of the holders of a majority of the outstanding shares as of the Record Date that are present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter. Broker non-votes , if any, are not included in the tabulation of the voting results and, therefore, they do not have any effect on the voting results for Proposal No. 8. Abstentions will have the effect of votes AGAINST Proposal No. 8.

Q. Who will serve as proxies for the Annual Meeting?

A. Our Board is asking you to give your proxy to Elizabeth Cholawsky, our President and Chief Executive Officer, and Michelle Johnson, our Vice President, General Counsel and Secretary. Giving your proxy to Dr. Cholawsky and Ms. Johnson means that you authorize Dr. Cholawsky, Ms. Johnson, either of them or their duly appointed substitutes to vote your shares at the Annual Meeting in accordance with your instructions. You may vote FOR or AGAINST the proposals, or abstain from voting. All valid proxies received prior to the Annual Meeting will be voted. All shares represented by a proxy will be voted, and where a stockholder specifies by means of the proxy a choice with respect to any matter to be acted upon, the shares will be voted in accordance with the specification so made. If no choice is indicated on the proxy, the shares will be voted in accordance with the Board recommendations.

Q. Are there other matters to be voted on at the Annual Meeting?	**A.** We do not know of any matters that may come before the Annual Meeting other than as discussed in this proxy statement. If any other matters are properly presented at the Annual Meeting, the persons named in the accompanying proxy intend to vote, or otherwise act, in accordance with their judgment on the matter subject to compliance with Rule 14a-4(c) of the Exchange Act.
Q. What is the Company s Internet address?	**A.** The Company s Internet address is www.support.com. You can access this proxy statement and the 2015 Annual Report, which includes our Form 10-K for the fiscal year ended December 31, 2015, at this Internet address. The Company s filings with the SEC are available free of charge via a link from this address. Unless expressly indicated otherwise, information contained on our

website is not part of this proxy statement. In addition, none of the information on the other websites listed in this proxy statement is part of this proxy statement. These website addresses are intended to be inactive textual references only.

Q. May I attend the Annual Meeting?

A. Only holders of shares of outstanding Common Stock and their proxy holders as of the Record Date may attend the Annual Meeting. If you wish to attend the Annual Meeting in person but you hold your shares through someone else, such as a broker, you must bring proof of your ownership and photo identification to the Annual Meeting. For example, you could bring an account statement showing that you beneficially owned shares of Common Stock as of the Record Date as acceptable proof of ownership. You must also contact your broker and follow its instructions in order to vote your shares at the Annual Meeting. If you hold your shares through a broker you may not vote your shares at the Annual Meeting unless you have first followed the procedures outlined by your broker. If you are a stockholder of record, please be prepared to provide proper identification, such as a driver s license or state identification card. If you hold your shares in street name, you will need to provide proof of ownership, such as a recent account statement or letter from your bank, broker or other nominee, along with proper identification. The Company reserves the right to deny admittance to anyone who cannot adequately show proof of share ownership as of the Record

Date. No cameras, recording equipment, large bags, briefcases or packages will be permitted into the Annual Meeting.

Q. Who will solicit proxies on behalf of the Board?

A. Proxies may be solicited on behalf of the Board, without additional compensation, by the Company s directors and certain executive officers. Such persons are listed in Appendix A to this proxy statement. Additionally, the Company has retained MacKenzie Partners, Inc., a proxy solicitation firm, which may solicit proxies on the Board s behalf. The original solicitation of proxies by mail may be supplemented by telephone, telegram, facsimile, electronic mail, internet and personal solicitation by our directors and certain executive officers (who will receive no additional compensation for such solicitation activities), or by MacKenzie Partners, Inc. You may also be solicited by advertisements in periodicals, press releases issued by us and postings on our corporate website or other websites. Unless expressly indicated otherwise, information contained on our corporate website or other websites is not part of this proxy statement.

Q. What are the costs of soliciting these proxies?	**A.** The entire cost of soliciting proxies on behalf of the Board, including the costs of preparing, assembling, printing and mailing this proxy statement, the **WHITE** proxy card and any additional soliciting materials furnished to stockholders by or on behalf of the Company, will be borne by the Company. Copies of solicitation material will be furnished to banks, brokerage houses, dealers, banks, voting trustees, their respective nominees and other agents holding shares in their names, which are beneficially owned by others, so that they may forward such solicitation material,

together with our 2015 Annual Report, which includes our Form 10-K for the fiscal year ended December 31, 2015, to beneficial owners. In addition, if asked, we will reimburse these persons for their reasonable expenses in forwarding these materials to the beneficial owners.

Due to the possibility of a proxy contest, we have engaged the proxy solicitation firm of MacKenzie Partners, Inc. to solicit proxies from stockholders in connection with the Annual Meeting. MacKenzie Partners Inc. expects that approximately 25 of its employees will assist in the solicitation of proxies. We will pay

MacKenzie Partners, Inc. a fee not to exceed $225,000 plus costs and expenses. In addition, MacKenzie Partners, Inc. and certain related persons will be indemnified against certain liabilities arising out of or in connection with the engagement.

The Company estimates that its additional out-of-pocket expenses beyond those normally associated with soliciting proxies for the Annual Meeting as a result of the potential proxy contest will be $1.1 million in the aggregate, of which approximately $300,000 has been spent to date. Such additional solicitation costs are expected to include the fees incurred to retain MacKenzie Partners, Inc. as the Company s proxy solicitor, as discussed above, fees of outside legal and public relation advisors to advise the Company in connection with a possible contested solicitation of proxies, increased mailing costs, such as the costs of additional mailings of solicitation materials to stockholders, including printing costs, mailing costs and the reimbursement of reasonable expenses of banks, brokerage houses and other agents incurred in forwarding solicitation materials to beneficial owners, as described above, and the costs of retaining an independent inspector of election.

Q. Who can answer my questions?

A. Your vote at this year s meeting is especially important, no matter how many or how few shares you own. Please sign and date the enclosed **<u>WHITE</u>** proxy card and return it in the enclosed postage-paid envelope promptly or vote by Internet or telephone. If you have questions or require assistance in the voting of your shares, please call MacKenzie Partners, Inc., the firm assisting us in the solicitation of proxies:

105 Madison Avenue
New York, New York 10016
(212) 929-5500 (Call Collect)
or
TOLL-FREE (800) 322-2885
Email: proxy@mackenziepartners.com

Q. How can I obtain additional copies of these materials or copies of other documents?

A. Complete copies of this proxy statement and the 2015 Annual Report, which includes our Form 10-K for the fiscal year ended December 31, 2015, are also available on our website at www.support.com. You may also contact MacKenzie Partners, Inc. for additional copies.

IMPORTANT

The VIEX Group may send you solicitation materials in an effort to solicit your vote to elect up to five (5) of VIEX s nominees to the Board. **THE BOARD STRONGLY URGES YOU NOT TO SIGN OR RETURN ANY PROXY CARD OR VOTING INSTRUCTION FORM THAT YOU MAY RECEIVE FROM THE VIEX GROUP OR ANY PERSON OTHER THAN THE COMPANY, EVEN AS A PROTEST VOTE AGAINST THE VIEX GROUP OR VIEX S NOMINEES.** Any proxy you sign from the VIEX Group for any reason could invalidate previous **WHITE** proxy cards sent by you to support the Board.

Your vote at this year s Annual Meeting is especially important, no matter how many or how few shares you own. Please sign and date the enclosed **WHITE** proxy card and return it in the enclosed postage-paid envelope promptly.

Only your latest dated, signed proxy card or voting instruction form will be counted. Any proxy may be revoked at any time prior to its exercise at the Annual Meeting as described in this proxy statement.

BACKGROUND OF THE EXPECTED CONTESTED SOLICITATION

The following is a chronology of the material contacts and events in our relationship with the VIEX Group leading up to the filing of this proxy statement:

On June 23, 2015, BLR Partners LP began accumulating shares of Common Stock with its acquisition of 22,200 shares of Common Stock.
On October 5, 2015, the members of the VIEX Group jointly filed a Schedule 13D (the Schedule 13D) with the SEC to report that, as of October 2, 2015, the VIEX Group had become the beneficial owner of approximately ten and one half percent (10.5%) of the issued and outstanding shares of Common Stock.
On October 9, 2015, Joshua E. Schechter and Eric Singer delivered a letter to the Board indicating, among other things, their belief that the Company should refrain from making any material acquisitions. Also on October 9, 2015, the VIEX Group filed Amendment No. 1 to the Schedule 13D in which it disclosed the delivery of the above referenced letter to the Board and that, as of October 8, 2015, it owned approximately twelve and three tenths percent (12.3%) of Common Stock.
On October 12, 2015, Mr. Schechter had a telephone conversation with Elizabeth Cholawsky, the Company s President and Chief Executive Officer, at which the parties discussed Mr. Schechter s proposed terms for avoiding a proxy contest at the Annual Meeting.
On October 13, 2015, the Company adopted a limited-duration stockholder rights plan with a 15% ownership threshold and an expiration date of October 10, 2016.
On October 15, 2015, the VIEX Group filed Amendment No. 2 to the Schedule 13D in which it disclosed its view that the Board should retain an investment bank to review strategic alternatives, referenced the stockholder rights plan adopted by the Company on October 13, 2015, and indicated that as of October 14, 2015 it owned approximately thirteen and one half percent (13.5%) of Common Stock.
On October 29, 2015, Jim Stephens, Chairman of the Board, delivered a letter to Mr. Schechter indicating that the Company remained interested in reaching an amicable resolution with the VIEX Group that would avoid a proxy contest at the Annual Meeting.
On October 29, 2015, Messrs. Singer and Schechter and Bradley L. Radoff delivered a letter to the Board to, among other things, express their belief that the Company should promptly engage a financial advisor to explore strategic alternatives.
On October 30, 2015, the VIEX Group filed Amendment No. 3 to the Schedule 13D in which it disclosed the delivery of the October 29th letter to the Board and that as of October 29, 2016 it owned approximately fourteen and eight tenths percent (14.9%) of Common Stock.
On November 10, 2015, Messrs. Singer, Radoff and Schechter delivered a letter to the Board requesting that the Board call a special meeting of stockholders to allow stockholders to make changes to the Board s composition. The VIEX Group also filed Amendment No. 4 to the Schedule 13D in which it disclosed its delivery of the above referenced letter to the Board.
On December 4, 2015, the Company proposed to the VIEX Group a framework for avoiding a proxy contest at the Annual Meeting that contemplated, among other things, the Company expanding the size of the Board from six (6) to eight (8) members, appointing two mutually agreeable candidates to the Board, having one (1) incumbent member of the Board not stand for re-election at the Annual Meeting and reducing the Board to seven (7) members following the certification of the stockholder vote at the Annual Meeting. The VIEX Group indicated to the Company that it was not interested in engaging with the Company with regards to such a framework.
On December 18, 2015, Dr. Cholawsky and Roop Lakkaraju, the Company s Executive Vice President, Chief Financial Officer and Chief Operating Officer, had a telephone conversation with Mr. Radoff in which Mr. Radoff proposed that as part of a settlement framework for avoiding a proxy contest at the Annual Meeting the Company should consider appointing Mr. Schechter and Richard A. Bloom to the Board.

On December 23, 2015, Dr. Cholawsky sent a letter to Mr. Radoff indicating that neither of the director candidates that Mr. Radoff proposed on December 18, 2015, Messrs. Schecter and Bloom, have any relevant industry expertise in areas that would help the Company execute on its strategy and requested that the VIEX Group identify to the Company director candidates who are independent of the VIEX Group and who have complementary and relevant industry expertise in areas that would help the Company execute on its strategy.

On December 28, 2015, Dr. Cholawsky conducted an in-person interview of Mr. Bloom, one of the VIEX Group s proposed director candidates. During the course of the interview, it was confirmed that Mr. Bloom had no experience with SaaS and that he had limited public company board and corporate governance experience.

On January 6, 2016, a member of the Nominating and Corporate Governance Committee conducted an in-person interview of Mr. Bloom. During the course of the interview, it was once again confirmed that Mr. Bloom had no experience with SaaS and that he had limited public company board and corporate governance experience.

On January 6, 2016, Dr. Cholawsky met with Mr. Singer at the CES consumer electronics tradeshow. During the course of their discussion Mr. Singer, among other things, threatened the Company with a proxy contest.

On January 13, 2016, Dr. Cholawsky and Mr. Stephens conducted a video interview of Mr. Schechter. During the course of the interview, it was confirmed that Mr. Schechter had no experience with SaaS.

On January 23, 2016, Dr. Cholawsky sent an e-mail to Mr. Radoff informing him that, after reviewing the qualifications of Messrs. Bloom and Schechter, the Nominating and Corporate Governance Committee had chosen not to appoint Messrs. Bloom and Schechter to the Board as neither of them have complementary and relevant industry expertise that would help the Company execute on its strategy..

On January 25, 2016, Messrs. Singer, Radoff and Schechter delivered a letter to Mr. Stephens to, among other things, express their intent to eventually seek control of the Board at the Annual Meeting. On the same day, the VIEX Group filed Amendment No. 5 to the Schedule 13D in which it disclosed the delivery of the above-referenced letter to Mr. Stephens, the name change of certain of the reporting persons and that as of January 22, 2016 the VIEX Group owned approximately fourteen and nine tenths percent (14.9%) of Common Stock.

On March 7, 2016, the Company publicly announced that it had appointed Tim Stanley to its Board as an independent director, effective March 4, 2016, replacing then incumbent director Mark Fries who had chosen to retire from the Board.

On March 15, 2016, the Company publicly announced that it had appointed Elizabeth Fetter and Lowell Robinson to its Board as independent directors, effective March 14, 2016. Ms. Fetter and Mr. Robinson replaced then incumbent directors Martin O Malley and Shawn Farshchi who had each chosen to retire from the Board.

On March 25, 2016, VIEX delivered a letter to the Company to provide notice of its intention to nominate five (5) director candidates for election to the Board at the Annual Meeting and, thereby, seek control of the Board. The five proposed director candidates were Messrs. Singer, Radoff, Schechter, and Bloom and Brian J. Kelley.

On March 28, 2016, the Company issued a press release acknowledging receipt of the VIEX Group s notice of nomination with respect to its intent to nominate five (5) director candidates for election to the Board at the Annual Meeting in an attempt to replace more than a majority of the Company s six (6) member Board at the Annual Meeting.

On March 29, 2016, the VIEX Group filed Amendment No. 6 to the Schedule 13D in which it disclosed that it had submitted to the Company an advance notice of nomination with respect to its intention to nominate Messrs. Singer, Radoff, Schechter, Bloom and Kelley for election to the Board at the Annual Meeting, that it had issued a press release related to its advance notice of nomination and that it now owned approximately fourteen and eight tenths percent (14.9%) of Common Stock.

On April 20, 2016, the Company adopted the Tax Benefits Preservation Plan and, concurrently, terminated the limited duration stockholder rights plan that had been adopted on October 13, 2015.

On April 22, 2016, the Company filed this preliminary proxy statement with the SEC with respect to the Annual Meeting.

OUR BOARD STRONGLY URGES YOU NOT TO SIGN OR RETURN ANY PROXY CARD OR VOTING INSTRUCTION FORM THAT YOU MAY RECEIVE FROM THE VIEX GROUP, EVEN AS A PROTEST VOTE AGAINST THE VIEX GROUP OR ANY OF THE VIEX GROUP S DIRECTOR CANDIDATES, AS DOING SO WILL INVALIDATE ANY PRIOR VOTE YOU SUBMITTED ON THE WHITE PROXY CARD IN SUPPORT OF THE COMPANY S DIRECTOR NOMINEES.

STOCKHOLDER MATTERS

Stockholder Communications with our Board

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

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

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

Stockholder Proposals

Pursuant to Rule 14a-8 of the Exchange Act, any proposal that a stockholder intends to present at the 2017 Annual Meeting of Stockholders (the 2017 Annual Meeting), for inclusion in the proxy statement for the 2017 Annual Meeting, must be submitted to the attention of the Corporate Secretary at our principal offices, located at 900 Chesapeake Drive, Second Floor, Redwood City, California 94063, no later than January 4, 2017. In order to avoid controversy, stockholders should submit proposals by means (including electronic) that permit them to prove the date of delivery. In addition, our Amended and Restated Bylaws require that we be given advance written notice for nominations for election to our Board and of other business that stockholders wish to present for consideration at an annual meeting of stockholders (other than those proposals of business intended to be included in our proxy statement in accordance with Rule 14a-8 under the Exchange Act). The required notice must be delivered by the stockholder and received by our Corporate Secretary at our principal offices, located at 900 Chesapeake Drive, Second Floor, Redwood City, California 94063, and must otherwise meet the requirements set forth in our Amended and Restated Bylaws. The required notice must be made in writing and delivered or mailed by first class United States mail, postage prepaid, to our Corporate Secretary at our principal offices, and received not later than the close of business on April 25, 2017, but not before March 26, 2017, which is not less than sixty (60) calendar days nor more than ninety (90) calendar days prior to the first anniversary of the Annual Meeting. However, in the event the 2017 Annual Meeting is scheduled to be held on a date before May 25, 2017, or after August 23, 2017, which are dates thirty (30) calendar days before or

sixty (60) calendar days after the first anniversary of the Annual Meeting, then such advance notice must be received by us not later than the close of business on the later of (1) the 60th calendar day prior to the 2017 Annual Meeting and (2) the 10th calendar day following the day on which notice of the date of the 2017 Annual Meeting is mailed or public disclosure of the date of the 2017 Annual Meeting is made, whichever first occurs (or if that day is not a business day for the Company, on the next succeeding business day). For each matter the stockholder proposes to bring before the 2017 Annual Meeting, the stockholder s notice to our corporate secretary must include specific information called for in our Amended and Restated Bylaws.

If a stockholder who wishes to present a proposal before the 2017 Annual Meeting outside of Rule 14a-8 of the Exchange Act fails to notify us by the required date, the proxies that our Board solicits for the 2017 Annual Meeting will confer discretionary authority on the person named in the proxy to vote on the stockholder s proposal if it is properly brought before that meeting subject to compliance with Rule 14a-4(c) of the Exchange Act. If a stockholder makes timely notification, the proxies may still confer discretionary authority to the person named in the proxy under circumstances consistent with the Securities and Exchange Commission s (the SEC) proxy rules, including Rule 14a-4(c) of the Exchange Act.

CORPORATE GOVERNANCE

Our Corporate Governance Policies Reflect Best Practices

- Annual election of all directors
- Independent directors meet without management
- Audit, compensation and nominating committee memberships restricted to independent directors
- All directors (other than CEO) qualify as independent directors under listing standards of Nasdaq
- Separate Board Chairman & CEO (independent Chairman of the Board)
- Stock ownership guidelines for executive officers and directors
- Clear and robust corporate governance guidelines
- Stockholders have the right to remove directors with or without cause
- Annual Board and committee self-evaluations
- Board orientation and education program
- Anti-hedging and anti-pledging policy applicable to all directors and employees
- Board Diversity (half of board members are women)
- Board Refreshment (3 of 6 directors appointed in 2016)
- Risk oversight by the full Board and committees

Corporate Governance Guidelines

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

http://www.support.com/wp-content/uploads/2015/03/Corporate-Governance-Guidelines.pdf

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

Stock Ownership Guidelines

To further align the interests of our executive officers and non-employee directors with the interests of the Company s stockholders, the Board has determined that such persons should hold shares of the Company s Common Stock that have a fair market value commensurate with their respective roles with the Company. These guidelines ensure that all executive officers and non-employee directors have a significant personal investment in the Company through their ownership of shares in the Company. Our stock ownership guidelines are applicable to all executive officers who are required to file reports pursuant to Section 16 of the Exchange Act and require the following levels of stock ownership as a multiple of the individual s respective base salary: Chief Executive Officer: 3X, Chief Financial Officer: 3X, and our other executive officers: 2X. Our stock ownership guidelines are also applicable to all non-employee directors and require that such persons own shares of Common Stock of the Company in an amount no less than one (3) times their annual cash retainer for their director service.

Code of Ethics

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

http://www.support.com/wp-content/uploads/2015/03/Code-of-Ethics-and-Business-Conduct.pdf

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

Director Independence

It is our policy that a majority of our directors be independent. The Board has determined that five of our six directors are independent, namely Messrs. Stephens, Robinson, Stanley, and Mses. Fetter and Portmann, based on the listing standards of the NASDAQ Global Select Market (Nasdaq) and applicable laws and regulations. Our Board has also determined that the only director who is standing for election to the Board and is not independent is Dr. Cholawsky, our President and Chief Executive Officer.

Board Leadership and Risk Oversight

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

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

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

The Board conducts regularly scheduled meetings throughout the year, and also acts at special meetings and by unanimous written consent, as may be appropriate. During 2015, the Board held 14 meetings. During their respective terms, all directors attended at least 75% of the aggregate number of meetings of the Board and of the committees on which such directors served in 2015. Director attendance at the Company s Annual Meeting is encouraged but not required. All directors attended the 2015 Annual meeting of stockholders.

Executive Sessions

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

Committees of the Board

Our Board delegates certain responsibilities to committees of directors. These committees are comprised entirely of independent directors except for the Strategy Committee, upon which our Chief Executive Officer is permitted to serve. The Board has a standing Nominating and Corporate Governance Committee, Strategy Committee, Compensation Committee, and Audit Committee. Members of these committees are selected by the Board upon the recommendation of the Nominating and Corporate Governance Committee. The charter of each of these standing Board committees is available through our website at:

http://corp.support.com/company/investor-relations/corporate-governance/

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

Nominating and Corporate Governance Committee

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

During 2015, the members of the Nominating and Corporate Governance Committee were Messrs. Fries and Stephens, and Ms. Portmann. Mr. Fries served as Chairperson of the Nominating and Corporate Governance Committee throughout 2015. The Nominating and Corporate Governance Committee held three meetings during 2015. As previously reported on Form 8-K, on March 4, 2016, Mr. Fries resigned as a member of the Board and as a member of all committees of the Board on which he served, including the Nominating and Corporate Governance Committee. Mr. Fries resignation was not in connection with a disagreement relating to the Company s operations, policies or practices. On March 4, 2016, the Board appointed Mr. Stanley to serve as a director of the Company, filling the vacancy created on the Board as a result of Mr. Fries resignation. In connection with his election to the Board, Mr. Stanley was appointed to the Nominating and Corporate Governance Committee. Also on March 4, 2016, the Board appointed Ms. Portmann to serve as Chairperson of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee now consists of Ms. Portmann (Chair) and Messrs. Stanley and Stephens.

Compensation Committee

Our Compensation Committee s principal responsibilities are to determine all compensation of the Company s Chief Executive Officer and other officers who are reporting persons under Section 16 of the Exchange Act and the rules and regulations promulgated thereunder (Section 16 Officers); act as plan administrator for our equity incentive plans; review the annual performance of the Chief Executive Officer; and provide guidance to the Chief Executive Officer for the annual performance appraisals of other Section 16 Officers. The Compensation Committee may, by resolution passed by a majority of the members of the Compensation Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Compensation Committee and having powers as delegated by the resolutions of the Compensation Committee, but only to the extent permitted by applicable law or listing standard.

Further, the Compensation Committee may delegate to the Company s Chief Executive Officer the authority to make grants of equity awards under the Company s stock plans to employees of the Company or any subsidiary thereof who are not members of the Board, the Chief Executive Officer or other Section 16 Officers.

During 2015, the members of the Compensation Committee were Messrs. Stephens, Farshchi, and Ms. Portmann. Mr. Stephens served as Chairperson of the Compensation Committee throughout 2015. The Compensation Committee held eight meetings during 2015. As previously reported on Form 8- K, on March 14, 2016, Mr. Farshchi resigned as a member of the Board and as a member of all committees of the Board on which he served, including the Compensation Committee. Mr. Farshchi s resignation was not in connection with a disagreement relating to the Company s operations, policies or practices. On March 14, 2016, the Board appointed Mr. Robinson to serve as a director of the Company. In connection with his election to the Board, Mr. Robinson was appointed to the Compensation Committee. The Compensation Committee now consists of Mr. Stephens (Chair), Ms. Portmann and Mr. Robinson.

Audit Committee

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

During 2015, the members of the Audit Committee were Messrs. Farshchi, O Malley, and Fries. Mr. O Malley served as Chairperson of the Audit Committee throughout 2015. The Board has determined that Mr. O Malley, an independent director based on the Nasdaq listing standards and applicable laws and regulations, is also a financial expert as defined under SEC rules. In addition, the Board has determined that each member of the Audit Committee who served on the Audit Committee in 2015 is financially literate, has the requisite financial sophistication as required by the applicable Nasdaq listing standards and is independent under the Nasdaq listing standards, SEC rules and applicable laws and regulations relating to the independence of Audit Committee members. The Audit Committee held nine meetings during 2015.

As previously reported on a Current Report on Form 8-K, on March 4, 2016, Mr. Fries resigned as a member of the Board and as a member of all committees of the Board on which he served, including the Audit Committee. His resignation was not in connection with a disagreement relating to the Company s operations, policies or practices. Also on March 4, 2016, in accordance with Nasdaq rules, the Board appointed Mr. Stephens to the Audit Committee. At the time of his appointment to the Audit Committee, Mr. Stephens was not considered independent under the Nasdaq rules relating to the independence of Audit Committee members. Nevertheless, the Board determined, in accordance with Nasdaq rules, that it was appropriate to appoint Mr. Stephens to the Audit Committee for a limited period of time due to the exceptional circumstances then existing. Such exceptional circumstances included that the Board was in the process of being substantially refreshed and, in connection therewith, all three members of the Audit Committee would be replaced, and, accordingly, that it was in the best interests of the Company and its stockholders to appoint Mr. Stephens to the Audit Committee given his strong understanding of the Company s financial condition and financial statements gained from his many years of service on the Company s Board and as Chairman. On April 20, 2016, after the Board determined that an appropriate transition had occurred for the Board s three newest members, Mr. Stephens resigned as a member of the Audit Committee and Tim Stanley was appointed to the Audit Committee.

As previously reported on a Current Report on Form 8-K, on March 14, 2016, Messrs. Farshchi and O Malley resigned as members of the Board and as members of the Audit Committee. Their resignations were not in connection with a disagreement relating to the Company s operations, policies or practices. On March 14, 2016, the Board appointed Ms. Fetter and Mr. Robinson to serve as directors of the Company. In connection with their election to the Board, Ms. Fetter and Mr. Robinson were each appointed to the Audit Committee. The Audit Committee now consists of Mr. Robinson (Chair), Mr. Stanley and Ms. Fetter. The Board has determined that Mr. Robinson, an independent director based on the Nasdaq listing standards and applicable laws and regulations, is also a financial expert as defined under SEC rules. In addition, the Board has determined that each current member of the Audit Committee is financially literate, has the requisite financial sophistication as required by the applicable Nasdaq listing standards and is independent under the Nasdaq listing standards, SEC rules and applicable laws and regulations relating to the independence of Audit Committee members.

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

Strategy Committee

The Strategy Committee advises and makes recommendations to the full Board with respect to the strategic direction of the Company and, in connection therewith, assists our Board with reviewing long-term business objectives and plans developed by management, assessing the extent to which meeting such objectives and pursuing such plans would drive stockholder value creation, overseeing the continued evolution of Support.com s strategic plan and monitoring its implementation and evaluating strategic initiatives to drive revenue growth and create long-term value for all stockholders, whether organically or through partnerships, strategic alliances, joint ventures, co-marketing arrangements or acquisitions.

On March 4, 2016, the Board formed the Strategy Committee and appointed as members Dr. Cholawsky and Messrs. Farshchi, Stephens and Stanley. Since March 4, 2016, Mr. Stephens has served as Chairperson of the Strategy Committee. On March 14, 2016, Mr. Farshchi resigned as a member of the Board and as a member of the Strategy Committee. On March 14, 2016, Ms. Fetter was appointed as member of the Strategy Committee. The Strategy Committee now consists of Mr. Stephens (Chair), Dr. Cholawsky, Ms. Fetter, and Mr. Stanley.

Director Qualifications

The primary qualifications for service on the Board are a distinguished record of leadership and success, and an ability to make substantial contributions to the Board and Support.com. The Nominating and Corporate Governance Committee periodically reviews with the Board the appropriate skills and characteristics required of Board members, and will continue to do so as the Company and its needs continue to change as the Board pursues its various strategic initiatives for driving stockholder value creation. The 2016 additions of directors Stanley, Fetter and Robinson resulted from an extensive search and vetting process overseen by the Nominating and Corporate Governance Committee.

Additionally, the Nominating and Corporate Governance Committee has determined that it will consider a number of other factors, skills and characteristics in evaluating candidates for the Board, such as:

- The candidate s ability to comprehend our strategic goals and to help guide us towards the accomplishment of those goals;
- The candidate s history of conducting his/her personal and professional affairs with the utmost integrity and observing the highest standards of values, character and ethics;
- The candidate s time availability for in-person participation at board of directors and committee meetings;
- The candidate s judgment and business experience with related businesses or other organizations of comparable size;

The knowledge and skills the candidate would add to the board of directors and its committees, including the candidate s knowledge of the SEC and Nasdaq regulations, and accounting and financial reporting requirements;
The candidate s ability to satisfy the criteria for independence established by the SEC and Nasdaq;
The candidate s business management and leadership experience;
The overall financial acumen of the candidate;
The candidate s technical knowledge;
The candidate s industry knowledge;
The functional experience of the candidate;
The risk management experience of the candidate;
The gender and cultural diversity of the candidate;
The makeup, skills and experience of the board as a whole; and
The interplay of the candidate s experience with the experience of other board members.

Further, the Board believes that it should be a diverse body. Accordingly, specific consideration is given to, among other things, diversity of background and the experience a candidate would bring to the Board, as stated in the Guidelines. The Board defines diversity broadly for this purpose to include both professional and personal backgrounds, skills sets and business perspectives, as well as in terms of the Company s standing policies promoting diversity and non-discrimination based on factors such as race, color, national origin, religion, sexual orientation and gender. With respect to gender diversity, we note that three of our six board members are women.

Director Nominations

The Nominating and Corporate Governance Committee considers and recommends candidates for Board membership. In general, candidates may be suggested by Board members, management, or our stockholders. The Nominating and Corporate Governance Committee also has, on occasion, retained third-party executive search firms to identify independent director candidates. After completing an evaluation and review of a director candidate, the Nominating and Corporate Governance Committee makes a recommendation to the full Board, and the Board determines whether the candidate should be nominated as a director.

The Nominating and Corporate Governance Committee will consider director candidates recommended by our stockholders. Such nominations should be directed to the Nominating and Corporate Governance Committee, c/o Corporate Secretary, at our principal executive offices: 900 Chesapeake Drive, Second Floor, Redwood City, California 94063.

Compensation Committee Interlocks and Insider Participation

None of the Company s named executive officers serves, nor at any time during 2015 served, as a member of the board or Compensation Committee of any other entity whose executive officer(s) serve as a member of the Company s Board or Compensation Committee.

Section 16(a) Beneficial Ownership Compliance

Under the federal securities laws of the United States, Support.com s directors, Section 16 Officers and any persons holding more than 10% of the Common Stock are required to report their initial ownership of Common Stock and any subsequent changes in that ownership to the SEC. Specific due dates for these reports have been established and we are required to identify in this Proxy Statement those persons who failed to timely file these reports. Based solely on a review of Forms 3, 4 and 5 and any amendments thereto furnished to us, we believe that all of the Section 16 filing requirements were timely satisfied for 2015.

Certain Relationships and Related-Party Transactions

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

There have been no related-party transactions since the beginning of fiscal 2015, and there are no currently proposed transactions, in which (a) Support.com was a participant, (b) the amount involved exceeded $120,000, and (c) any Related Person had a direct or indirect material interest.

Anti-Hedging Policy

In accordance with our insider trading policy, we do not permit any directors or employees, including the executive officers, to trade in any interest or position relating to the future price of Support.com securities, such as short-sales, market options, or other transactions on derivatives of our securities.

Anti-Pledging Policy

In accordance with our insider trading policy, we do not permit any directors or executive officers to enter into any new pledge or margin arrangements that use our Company s stock as collateral for a loan or other purposes, except with the prior approval of the Nominating and Corporate Governance Committee based on the demonstrated financial ability of such director or executive officer.

DIRECTOR COMPENSATION

We compensate our non-employee directors for serving on our Board. We do not pay Dr. Cholawsky, the only Company employee to serve as director during 2015, any additional compensation for serving on our Board or any committee in addition to her compensation as an employee. Our Board reviews from time to time the compensation we pay to our non-employee directors and adjusts, as appropriate, such compensation. The compensation we pay to our non-employee directors consists of two components: equity and a cash retainer.

Equity. On the date that an individual first becomes a non-employee director, we grant him or her an option to purchase 40,000 shares of Common Stock. These grants are currently made under the 2010 Stock Plan. These options vest in equal monthly installments over a 48-month period. Options granted to non-employee directors have an exercise price equal to the closing price of Common Stock on Nasdaq on the date of grant and a term of 10 years. Additionally, at the conclusion of each regular annual meeting of our stockholders, each continuing non-employee director receives a grant of restricted stock units (RSUs) under our 2010 Stock Plan. The total number of shares of Common Stock subject to each director RSU grant is equal to $50,000 divided by the closing price of a share of Common Stock on Nasdaq on the date of grant, rounded down to the next full share, or such other amount as may be determined by the Board at the time of the grant.

RSUs granted to non-employee directors vest on the one-year anniversary of the date of grant. All equity grants to non-employee directors vest in accordance with the terms of the agreement upon a change of control in conjunction with certain terminations of service.

Cash Retainer. We pay non-employee directors an annual retainer of $30,000 for serving as a director. We pay additional annual retainers of $16,250, $15,000, $10,000, $10,000, and $7,500 to the chairperson of each of the Board, the Audit Committee, the Compensation Committee, Strategy Committee and the Nominating and Corporate Governance Committee, respectively; and $7,000, $5,000, $5,000, and $2,800 to each non-chair member of the Audit Committee, the Compensation Committee, Strategy Committee, and the Nominating and Corporate Governance Committee, respectively. The cash retainers are paid quarterly. The Board approved the formation of the Strategy Committee on March 4, 2016.

The following table sets forth a summary of the compensation paid to our non-employee directors for service in 2015. The compensation we paid to Dr. Cholawsky for service in 2015 is included in the 2015 Summary Compensation Table below showing the compensation for our named executive officers. Dr. Cholawsky received no additional compensation for 2015 in respect of her service as a member of our Board or any committee thereof.

2015 DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash	Option Awards	RSU Awards (1)	All Other Compensation	Total
Shawn Farshchi (2)	$42,000	-	$50,000	-	$92,000
Mark Fries (3)	$44,500	-	$50,000	-	$94,500
J. Martin O Malley (4)	$45,000	-	$50,000	-	$95,000
Toni Portmann	$37,800	-	$50,000	-	$87,800
Jim Stephens	$59,050	-	$50,000	-	$109,050

(1) These amounts represent the aggregate grant date fair value computed in accordance with Accounting Standard Codification (ASC) Topic 718, *Compensation Stock Compensation*, of the non-employee directors RSU awards

in fiscal 2015, excluding the effect of certain forfeiture assumptions. See Note 1 to our consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 for details as to the assumptions used to determine the aggregate grant date fair values of the RSU awards. See also our discussion of stock-based compensation under Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and Estimates in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015. As of December 31, 2015, our non-employee directors held options to purchase shares of Common Stock and unvested RSUs that had been granted by us as director compensation representing the following number of shares of Common Stock: Mr. Farshchi, 38,000 stock options and 34,722 RSUs; Mr. Fries, 68,000 stock options and 34,722 RSUs; Mr. O Malley, 38,000 stock options and 34,722 RSUs; Ms. Portmann, 58,000 stock options and 34,722 RSUs; and Mr. Stephens, 38,000 stock options and 34,722 RSUs.

(2) Mr. Farshchi resigned as a member of the Board effective March 14, 2016.

(3) Mr. Fries resigned as a member of the Board effective March 4, 2016.

(4) Mr. O Malley resigned as a member of the Board effective March 14, 2016.

SECURITIES OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information as of May 9, 2016 with respect to the beneficial ownership of shares of Common Stock by: (i) each person (including any group as that term is used in Section 13(d)(3) of the Exchange Act) who is known by us to beneficially own more than 5% of the outstanding shares of our Common Stock; (ii) each of the Company s named executive officers listed in the Summary Compensation Table under the section entitled Executive Compensation ; (iii) each of our directors; and (iv) all directors and named executive officers of the Company as a group. On May 9, 2016, 55,052,952 shares of Common Stock were issued and outstanding. Ownership information is based on information furnished by the respective individuals or entities, as the case may be.

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned (1)	Percent of Common Stock Outstanding (1)
5% or More Stockholders:		
VIEX Capital Advisors, LLC and affiliates (2)	8,181,218	14.86%
Prescott General Partners LLC and affiliates (3)	3,756,364	6.82%
Royce & Associates, LLC (4)	3,723,341	6.76%
Kennedy Capital Management, Inc. (5)	3,050,279	5.54%
Directors and Named Executive Officers (6):		
Elizabeth Cholawsky (7)	199,102	*
Roop Lakkaraju (8)	334,030	*
Shaun Donnelly (9)	317,956	*
Greg Wrenn (10)	20,807	*
Elizabeth Fetter (11)	2,500	*
Toni Portmann (12)	128,891	*
Lowell Robinson (13)	2,500	*
Tim Stanley (14)	3,333	*
Jim Stephens (15)	182,121	*
All directors and named executive officers as a group (16)	1,191,240	2.13%

* Represents holdings of less than 1%.

(1) To our knowledge, the persons named in the table have sole voting and dispositive power with respect to all shares of Common Stock shown as beneficially owned by them, subject to community property laws where applicable and the information contained in the other notes to this table. Beneficial ownership is determined in accordance with the rules and regulations of the SEC. Under such rules, beneficial ownership includes any shares as to which the entity or individual has sole or shared voting or investment power and also any shares that the entity or individual has the right to acquire through July 8, 2016 (within 60 days after May 9, 2016) through the exercise of any stock options or through the vesting of RSUs payable in shares. These shares, however, are not deemed outstanding for the purposes of computing the percentage ownership of any other person. Vested stock options subject to unmet market conditions are not included in these totals.

(2) Based solely on information reported on a Definitive Proxy Statement filed with the SEC on May 6, 2016. VIEX Capital Advisors, LLC and affiliates reported beneficial ownership of 8,181,218 shares of Common Stock. The mailing address for VIEX Capital Advisors, LLC is 825 Third Avenue, 33rd Floor, New York, New York 10022.

(3) Based solely on information reported on a Schedule 13G/A filed with the SEC on February 14, 2014. Prescott General Partners LLC and affiliates reported shared voting power and shared dispositive power of 3,756,364 shares of Common Stock. The mailing address for Prescott General Partners LLC is 2200 Butts Road, Suite 320,

Boca Raton, FL 33431.

(4) Based solely on information reported on a Schedule 13G/A filed with the SEC on January 27, 2016. Royce & Associates, LLC reported sole voting power and sole dispositive power of

3,723,341 shares of Common Stock. The mailing address for Royce & Associates, LLC is 745 Fifth Avenue, New York, NY 10151.

(5) Based solely on information reported on a Schedule 13G filed with the SEC on February 12, 2016. Kennedy Capital Management, Inc. reported sole voting power of 2,874,956 and sole dispositive power of 3,050,279 shares of Common Stock. The mailing address for Kennedy Capital Management, Inc. is 10829 Olive Boulevard, St. Louis, MO 63141.

(6) The address of each director and named executive officer is Support.com, Inc., 900 Chesapeake Drive, Second Floor, Redwood City, California 94063, Attention: Investor Relations.

(7) Includes 144,965 shares of Common Stock subject to stock options and awards that are exercisable or releasable within 60 days of May 9, 2016. Also includes 54,137 shares of Common Stock held by Dr. Cholawsky, who has sole voting and dispositive power.

(8) Includes 236,248 shares of Common Stock subject to stock options and awards that are exercisable or releasable within 60 days of May 9, 2016. Also includes 97,782 shares of Common Stock held by Mr. Lakkaraju, who has sole voting and dispositive power.

(9) Includes 306,526 shares of Common Stock subject to stock options and awards that are exercisable or releasable within 60 days of May 9, 2016. Also includes 11,430 shares of Common Stock held by Mr. Donnelly, who has sole voting and dispositive power. As a result of his role change from SVP of Business Development and Account Management to SVP of Customer Success and Services Sales, Mr. Donnelly is no longer an executive officer of the Company effective February 9, 2016. Mr. Donnelly resigned his employment with the Company effective April 1, 2016.

(10) Includes 20,807 shares of Common Stock held by Mr. Wrenn, who has sole voting and dispositive power. Mr. Wrenn resigned his employment with the Company effective August 6, 2015.

(11) Ms. Fetter was appointed as a member of the Board effective March 14, 2016. Includes 2,500 shares of Common Stock subject to stock options and awards that are exercisable or releasable within 60 days of May 9, 2016.

(12) Includes 92,722 shares of Common Stock subject to stock options and awards that are exercisable or releasable within 60 days of May 9, 2016. Also includes 36,169 shares of Common Stock held by Ms. Portmann, who has sole voting and dispositive power.

(13) Mr. Robinson was appointed as a member of the Board effective March 14, 2016. Includes 2,500 shares of Common Stock subject to stock options and awards that are exercisable or releasable within 60 days of May 9, 2016.

(14) Mr. Stanley was appointed as a member of the Board effective March 4, 2016. Includes 3,333 shares of Common Stock subject to stock options and awards that are exercisable or releasable within 60 days of May 9, 2016.

(15) Includes 62,722 shares of Common Stock subject to stock options and awards that are exercisable or releasable within 60 days of May 9, 2016. Also includes 119,399 shares of Common Stock held by Mr. Stephens, who has sole voting and dispositive power.

(16) Includes 851,516 shares of Common Stock subject to stock options and awards that are exercisable or releasable within 60 days of May 9, 2016. Also includes 339,724 shares of Common Stock held by directors and named executive officers. During 2015, our named executive officers consisted of Elizabeth Cholawsky, Roop Lakkaraju, Shaun Donnelly, and Greg Wrenn. As of May 9, 2016, our independent directors consisted of Elizabeth Fetter, Toni Portmann, Lowell Robinson, Tim Stanley and Jim Stephens.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

The Board has nominated continuing directors **Elizabeth Cholawsky, Elizabeth Fetter, Lowell Robinson, Toni Portmann, Tim Stanley, and Jim Stephens** to be reelected to serve until the next annual meeting of stockholders and thereafter until their successors are duly elected and qualified. Holders of proxies solicited by this Proxy Statement will vote the proxies received by them as directed on the proxy card or, if no direction is made, for the election of the Board s six nominees.

We believe our six (6) director nominees have the integrity, knowledge, breadth of relevant and diverse experience and commitment necessary to navigate our company through the complex and dynamic business environment in which we operate and to create long-term value for our stockholders. Each of our six (6) director nominees was recommended by the Nominating and Governance Committee to the Board, which unanimously approved their nomination. The recommendations of your Board are based on its carefully considered judgment that the experience, record and qualifications of each of its nominees make them the best candidates to serve on the Board.

Your Board s recommended slate of director nominees, which includes three nominees who have joined the Board since March 2016, reflects its continuing commitment to recruit new independent and highly-qualified directors that have perspectives, insights, experiences and competencies that expand the depth and breadth of the Board. In selecting the director nominees that we are proposing for election, your Board has focused on selecting experienced, independent Board candidates who will work together constructively with a focus on operational excellence, financial strength and the creation of stockholder value.

The nominees recommended by the Board have consented to serving as nominees for election to the Board, to being named in this proxy statement and to serving as members of the Board if elected by the Company s stockholders. As of the date of this proxy statement, the Company has no reason to believe that any nominee will be unable or unwilling to serve if elected as a director. However, if for any reason a nominee becomes unable to serve or for good cause will not serve if elected, the Board upon the recommendation of its Nominating and Governance Committee may designate substitute nominees, in which event the shares represented by proxies returned to us will be voted for such substitute nominees. If any substitute nominees are so designated, the Company will file an amended proxy statement that, as applicable, identifies the substitute nominees, discloses that such nominees have consented to being named in the amended proxy statement and to serve as directors if elected, and includes certain biographical and other information about such nominees required by the applicable rules promulgated by the SEC.

We have received notice from VIEX Opportunities Fund, LP Series One, an affiliate of VIEX, which owns together with BLR Partners LP, Bradley L. Radoff and Joshua E. Schechter, approximately 14.9% of the Company s Common Stock, expressing the intention of VIEX to nominate five (5) director candidates for election to our Board at the Annual Meeting. We do not endorse the election of any such VIEX candidates as director. The affirmative vote of the holders of shares representing a plurality of the votes cast by the holders of shares of our Common Stock, voting in person or by proxy, at the Annual Meeting is required to elect each nominee as a director. Accordingly, the six nominees receiving the highest number of FOR votes will be elected. A withhold vote for a director nominee and broker non-votes, if any, will be counted as present for purposes of determining the presence of a quorum at the meeting but will not counted as a vote cast. Banks, brokers and other nominees holding shares in street name are not entitled to vote on the proposal unless instructed by the beneficial owner.

Our Board does not endorse any of the VIEX Group nominees and urges you NOT to sign or return any [COLOR] proxy card that may be sent to you by the VIEX Group. Voting to WITHHOLD with respect to any of the VIEX Group s director candidates on its proxy card is not the same as voting for the Company s nominees because a vote to

WITHHOLD with respect to any of the VIEX Group s nominees on its proxy card will revoke any **WHITE** proxy you

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previously submitted. If you have already voted using the VIEX Group s white proxy card, you have every right to change your vote by using the **WHITE** proxy card or by voting over the Internet, by telephone or in person at the Annual Meeting. Only the latest dated, valid proxy that you submit will be counted any proxy may be revoked at any time prior to its exercise at the Annual Meeting by following the instructions under Can I change my vote or revoke my proxy? If you have any questions or require any assistance with voting your shares, please contact our proxy solicitor, MacKenzie Partners, Inc., toll free at (800) 322-2885.

The enclosed **WHITE** proxy card will not be voted for more than six candidates or for anyone other than the Board s nominees or designated substitutes. Unless otherwise instructed, the persons named in the enclosed proxy will vote to elect **Elizabeth Cholawsky, Elizabeth Fetter, Lowell Robinson, Toni Portmann, Tim Stanley, and Jim Stephens** to the Board, unless, by marking the appropriate space on the **WHITE** proxy card, the stockholder instructs that he, she or it withholds authority from the proxy holder to vote with respect to a specified candidate(s).

Required Vote

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

BOARD OF DIRECTORS AND NOMINEES

The Board consists of six continuing directors, all of whom have been nominated by the Board for re-election at the Annual Meeting. All of the directors elected at the Annual Meeting are to serve until the next annual meeting of stockholders and thereafter until their successors are elected and qualified. Mr. Stanley was appointed to the Board on March 4, 2016, and Ms. Fetter and Mr. Robinson were appointed to the Board on March 14, 2016.

Names of the nominees and certain biographical information about them are set forth below:

ELIZABETH CHOLAWSKY, age 60, joined Support.com in May 2014 and is President and Chief Executive Officer and a member of the Board. She has over 25 years of experience as an executive in technology industries, and she is an award-winning product thought leader who has grown businesses through organic innovation and acquisitions. From April 2007 to April 2014, Dr. Cholawsky held various management and executive roles with Citrix Systems, Inc. (Citrix). Most recently, she was General Manager and Vice President of Information Technology Support and Access at Citrix. During her time at Citrix, she held executive positions in the Citrix SaaS division, with leadership roles spanning product management, general management, global client services and the contact center. In her time at Citrix SaaS, Dr. Cholawsky revitalized product development and client services, grew customer satisfaction and retention to their highest levels, and expanded key products to a broader market, all while continuing to lead the GoToAssist and GoToMyPC products in their #1 position in their respective markets for 5 consecutive years. Dr. Cholawsky has been frequently recognized for her business leadership, including receipt of prestigious Stevie Awards in 2010, 2012 and 2013. She has a Ph.D. in Political Science from the University of Minnesota, and a B.A. (Phi Beta Kappa, cum laude) from Franklin & Marshall College.

In addition to bringing to the Board her knowledge and perspective of the Company as President and Chief Executive Officer, Dr. Cholawsky also brings extensive experience in leadership, general management, and the successful development and marketing of innovative SaaS offerings for support- related markets. Based on the Board s identification of these qualifications, skills and experiences, the Board has concluded that Dr. Cholawsky should serve as a director of Support.com.

ELIZABETH FETTER, age 57, has served as a member of the Board since March 2016. Currently, Ms. Fetter serves as a director at McGrath Rentcorp and Alliant International University Inc., a private equity funded university. From 2002 to November 2013, Ms. Fetter served as Director at Symmetricom, Inc. where she was chair of the Compensation Committee and a member of the

Audit Committee and Stock Option Committee. From April 2013 to November 2013, Ms. Fetter also served as CEO of Symmetricom, Inc. From April 2011 to August 2012, Ms. Fetter served as President and CEO of technology start-up NxGen Modular, LLC, a provider of modular buildings and assemblies. From March 2007 to October 2007, Ms. Fetter served as President, CEO and Director at Jacent Technologies, Inc., a privately held supplier of on-demand ordering solutions for the restaurant industry. From October 2001 to November 2004, Ms. Fetter served as President, CEO and Director of QRS Corporation, an electronic commerce service provider. From March 2000 to April 2001, Ms. Fetter served as CEO and Director at NorthPoint Communications, a provider of high speed data transport services. Ms. Fetter has also held a variety of senior leadership positions at US West (now Qwest), Pacific Bell & SBC Communications (now AT&T). Ms. Fetter has served on the board of Quantum Corporation, Vivus, Inc., and Ikanos Communications, a developer of semiconductor software products, as well as a number of private companies and currently serves as a Director for the Northern California Chapter of the National Association of Corporate Directors. Ms. Fetter holds a B.A. from Penn State University and an M.S. from Carnegie Mellon University.

Ms. Fetter, a five-time CEO, brings significant leadership and technology experience to Support.com, having worked for companies in networking, equipment and B2B SaaS spaces. Since 1999 Ms. Fetter has held numerous public company board directorships including Quantum Corporation where she chaired the Compensation Committee and McGrath RentCorp where she serves on the Audit and Compensation Committees. She s helped several companies, including QRS Corporation and Symmetricom, Inc. transition their overall business strategies to unlock revenue growth and value for stockholders. Her deep understanding of core business drivers and their ability to impact companies margins and market values make her a valuable member of the Support.com board. Based on the Board s identification of these qualifications, skills and experiences, the Board has concluded that Ms. Fetter should serve as a director of Support.com.

LOWELL ROBINSON, age 67, has served as a member of the Board since March 2016. Since March 2014, Mr. Robinson has served as a director at Evine Live, Inc., where he is chairman of the Audit Committee and a member of the Finance Committee and since June 2014, Mr. Robinson has served as a director at Higher One Holdings, Inc., where he is Chairman of the Audit Committee and a member of their Risk and Finance Committee. From May 2005 until its sale to Sycamore Partners on April 14, 2014, Mr. Robinson served on the board of The Jones Group where he chaired the Audit Committee and was a member of the Compensation Committee. From 2006 through 2009, Mr. Robinson served as CFO, COO and CAO for MIVA, Inc. Mr. Robinson also served as CFO and Senior Executive Vice President of HotJobs, whose software product Softshoe assisted Fortune 200 companies in their recruitment efforts, from 2000 until it was sold to Yahoo! Inc. for $500 million in 2002. From 1997 to 1999, Mr. Robinson was CFO of PRT Group, a software services company with onshore, near-shore and offshore software engineering services, through its $62 million initial public offering and two successful acquisitions. In addition to the roles above, Mr. Robinson has held senior financial positions within various divisions of Citigroup, Uncle Ben s Inc. (a subsidiary of Mars, Inc.) and General Foods and has formerly served as a director on the boards of public companies International Wire Group, Independent Wireless One and Edison Schools. Mr. Robinson also is a member of the Smithsonian Libraries advisory board, the board of the Metropolitan Opera Guild and is a member of The Economic Club of NY. Mr. Robinson holds an M.B.A. from Harvard Business School and a B.A. from the University of Wisconsin.

Mr. Robinson s thirty years of global strategic, financial, turnaround and M&A experience coupled with a strong operational background gained as an executive at well-known public companies, including General Foods and Citigroup provide Support.com with well-informed operational guidance. He has served in senior leadership roles at both public and private technology and software services companies, including at HigherOne, PRT Group, MIVA and HotJobs. Mr. Robinson s depth of experience will help to guide the continued success of Support.com s strategy. Based on the Board s identification of these qualifications, skills and experiences, the Board has concluded that Mr. Robinson should serve as a director of Support.com.

TONI PORTMANN, age 60, has served as a member of the Board since February 2011. In November 2014, Ms. Portmann was appointed Chief Executive Officer and Executive Chairperson of the Board at DHISCO, Inc., a hospitality distribution systems provider. From February 2011 until May 2014, she served as Chief Executive Officer of Trivac Ltd. (d/b/a LIT OnLine), an e-learning SaaS platform company, and she was Chairperson of the Board of Resolvity, Inc., a provider of intelligent, personalized on-demand interactive voice response solutions, from February 2006 until February 2014. Ms. Portmann also served as an executive and advisor to TCS Group LLC, a next generation family investment office, from February 2010 to February 2011, Chief Executive Officer of CAS Partners at Riverstone Residential Group, LLC, a multifamily residential real estate property manager, from October 2008 to February 2010, and as the President and Chief Executive Officer of Stream International, Inc., a global business process outsourcing provider, from June 2003 to September 2008. Ms. Portmann holds a B.B.A. from Boise State University.

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

TIM STANLEY, age 50, has served as a member of the Board since March 2016. Since 2014, Mr. Stanley has served as a Strategic Advisor at Sierra Ventures, a venture capital firm, focusing on identifying investment opportunities and supporting the firm s CXO Network and Advisory Board. From 2010 to 2014, he served as Senior Vice President of Enterprise Strategy, Industries and Innovation at Salesforce.com. Inc. From 2001 to 2009, Mr. Stanley was CIO and Senior Vice President for Innovation and Gaming at Harrah s Entertainment, Inc. now known as Caesars Entertainment Corporation. Mr. Stanley also previously served on the board of directors of Multimedia Games Holding Company, Inc. from 2010 to 2013, where he was Chairperson of the Nominating and Governance Committee and a member of the Compensation Committee. He has also acted as an advisor and/or Board member at a number of privately-held technology companies. Mr. Stanley graduated from the University of Washington with a B.S. degree in Engineering, and received an MBA in International Management from the Thunderbird School of Global Management, now part of Arizona State University.

Mr. Stanley brings extensive technology and product development experience to the Board, having previously served as Senior Vice President of Enterprise Strategy, Innovation and Industries at Salesforce.com, Inc. He also brings operational, business strategy and management skills, having served as CIO at Harrah s Entertainment, where he helped shape the overall technology vision as it related to the business strategy, as well as managed and implemented various technology solutions and cost saving initiatives. Mr. Stanley also brings to the Board a wide array of new perspectives, with previously held public and private company board member and advisory roles, venture capital and angel investment experience and a variety of management and other technology roles at companies across industries ranging from disruptive startups to industry leading global enterprises. Based on the Board s identification of these qualifications, skills and experiences, the Board has concluded that Mr. Stanley should serve as a director of Support.com.

JIM STEPHENS, age 58, has served as a member of the Board since October 2006. Prior to joining Support.com s Board, Mr. Stephens was the Senior Vice President, Worldwide Sales and Field Operations at Adobe Systems Incorporated, retiring in November 2005 following a 15-year career with Adobe. Mr. Stephens served on Adobe s executive management team and was a corporate officer for eight years, helping drive Adobe s growth from $900 million to almost $2 billion in annual revenue. In addition, he held a variety of senior management positions in sales & marketing, investor relations, strategic planning and corporate development for Adobe. Mr. Stephens has served as a member of the board of directors of Wolfe Video, LLC, a film distribution company, since July 2013, and has served as President since January 2015. Mr. Stephens is a member of the National Association of Corporate Directors and the Producers Guild of America. He has previously served on boards of directors for Frameline and Lambda Legal as well as other non-profit organizations. Mr. Stephens holds a B.B.A. from Southern Methodist University.

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

BOARD RECOMMENDATION

The Board unanimously recommends a vote FOR the election of all six of the Board s nominees, Elizabeth Cholawsky, Elizabeth Fetter, Lowell Robinson, Toni Portmann, Tim Stanley, and Jim Stephens.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

EXECUTIVE OFFICERS

The executive officers of the Company are:

Name	Age	Position
Elizabeth Cholawsky	60	President and Chief Executive Officer
Roop Lakkaraju	45	Executive Vice President, Chief Financial Officer and Chief Operating Officer
Chris Koverman (1)	56	Vice President, Product and Engineering

(1) In connection with his expanded duties, Mr. Koverman became an executive officer of the Company effective February 9, 2016.

Elizabeth Cholawsky. Please see Dr. Cholawsky s biography above under Board of Directors and Nominees.

Roop Lakkaraju. Mr. Lakkaraju joined the Company as Executive Vice President, Chief Financial Officer and Chief Operating Officer in October 2013. Mr. Lakkaraju has over 20 years of experience in technology companies. Prior to joining Support.com, Mr. Lakkaraju served as Chief Financial Officer of Quantros, Inc., a cloud provider to advance healthcare quality and safety performance. Mr. Lakkaraju has also been Chief Financial Officer of 2Wire and has held various executive positions at Solectron and Safeguard Scientifics. Mr. Lakkaraju began his career in public accounting, first with Grant Thornton and then PricewaterhouseCoopers. Mr. Lakkaraju earned a B.S. in Business Administration with an emphasis in Accounting from San Jose State University.

Chris Koverman. Mr. Koverman has served as Vice President of Engineering since August 2014 and as Vice President of Product and Engineering since January 2016. Mr. Koverman has over 20 years of experience in engineering and senior management, including: Director of Engineering for the Workflow Cloud Line of Business at Citrix where he led development for the GoToAssist product line; Vice President of Engineering at Casabi, a cloud content startup acquired by Broadsoft; Vice President of Business Development and Strategy for Dulance, the maker of a next generation product search engine acquired by Google; and Vice President of Engineering at Clarent Communications Corp. Mr. Koverman holds a B.S. in Biophysics from the University of California at Berkeley and a B.S. in Computer and Information Science from the University of California at Santa Cruz.

COMPENSATION COMMITTEE REPORT

In 2015 the Company s Compensation Committee consisted at all times of independent directors. During 2015, the members of the Compensation Committee were Messrs. Stephens, Farshchi, and Ms. Portmann.

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

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with management. Based on the Compensation Committee s review of, and discussions with management with respect to, the Compensation Discussion and Analysis, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

THE COMPENSATION COMMITTEE:

Jim Stephens, Chairperson
Toni Portmann

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COMPENSATION-RELATED RISK ANALYSIS

During February 2016, the Company s management, in conjunction with the Company s legal, accounting, human resources and finance departments, undertook a quantitative and qualitative review of the Company s compensation policies and practices that applied to all Company employees whose compensation includes any variable or incentive compensation element, as well as policies and practices of different groups that mitigate or balance such incentives. As part of this review, these parties reviewed, considered, and analyzed the extent to which, if any, the Company s compensation policies and practices might create risks for the Company, and relevant controls and mitigating factors.

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

COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

Our executive compensation program is designed to reward our executive officers when they contribute to the achievement of our business objectives and create long-term stockholder value. To further these objectives, our program uses both short- and long-term components, which in 2015 are highlighted by:

Pay for Performance Our executive compensation program is designed to pay for performance with the short-term incentive program, which is tied to company financial, strategic and operational performance metrics, and the long-term incentive program, which awards stock options and RSUs (many of our outstanding awards only become exercisable, to the extent vested, upon reaching specific market-based milestones).

Balance of Short and Long-Term Incentives Our incentive programs provide a balance of short and long-term incentives.

Capped Amounts Amounts that can be earned under the short-term program are capped at 130% of target for financial metrics, and 100% of target for individual performance objectives.

Independent Compensation Advisor The Compensation Committee directly retains an independent compensation advisor that provides no other services to the Company.

Prohibit Option Repricing Our stock plan prohibits option repricing without stockholder approval.

Anti-Hedging Policy Our Insider Trading Policy includes an anti-hedging prohibition applicable to all directors and employees.

In 2016, we added the following two policies which both further our compensation program objectives:

Stock Ownership Guidelines We adopted stock ownership guidelines for executive officers and non-employee directors

Anti-Pledging Policy We added an anti-pledging prohibition to our Insider Trading Policy applicable to all directors and employees

The following discussion and analysis explains our executive compensation program and policies for our executives listed in the Summary Compensation Table below. We refer to these senior executives as our Named Executive Officers, and for 2015 they include:

Name	***Title***
Elizabeth Cholawsky	*President and Chief Executive Officer*
Roop Lakkaraju	*Executive Vice President, Chief Financial Officer and Chief Operating Officer*
Shaun Donnelly (1)	*Senior Vice President of Customer Success and Services Sales*
Greg Wrenn (2)	*Senior Vice President of Business Affairs, General Counsel & Secretary*

(1) As a result of his role change from SVP of Business Development and Account Management to SVP of Customer Success and Services Sales, Mr. Donnelly is no longer an executive officer of the Company effective February 9, 2016. Mr. Donnelly resigned his employment with the Company effective April 1, 2016.

(2) Mr. Wrenn resigned his employment with the Company effective August 6, 2015.

This discussion and analysis of our 2015 executive compensation program may include forward-looking statements, and should be read together with the compensation tables and related disclosures that follow.

2015 Business Highlights

In 2014, our Board charted a new strategic direction for Support.com. This new direction included the continued growth of our successful services programs and adding new services customers while bringing to market a next-generation SaaS offering for contact centers. With our new strategic direction, we have been executing on a multi-year strategic plan both to grow services revenue and make our Support.com Cloud offering (Nexus®) a best-in-class SaaS offering for contact centers in the field of Support Interaction Optimization (SIO). SIO combines guided problem resolution, remote support, and sophisticated analytics to deliver highly streamlined and effective technical support assistance through both technician-assisted and self-service interactions. Frost & Sullivan values the SIO market at $1.3 billion globally in 2014, growing at a compound annual growth rate of 12.1%, and doubling to $2.6 billion by 2020. Frost & Sullivan named Support.com its SIO Company of the Year for 2014.

During 2015, we continued our transition to a services and product company through the execution of our multi-year strategic plan. We further diversified our client base while continuing to provide excellent service to our existing and new partners. Our focus on the Internet of Things began to bear fruit and netted new and expanded service program opportunities. We also expanded our Support.com Cloud offering (Nexus), to address 99% of the Support Interaction Optimization market through more robust agent desktop features, the addition of video support capabilities with SeeSupport, adding decision points Guided Paths®, and allowing all Nexus capabilities to be end-user facing through the addition of Self-Support. With the foundation we continued to build upon in 2015, we are positioned to take advantage of opportunities in the evolving connected support market for both our services programs and SaaS offering.

Recent Company Highlights

- Added new services programs with Staples and won a large North American Service Provider program from a competitor
- Comcast Master Service Agreement and Office Depot contracts renewed and multi-year agreements renewed with Suddenlink and DISH®
- Extended Internet of Things (IoT) leadership with expanded Comcast Xfinity® Home services program and a new service program initiative with DISH and extended Nexus capabilities to integrate with IoT platforms, including becoming the first SIO solution embedded in a major Internet of Things platform by partnering with ThingWorx

- Introduced Self-Support with consumer facing Guided Paths and seamless escalation to an agent
- Continuous quarter over quarter double-digit growth of Agent Support active users

Please see our Annual Report on Form 10-K for the year ended December 31, 2015 for additional information.

Consideration of 2015 Say-on-Pay Voting Results

At our 2011 annual meeting of stockholders, our stockholders recommended that we hold advisory say-on-pay votes every year. In light of, and consistent with, this recommendation the Board has determined that the Company will hold future advisory votes on executive compensation annually until the next stockholder vote on the frequency of say-on-pay votes is required under Section 14A of the Exchange Act, or until the Board otherwise determines that a different frequency for such votes is in the best interests of the Company s stockholders. At our 2015 annual meeting of stockholders, we received approximately 81% approval for our say-on-pay proposal based on record shares voted.

The Compensation Committee considered the 2015 say-on-pay voting results at its meetings, and the Compensation Committee believes the voting results demonstrate significant support for our Named Executive Officer compensation program. No significant changes were made in 2015 to our programs. The Compensation Committee intends to continue to look for ways to strengthen the existing executive compensation programs and the governance environment in which they function.

2015 Pay for Performance Analysis

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

Executive Compensation Philosophy and Objectives

The executive compensation program is designed to attract and retain talented executives that will lead the Company in achieving its business goals and objectives and in creating long-term stockholder value. In keeping with our philosophy of aligning pay with performance, a significant portion of our Named Executive Officers compensation is at risk and comprised of both short-term performance-based cash incentives (MBOs) and long-term equity awards. For us, at risk compensation consists of incentive cash compensation that is directly linked to performance against quarterly objectives set by the Compensation Committee, and interests in stock option grants priced at or above the closing price of a share of Common Stock on Nasdaq on the date of grant, and vesting over multi-year periods or in some cases upon achievement of performance milestones. Beginning in 2013, we introduced the use of time-based and performance-based grants of RSUs, and in 2014 we introduced the use of market-based grants of stock options in our executive compensation program, which also put portions of executive compensation at risk based on the performance of the Company and returns for our stockholders.

The principal elements of our executive compensation program are:

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

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

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

The Role of Consultants and Benchmarking Data

Historically, the Compensation Committee reviewed data from a variety of sources to determine and set executive compensation, including consideration of data and compensation information from peer companies, industry surveys, and recommendations of independent compensation consultants.

During 2015, the Compensation Committee continued to review publicly available data and solicit advice of Compensia, Inc. (Compensia) when making key compensation decisions for Section 16 Officers. Compensia has been engaged directly by the Compensation Committee only to make recommendations on appropriate executive and director compensation levels, to design and implement incentive plans, and to provide information on industry and peer group pay practices. Compensia is independent of Support.com s directors and officers, and has not been retained by the Board, any committee, or by management of the Company to provide any other services. Compensia s fees for its services in 2015 were substantially below $120,000.

Pursuant to its charter, which can be found at http://www.support.com/wp-content/uploads/2015/03/Compensation-Committee-Charter.pdf, the Compensation Committee has authority, at the Company s expense, to retain, terminate or obtain the advice of compensation consultants, legal counsel and other advisers as the Compensation Committee may deem appropriate, including the sole authority to approve any such advisers fees and other retention terms. The Compensation Committee is directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Compensation Committee. The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Compensation Committee. Pursuant to its charter, the Compensation Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Compensation Committee other than in-house legal counsel, only after taking into consideration the following factors related to the independence of the advisor:

(i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;

(ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;

(iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

(iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Compensation Committee;

(v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and

(vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an Officer.

Peer Group Analysis

For 2015, the Compensation Committee used a peer group of companies identified through the research and recommendations of Compensia, an independent compensation consultant, based on Internet, software and services companies that met the following criteria: revenue within approximately $40- 175 million and market capitalization within approximately $20-200 million. The peer group used for compensation purposes during 2015 consists of:

American Software, Inc.	Cyan, Inc.	Local Corporation
Autobytel Inc.	eGain Corporation	Marin Software Incorporated
Brightcove Inc.	Envivo, Inc.	Rand Worldwide, Inc.
BSQUARE Corporation	Exa Corporation	Spark Networks, Inc.
Carbonite, Inc.	Geeknet, Inc.	TechTarget, Inc.
Cinedigm Corp.	Guidance Software, Inc.	TheStreet, Inc.

Autobytel, Brightcove, BSQUARE, Cinedigm, Cyan, Envivo, Exa Geeknet, Local, Marin Software, Rand Worldwide, Spark Networks, and TheStreet were added to our peer group in 2015. In addition, Acorn Energy, Archipelago Learning, Callidus Software, Convio, Digimarc, ELLIE MAE, Keynote Systems, SciQuest, SPS Commerce, Vocus, Wave Systems, and Zix were no longer included in our peer group for 2015 since they no longer meet the designated criteria.

For 2015, the Compensation Committee used the median (50^{th} percentile) as a guideline for establishing individual compensation elements, as well as total compensation, for each of our Section 16 Officers. The Compensation Committee does not benchmark and may deviate from such guidelines in its discretion, and takes into account individual performance, experience and competitive market factors.

The Role of Management in Compensation Decisions

Our Chief Executive Officer recommends to the Compensation Committee individual compensation adjustments for Section 16 Officers, other than herself, based on market data, Company performance and individual performance. She also recommends incentive compensation measures to align compensation with our corporate objectives. The Chief Executive Officer is sometimes present during the portions of Compensation Committee meetings in which compensation decisions regarding Section 16 Officers other than the Chief Executive Officer are reviewed and decided, but the Compensation Committee retains the final authority for all such decisions.

Analysis of 2015 Executive Compensation Decisions and Actions

Base Salary

Base salary is the baseline cash compensation that we pay to our Named Executive Officers throughout the year. Base salaries provide our Named Executive Officers with a predictable level of income. We pay base salaries to attract and retain strong talent in our market. The Compensation Committee determines individual salaries for the Company s Section 16 Officers, which includes each Named Executive Officer. In determining appropriate 2015 base salaries, in addition to reviewing the peer company data compiled by Compensia and market data from industry compensation surveys such as the survey by Radford, an Aon Hewitt company (Radford), and other sources, the Compensation Committee generally considers:

the scope of responsibility and experience of the Section 16 Officer;
the individual performance of each existing Section 16 Officer;
competitive market compensation;

internal equitable considerations;
the significance of the individual to the achievement of our corporate objectives; and
in the case of Section 16 Officers other than the Chief Executive Officer, the Chief Executive Officer s recommendation as to compensation.

Base salaries are reviewed annually by the Compensation Committee along with other elements of executive compensation. In February 2015, the Compensation Committee, considering the advice of Compensia and reviewing the data and factors described above as part of the annual executive compensation review, increased the annual base salary rate for Dr. Cholawsky from $360,000 to $370,000 (3%), for Mr. Lakkaraju from $320,000 to $329,600 (3%), Mr. Donnelly from $226,600 to $235,644 (4%), and for Mr. Wrenn from $257,500 to $267,800 (4%). Each of the base salary adjustments were made due to market adjustments. In February 2016, the Compensation Committee, considering the advice of Compensia and reviewing the data and factors described above as part of the annual executive compensation review, determined that current amounts were considered appropriate and no changes to base salary were made at that time.

The annual base salary rates for our Named Executive Officers for 2015 are set forth in the table below:

Name	**2015 Base Salary**
Elizabeth Cholawsky	$ 370,000
Roop Lakkaraju	$ 329,600
Shaun Donnelly (1)	$ 235,644
Greg Wrenn (2)	$ 267,800

(1) As a result of his role change from SVP of Business Development and Account Management to SVP of Customer Success and Services Sales, Mr. Donnelly is no longer an executive officer of the Company effective February 9, 2016. Mr. Donnelly resigned his employment with the Company effective April 1, 2016.

(2) Mr. Wrenn resigned his employment with the Company effective August 6, 2015.

Short-Term, Performance-Based Cash Incentive Awards

We paid short-term performance-based cash incentives in 2015 under our Executive Incentive Compensation Plan to attract and retain talented executives who help us achieve our business objectives, and to align executive pay with achievement against near-term Company performance objectives. In determining appropriate target short-term cash incentive opportunities for each Section 16 Officer for 2015, in addition to reviewing market data from industry compensation surveys such as that of Radford, and data from Compensia, all as further discussed below, the Compensation Committee assessed the same factors that were considered in determining 2015 base salaries. In February 2015, the Compensation Committee, considering the advice of Compensia and reviewing the data and factors described above as part of the annual executive compensation review, increased the annual short-term cash incentive award target for Dr. Cholawsky from $234,000 to $241,000 (3%), for Mr. Lakkaraju from $150,000 to $154,912 (3%), for Mr. Donnelly from $56,650 to $58,911 (4%), and for Mr. Wrenn from $77,250 to $80,340 (4%). These increases were made after market considerations. In February 2016, the Compensation Committee, considering the advice of Compensia and reviewing the data and factors described above as part of the annual executive compensation review determined that current amounts were considered appropriate and no changes to short-term performance-based cash incentives were made at that time. For our Chief Executive Officer, the Compensation Committee solely established financial goals for her short-term performance-based cash incentive awards.

Actual payouts for our short-term cash incentive awards for each Section 16 Officer were based on the achievement of specified financial targets and non-financial corporate and leadership objectives established at the beginning of each quarter as determined by the Compensation Committee. The Compensation Committee considers financial and other targets each quarter in order to keep the short-term performance-based incentives appropriate and effective at aligning this element of executive pay with the achievement of the Company s near-term performance objectives. All objectives were designed to require strong performance from our Section 16 Officers, and often

resulted in payouts under target. For 2015, our short-term cash incentive award payout approach was as follows:

- Incentive compensation for Company revenue and net income targets was paid on a straight-line sliding scale if the Company achieved between the minimum threshold of 70% (achievements under 70% received no payout) and the maximum achievement of 130% (achievements over 130% received 130% payout).
- Targets specific to individual performance were not eligible for achievement levels above 100% of target, but could be assigned partial credit based on actual achievement on a straight-line sliding scale between 0% to 100%;

By establishing targets that are a percentage of base salary, 65% for Dr. Cholawsky, 47% for Mr. Lakkaraju and 25% for Mr. Donnelly, and capping payouts at 130% and 100% for financial and corporate and leadership objectives, respectively, our program results in payouts which are a fraction of the Section 16 Officer s base salary. The Compensation Committee determines in its sole discretion if, and to what extent, objectives are achieved and incentive awards are payable based on the actual results of the period. Pursuant to the Executive Incentive Compensation Plan, the Compensation Committee reserves the right to amend or discontinue the short-term incentive program at any time in the best interests of the Company and to use negative discretion, where appropriate.

For 2015, the terms of our Named Executive Officers MBOs and the payments made with respect to those awards were as follows:

Named Executive Officer	Period	Description of Objective	Target Cash Incentive Potential	Actual % of Objective Achieved	Actual Cash Incentive Paid
Elizabeth Cholawsky	2015-Q1	Target Company revenue of $22,126,000	$29,401	105%	$30,771
		Target Company adjusted non-GAAP net income of $(532,398)	$17,641	0%	$0
		Target Nexus annual recurring revenue of $344,464	$11,761	0%	$0
	2015-Q2	Target Company revenue of $20,834,000	$30,125	99%	$29,788
		Target Company adjusted non-GAAP net income of $(2,968,000)	$18,075	130%	$23,498
		Target Nexus annual recurring revenue of $375,129	$12,050	0%	$0
	2015-Q3	Target Company revenue of $17,624,000	$30,125	101%	$30,538
		Target Company adjusted non-GAAP net income of $(3,086,000)	$18,075	103%	$18,603
		Target Nexus annual recurring revenue of $371,769	$12,050	88%	$10,606
	2015-Q4	Target Company revenue of $15,464,000	$30,125	102%	$30,626
		Target Company adjusted non-GAAP net income of $(4,184,000)	$18,075	110%	$19,971
		Target Nexus annual recurring revenue of $1,000,000	$12,050	0%	$0
	2015 Total		$239,553		$194,400
	2015-Q1	Target Company revenue of $22,126,000	$9,438	105%	$9,878

Roop Lakkaraju				
	Target Company adjusted non-GAAP net income of $(532,398)	$5,663	0%	$0
	Target Nexus annual recurring revenue of $344,464	$3,775	0%	$0
	Deliver contact center productive hours consistent with plan	$6,292	100%	$6,292
	Prepare debt financing analysis for Board consideration	$6,292	100%	$6,292

Named Executive Officer	Period	Description of Objective	Target Cash Incentive Potential	Actual % of Objective Achieved	Actual Cash Incentive Paid
		Prepare stock buyback analysis for Board consideration	$6,292	100%	$6,292
	2015-Q2	Target Company revenue of $20,834,000	$9,682	99%	$9,574
		Target Company adjusted non-GAAP net income of $(2,968,000)	$5,809	130%	$7,552
		Target Nexus annual recurring revenue of $375,129	$3,873	0%	$0
		Deliver contact center productive hours consistent with plan	$6,455	100%	$6,455
		Prepare strategic alternatives presentation for Board	$6,455	100%	$6,455
		Assess potential accounting systems and make a recommendation	$6,455	100%	$6,455
	2015-Q3	Target Company revenue of $17,624,000	$9,682	101%	$9,789
		Target Company adjusted non-GAAP net income of $(3,086,000)	$5,809	103%	$5,963
		Target Nexus annual recurring revenue of $371,769	$3,873	88%	$3,400
		Deliver contact center productive hours consistent with plan	$6,455	100%	$6,455
		Deliver cost structure realignment based on staffing needs	$6,455	100%	$6,455
		Complete hiring of new Controller and deliver plan to improve quality of payroll processing	$6,455	100%	$6,455
	2015-Q4	Target Company revenue of $15,464,000	$9,682	102%	$9,843
		Target Company adjusted non-GAAP net income of $(4,184,000)	$5,809	110%	$6,419
		Target Nexus annual recurring revenue of $1,000,000	$3,873	0%	$0
		Deliver contact center productive hours consistent with plan	$6,455	100%	$6,455
		Develop methodology for assessing business investment initiatives	$6,455	100%	$6,455
		Complete IR firm transition and develop IR strategy for 2016	$6,455	100%	$6,455
	2015 Total		$153,936		$139,384
Shaun Donnelley	2015-Q1	Target Company revenue of $22,126,000	$3,578	105%	$3,745
		Target Company adjusted non-GAAP net income of $(532,398)	$2,147	0%	$0
		Target Nexus annual recurring revenue of $344,464	$1,431	0%	$0
		Close target number of Nexus deals within target market	$3,578	40%	$1,431

	Close target number of services deals within target margin	$1,789	100%	$1,789
	Deliver target level of revenue increase from named services customers	$1,789	100%	$1,789
2015-Q2	Target Company revenue of $20,834,000	$3,682	99%	$3,641
	Target Company adjusted non-GAAP net income of $(2,968,000)	$2,209	130%	$2,872
	Target Nexus annual recurring revenue of $375,129	$1,473	0%	$0

Named Executive Officer	Period	Description of Objective	Target Cash Incentive Potential	Actual % of Objective Achieved	Actual Cash Incentive Paid
		Close target number of Nexus deals within target market	$3,682	10%	$368
		Close target number of services deals within target margin	$1,841	100%	$1,841
		Launch and generate revenue from target number of services programs	$1,841	33%	$608
	2015-Q3	Target Company revenue of $17,624,000	$3,682	101%	$3,732
		Target Company adjusted non-GAAP net income of $(3,086,000)	$2,209	103%	$2,274
		Target Nexus annual recurring revenue of $371,769	$1,473	88%	$1,296
		Deliver target Nexus seat count	$3,682	100%	$3,682
		Close target number of services deals within target margin	$1,841	100%	$1,841
		Launch and generate revenue from target number of services programs	$1,841	100%	$1,841
	2015-Q4	Target Company revenue of $15,464,000	$3,682	102%	$3,743
		Target Company adjusted non-GAAP net income of $(4,184,000)	$2,209	110%	$2,441
		Target Nexus annual recurring revenue of $1,000,000	$1,473	0%	$0
		Deliver target Nexus seat count and target Nexus ARR	$5,155	50%	$2,577
		Close target number of services deals within target margin	$1,473	50%	$736
		Launch and generate revenue from target services program	$736	100%	$736
	2015 Total		$58,496		$42,984
Greg Wrenn	2015-Q1	Target Company revenue of $22,126,000	$4,880	105%	$5,107
		Target Company adjusted non-GAAP net income of $(532,398)	$2,928	0%	$0
		Target Nexus annual recurring revenue of $344,464	$1,952	0%	$0
		Deliver plan to launch new Intranet solution	$2,440	100%	$2,440
		Assist Sales in delivery of new Nexus commission plan program	$2,440	100%	$2,440
		Deliver Nexus contract playbook with training for Nexus sales team	$2,440	100%	$2,440
		Assist consultant and CEO in completing Phase I of Values project	$2,440	100%	$2,440
	2015-Q2	Target Company revenue of $20,834,000	$5,021	99%	$4,965
		Target Company adjusted non-GAAP net income of $(2,968,000)	$3,013	130%	$3,917
		Target Nexus annual recurring revenue of $375,129	$2,009	0%	$0
		Execute plan to launch new Intranet solution	$3,414	100%	$3,414

	Complete PCI Level 1 compliance audit by target date	$3,314	100%	$3,314
	Engage vendor to conduct company-wide employee engagement survey	$3,314	100%	$3,314
2015 Total		$39,603		$33,790

(1) Adjusted non-GAAP net income (loss) for the purpose of MBO target amounts is the Company s target non-GAAP net income (loss) adjusted to eliminate the impact of variable MBO payments in order to avoid recursive calculations of actual non-GAAP net income results.
(2) As a result of his role change from SVP of Business Development and Account Management to SVP of Customer Success and Services Sales, Mr. Donnelly is no longer an executive officer of the Company effective February 9, 2016. Mr. Donnelly resigned his employment with the Company effective April 1, 2016.
(3) Mr. Wrenn resigned his employment with the Company effective August 6, 2015.

For more information about our MBO payouts for 2015, see the 2015 Summary Compensation Table and 2015 Grants of Plan-Based Awards Table below.

Long-Term Equity Awards

We periodically provide long-term equity awards at the discretion of the Compensation Committee to our executive officers to encourage them to create long-term value for our stockholders through sustained performance. Equity compensation for executive officers is reviewed at least annually, but the frequency, type, and amount of long-term equity awards are made at the discretion of the Compensation Committee based on an assessment of overall compensation and grant date fair value of any new awards, performance, and the desired balance of compensation incentives going forward. Thus grants in recent years have tended to vary year-to-year based on this overall assessment and in some years no new grants by the Compensation Committee have been made to continuing executive officers, such as calendar years 2010 and 2012.

On April 12, 2010, our Compensation Committee adopted a policy stating the Compensation Committee s general intention to structure any future equity-based awards granted to our Section 16 Officers during calendar years 2010, 2011 and 2012 such that a substantial portion (in this case, at least 50% on a share basis) of equity awards granted to our Section 16 Officers would be performance-based. The same proportion did not apply to new hire grants which were based on the competitive hiring market practices at the time, but any subsequent grants to that officer were to include a substantial portion of performance-based awards. Equity awards in 2010, 2011, and 2012 were either (1) time-based stock option awards with an exercise price equal to at least 125% of the closing price of a share of Common Stock on Nasdaq on the date of grant, or (2) stock option awards earned based on the achievement of Company performance targets based on the achievement of Company performance targets.

In 2013, we granted equity awards to our former CEO, Josh Pickus, and our former CFO, Shelly Schaffer. At least 50% of the equity awards were based on the achievement of Company performance targets. Both Mr. Pickus and Ms. Schaffer resigned employment with the Company in April 2014 and October 2013, respectively. Mr. Pickus forfeited at least 66% of his 2013 equity awards on his departure. Ms. Schaffer forfeited 100% of her 2013 equity awards on her departure. Mr. Lakkaraju began his employment with the Company in 2013 and was granted new hire RSUs and stock options on October 30, 2013. The stock options have an exercise price of $5.57 per share.

In 2014, we granted performance based stock option awards. Approximately 75% of Dr. Cholawsky s equity award grants in 2014 were performance-based stock options. Dr. Cholawsky received three stock option grants on May 16, 2014 and each grant has an exercise price of $2.21 per share. In addition to time-based vesting requirements, the three stock option grants may only be exercised if the closing price of our stock as reported on Nasdaq is at or above a designated share price ($4.00, $6.25 and $9.75, respectively) for 20 or more consecutive trading days for each grant. Similarly in 2014, Messrs. Lakkaraju and Donnelly each received two stock option grants with exercise prices of $2.26 per share, which, in addition to time-based vesting requirements, are exercisable only if our Common Stock achieves certain pre-established value levels. Specifically, the stock option grants can only be exercised if the closing price of our stock as reported on Nasdaq is at or above a designated share price ($4.00 and $6.25, respectively) for 20 or more consecutive trading days for each grant. The Compensation Committee granted the stock options to Dr. Cholawsky as the new CEO of the Company and designed the terms to be ambitious in terms

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of the share price growth required before the stock options were exercisable. By providing the stock options with a ten year expiration term, the Compensation Committee provided Ms. Cholawsky with time to guide the Company during the multi-year strategic plan before the stock options expired, while correlating the exercisability directly with increases in the Company s stock price and shareholder value.

In 2015, Dr. Cholawsky received all of her equity awards in stock option grants. Dr. Cholawsky received a stock option grant on February 10, 2015, with an exercise price of $1.85 per share. Similarly in 2015, both Messrs. Lakkaraju and Donnelly received their equity awards in stock option grants with exercise prices of $1.85 per share.

As of December 31, 2015, our stock price has not exceeded the exercise price of the vested stock options that were granted to Dr. Cholawsky, and Messrs. Lakkaraju and Donnelly in 2014 and 2015. Further, our stock price would have to appreciate over 118% from our December 31, 2015 closing stock price of $1.01 for Dr. Cholawsky s, or Messrs. Lakkaraju s and Donnelly s 2014 performance based stock grants to reach the exercise price and provide any realizable value to our executive officers. In addition, our stock price would need to appreciate 296%, 518%, and 865% respectively from our December 31, 2015 closing stock price of $1.01 for Dr. Cholawsky s, or Messrs. Lakkaraju s and Donnelly s 2014 performance-based stock grants to reach the performance-based exercise criteria (i.e. $4.00, $6.25, and $9.25) and provide any realizable value to our executive officers. Similarly, our stock price would need to appreciate over 83% from our December 31, 2015 closing stock price of $1.01 for Dr. Cholawsky s, or Messrs. Lakkaraju s and Donnelly s 2015 stock grants to reach the exercise price and provide any realizable value to our executives.

In 2016, at least 50% of the equity awards granted to our executive officers included performance-based requirements. Dr. Cholawsky received all her equity awards in 2016 as stock option grants. Dr. Cholawsky received two stock option grants on February 9, 2016 with exercise prices of $.80 per share. In addition to time-based vesting requirements, 50% of the stock option grants may only be exercised if the closing price of our stock as reported on Nasdaq is at or above $1.85 for 20 or more consecutive trading days. As of April 18, 2016, the closing price of our stock as reported on Nasdaq was $0.9614.

Mr. Lakkaraju received all of his equity awards in 2016 in stock option grants. Mr. Lakkaraju received two stock option grants on February 9, 2016 with exercise prices of $.80 per share. In addition to time-based vesting requirements, 50% of the stock option grants may only be exercised if the closing price of our stock as reported on Nasdaq is at or above $1.85 for 20 or more consecutive trading days. Mr. Koverman, who became a Section 16 Officer in 2016, received all of his equity awards in 2016 as stock option grants. Mr. Koverman received two stock option grants on March 15, 2016, with exercise prices of $.85 per share. In addition to time-based vesting requirements, 50% of the stock option grants may only be exercised if the closing price of our stock as reported on Nasdaq is at or above $1.85 per share. Mr. Donnelly is no longer a Section 16 Officer for 2016 and he resigned his employment with the Company as of April 1, 2016.

Other Benefits

We also provide our Named Executive Officers with certain employee benefits that are generally consistent with both the employee benefits we provide to all of our employees and that are provided by other employers in Silicon Valley. These benefits consist of a tax-qualified defined contribution plan, which we refer to as our 401(k) plan (to which we do not make any employer contributions), health benefits, life insurance benefits, and other welfare benefits. We do not provide any special employee benefits for our Named Executive Officers other than increased life insurance coverage equal to $300,000 per person, which increased coverage is also available to each of our employees who hold a position equal to or above the director level. Our employees who hold a position below the director level receive $150,000 in life insurance coverage per person.

Tax Implications of Compensation Policies

Section 162(m)

Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code) generally places a limit of $1,000,000 on the amount of compensation we may deduct for federal income tax purposes in any one year with respect to the compensation we pay to certain of our most highly compensated officers, unless such compensation is performance-based compensation under Section 162(m) of the Code. In order to maintain flexibility in compensating our covered employees (as determined under 162(m)) in a manner designed to promote achievement of Company goals, the Compensation Committee considers the Section 162(m) impact of its compensation decisions, but does not necessarily limit executive compensation to that which is deductible under Section 162(m) of the Code.

Taxation of Parachute Payments

Sections 280G and 4999 of the Code provide that disqualified individuals within the meaning of the Code (which generally includes certain officers, directors and employees of the Company) may be subject to additional taxes if they receive payments or benefits in connection with a change in control of the corporation that exceed certain prescribed limits. The corporation or its successor may also forfeit a deduction on the amounts subject to this additional tax.

We did not provide any of our executive officers, including any NEO, any director, or any other service provider with a gross-up or other reimbursement payment for any tax liability that the individual might owe as a result of the application of sections 280G or 4999, and we have not agreed and are not otherwise obligated to provide any individual with such a gross-up or other reimbursement as a result of the application of sections 280G and 4999.

Accounting Standards

We follow Financial Accounting Standards Board Accounting Standards Codification Topic 718, or ASC 718, for accounting for our stock options and other stock-based awards. ASC 718 requires companies to calculate the grant date fair value of their stock option grants and other equity awards using a variety of assumptions. This calculation is performed for accounting purposes. ASC 718 also requires companies to recognize the compensation cost of stock option grants and other stock-based awards in their income statements over the period that an employee is required to render service in exchange for the option or other equity award.

Employment Arrangements, Termination of Employment Arrangements and Change of Control Arrangements

We have employment arrangements with our Named Executive Officers to assist with attraction and retention. The following paragraphs summarize the employment-related agreements for our current Named Executive Officers and provide additional information that we believe is helpful to an understanding of the information disclosed in the compensation tables and narratives below. For more information about post-termination payments under these employment arrangements, see Potential Payments Upon Termination or Change-in-Control below.

Elizabeth Cholawsky

Dr. Cholawsky assumed the title of President and Chief Executive Officer on May 16, 2014. In connection with her employment, we entered into an offer letter with Dr. Cholawsky. Our arrangement with Dr. Cholawsky provided for her to receive an annual base salary of $360,000 and an annual short-term cash incentive target of $234,000. Effective February 10, 2015, Dr. Cholawsky s base salary was increased to $370,000 and her annual cash incentive target was increased to $241,000. In addition, Dr. Cholawsky has been granted stock options and RSU awards, as reflected in the outstanding equity awards table below.

Pursuant to the terms of Dr. Cholawsky s offer letter, if she is terminated without cause or resigns for good reason (as defined in the offer letter), Dr. Cholawsky would be entitled to severance pay equal to 12 months of base salary. If such termination or resignation follows within 12 months of a change of control of the Company, Dr. Cholawsky would also be entitled to vest immediately in 100% of any remaining unvested equity awards, provided, however, that stock options with market-based conditions will be eligible for acceleration only if and to the extent the applicable market conditions have been met prior to the change of control or achieved as part of the change of control as described in Dr. Cholawsky s offer letter.

Roop Lakkaraju

Mr. Lakkaraju assumed the title of Executive Vice President, Chief Financial Officer and Chief Operating Officer on October 30, 2013. In connection with his employment, we entered into an offer letter with Mr. Lakkaraju. Our arrangement with Mr. Lakkaraju provided for him to receive an annual base salary of $320,000 and an annual short-term cash incentive target of $150,000. Effective February 10, 2015, Mr. Lakkaraju s base salary was increased to $329,600 and his annual cash incentive target was increased to $154,912. In addition, Mr. Lakkaraju has been granted stock options and RSU awards, as reflected in the outstanding equity awards table below.

Pursuant to the terms of Mr. Lakkaraju s offer letter, if he is terminated without cause or resigns for good reason (as defined in the offer letter), Mr. Lakkaraju would be entitled to severance pay equal to six months of base salary and 50% of the short-term cash incentive target in effect for the year in which he is terminated. If such termination or resignation follows within 12 months of a change of control of the Company, Mr. Lakkaraju would also be entitled to vest immediately in 100% of any remaining unvested equity awards, provided, however, that stock options with market-based conditions will be eligible for acceleration only if and to the extent the applicable market conditions have been met prior to the change of control or achieved as part of the change of control as described in Mr. Lakkaraju s grant.

Shaun Donnelly

Mr. Donnelly was hired as Vice President, General Manager, Small and Medium Business on December 29, 2011. In connection with his employment, we entered into an offer letter with Mr. Donnelly. Our arrangement with Mr. Donnelly provided for him to receive an annual base salary of $208,000 and an annual short-term cash incentive target of $52,000. In 2012, in relation to the expansion of his duties to include responsibility for the program management group, Mr. Donnelly s base salary was increased to $220,000 and his annual cash incentive target was increased to $55,000, in each case effective as of August 1, 2012. Effective September 29, 2013, Mr. Donnelly s base salary was increased to $226,600 and his annual cash incentive target was increased to $56,650. Effective February 10, 2015, Mr. Donnelly s base salary was increased to $235,644 and his annual cash incentive target was increased to $58,911. In addition, Mr. Donnelly has been granted stock options and RSU awards, as reflected in the outstanding equity awards table below. Mr. Donnelly was also given certain housing allowances as reflected in the summary compensation table below.

Pursuant to the terms of Mr. Donnelly s offer letter, if Mr. Donnelly is terminated without cause or resigns for good reason (as defined in the offer letter), Mr. Donnelly would be entitled to severance pay equal to four months of base salary and 33.3% of his target short-term cash incentive in effect for the year in which he is terminated. If such termination or resignation follows within 12 months of a change of control of the Company, Mr. Donnelly would also be entitled to vest immediately in 100% of any remaining unvested equity awards, provided, however, that stock options with market-based conditions will be eligible for acceleration only if and to the extent the applicable market conditions have been met prior to the change of control or achieved as part of the change of control as described in Mr. Donnelly s grant. Mr. Donnelly resigned voluntarily from the Company effective April 1, 2016.

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Greg Wrenn

Mr. Wrenn was hired as Vice President, General Counsel and Corporate Secretary on November 4, 2009. In connection with his employment, we entered into an offer letter with Mr. Wrenn. Our arrangement with Mr. Wrenn provided for him to receive an annual base salary of $240,000 and a short- term cash incentive target of $60,000. In relation to the expansion of his duties to include responsibility for other areas of the business development group, Mr. Wrenn s annual base salary was increased to $250,000 and his short-term cash incentive target was increased to $75,000, in each case effective as of January 1, 2012. He was also given a one-time incentive award of $50,000. Effective September 29, 2013, Mr. Wrenn s annual base salary was increased to $257,500 and his annual cash incentive target was increased to $77,250. Effective February 10, 2015, Mr. Wrenn s annual base salary was increased to $267,800 and his annual cash incentive target was increased to $80,340. In addition, Mr. Wrenn has been granted stock options and RSU awards, as reflected in the outstanding equity awards table below.

Pursuant to the terms of Mr. Wrenn s offer letter as previously amended, if Mr. Wrenn is terminated without cause or resigns for good reason (as defined in the offer letter), Mr. Wrenn would be entitled to severance pay equal to six months of base salary in effect for the year in which he is terminated. If such termination or resignation follows within 12 months of a change of control of the company, Mr. Wrenn would also be entitled to vest immediately in 100% of any remaining unvested equity awards, or such other amount as specified in any future grant agreement. As previously disclosed on Form 8-K filed with the SEC on June 25, 2015, Mr. Wrenn resigned voluntarily from the Company effective August 6, 2015.

EXECUTIVE COMPENSATION

2015 Summary Compensation Table

The following table shows compensation information for 2015, 2014 and 2013 for our Named Executive Officers.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards (1) ($)	Option Awards (1) ($)	Non-Equity Incentive Plan Compensation (2) ($)	All Other Compensation (3) ($)	Total ($)
Elizabeth Cholawsky (4)	2015	370,346	-	-	139,125	197,684	270	707,425
President and Chief Executive	2014	216,000	40,000	483,442	973,594	146,431	10,679(5)	1,870,146
Officer	2013	-	-	-	-	-	-	-
Roop Lakkaraju (6)	2015	329,834	-	-	99,375	140,490	270	569,969
Chief Financial Officer and	2014	320,000	-	-	146,407	156,795	162	623,364
Executive Vice President of	2013	55,385	-	1,583,969	467,532	27,302	21	2,134,209
Finance and Administration								
Shaun Donnelley (7)	2015	235,576	-	-	99,375	43,385	72,238(8)	450,574
Senior Vice President, Customer	2014	226,600	-	-	117,125	45,632	92,289(9)	481,646
Success and Services Sales	2013	221,700	5,000	147,250	-	44,034	30,331(10)	448,315
Greg Wrenn (11)	2015	170,951	-	-	-	33,790	270	205,011
Senior Vice President of Business	2014	257,500	-	137,000	-	76,137	162	470,799
Affairs, General Counsel and	2013	251,933	-	589,000	-	77,676	180	918,789
Corporate Secretary								

(1) The amounts disclosed represent the grant date fair value of awards computed in accordance with ASC Topic 718, *Compensation Stock Compensation*, excluding the effect of certain forfeiture assumptions. We estimate the fair value of stock options granted using the Black-Scholes option pricing model. This pricing model requires a number of complex assumptions including volatility, expected term, risk-free interest rate, and expected dividends. For more information about the assumptions used, please refer to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2015.

(2) The amounts disclosed for 2015 reflect the aggregate short-term cash incentive awards earned for all four quarters of the 2015 fiscal year under the annual incentive plan. Payouts for earned awards were made both in 2015 and 2016.

(3) Our employees may participate in our 401(k) plan, which is a tax-qualified defined contribution plan. We do not provide any matching contributions on any employee s contribution to the 401(k) plan. The amounts disclosed in this column include life insurance premiums for $300,000 of term life insurance for each Named Executive

Officer.

(4) Dr. Cholawsky joined the Company on May 16, 2014.

(5) Includes $10,634 in reimbursements to Dr. Cholawsky in connection with work-related travel expenses while Dr. Cholawsky s relocation was pending. Also includes $45 in life insurance premiums for $300,000 of term life insurance.

(6) Mr. Lakkaraju joined the Company on October 30, 2013.

(7) As a result of his role change from SVP of Business Development and Account Management to SVP of Customer Success and Services Sales, Mr. Donnelly is no longer an executive officer of the Company effective February 9, 2016. Mr. Donnelly resigned his employment with the Company effective April 1, 2016.

(8) Includes $71,984 in housing allowances to Mr. Donnelly through November 2015 in connection with his new residence near Company headquarters. Also includes $254 in life insurance premiums for $300,000 of term life insurance.

(9) Includes $92,127 in housing allowances to Mr. Donnelly in connection with his new residence near Company headquarters. Also includes $162 in life insurance premiums for $300,000 of term life insurance.

(10) Includes $25,195 in reimbursed relocation expenses to Mr. Donnelly in connection with his move near Company headquarters. Also includes $5,000 in monthly housing allowances to Mr. Donnelly in December 2013 in connection with his new residence near Company headquarters. Also includes $136 in life insurance premiums for $300,000 of term life insurance.

(11) Mr. Wrenn resigned his employment with the Company effective August 6, 2015.

2015 Grants of Plan-Based Awards Table

The following table sets forth certain information with respect to grants of plan-based awards in 2015 to our Named Executive Officers, including short-term cash incentive awards and equity awards. The stock options granted to our Named Executive Officers in 2015 were granted under the 2010 Stock Plan. All stock options were granted with an exercise price equal to the closing price of a share of Common Stock on Nasdaq on the date of the grant.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)					
Name	**Grant Date**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**All Other Option Awards: Number of Securities Underlying Options (#) (2)**	**Exercise or Base Price of Option Awards ($)**	**Grant Date Fair Value of Stock and Option Awards ($) (3)**
Elizabeth Cholawsky							
MBO	-	167,687	239,553	311,419	-	-	-
Option	2/10/2015	-	-	-	175,000	1.85	139,125
Roop Lakkaraju							
MBO	-	54,611	153,833	176,908	-	-	-
Option	2/10/2015	-	-	-	125,000	1.85	99,375
Shaun Donnelley (4)							
MBO	-	20,766	58,496	67,271	-	-	-
Option	2/10/2015	-	-	-	125,000	1.85	99,375
Greg Wrenn (5)							
MBO	-	14,059	39,604	45,544	-	-	-

(1) For 2015 we defined Company and/or individual objectives for our Named Executive Officers on a quarterly basis. Objectives were expressed as financial goals for the Company and/or individual performance goals. Additional information is reflected in the discussion of Short-Term, Performance- Based Cash Incentive Awards above.

(2) All awards listed in this column are time-based grants of stock options that vest 1/36th of the shares subject to the grant on each monthly anniversary of the grant date over 36 months, subject to continued employment.

(3) The amounts disclosed represent the grant date fair value of awards computed in accordance with ASC Topic 718, *Compensation Stock Compensation*, excluding the effect of certain forfeiture assumptions. We estimate the fair value of stock options granted using the Black-Scholes option pricing model. This pricing model requires a number of complex assumptions including volatility, expected term, risk-free interest rate, and expected dividends. For more information about the assumptions used, please refer to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2015.

(4) As a result of his role change from SVP of Business Development and Account Management to SVP of Customer Success and Services Sales, Mr. Donnelly is no longer an executive officer of the Company effective February 9, 2016. Mr. Donnelly resigned his employment with the Company effective April 1, 2016.

(5) Mr. Wrenn resigned his employment with the Company effective August 6, 2015.

Our Named Executive Officers are parties to employment contracts or arrangements with us. For more information about these agreements and arrangements, see Compensation Discussion and

Analysis Employment Arrangements, Termination of Employment Arrangements and Change of Control Arrangements above. For more information about the compensation arrangements in which our Named Executive Officers participate and the proportion of our Named Executive Officers total compensation represented by at risk components, see Compensation Discussion and Analysis above.

Outstanding Equity Awards at 2015 Fiscal Year-End Table

The following table summarizes the number of securities underlying outstanding equity awards for our Named Executive Officers as of December 31, 2015:

	Option Awards (1)					Stock Awards (1)		
Name	**Grant Date (2)**	**Number of Securities Underlying Unexercised Options Exercisable (#)**	**Number of Securities Underlying Unexercised Options Unexercisable (#)**	**Option Exercise Price ($)**	**Option Expiration Date**	**Grant Date (3)**	**Number of Shares or Units of Stock that have Not Vested (#)**	**Market Value of Shares or Units of Stock that have Not Vested ($) (4)**
Elizabeth Cholawsky	-	-	-	-	-	5/16/2014(5)(8)	164,064	165,705
	5/16/2014(5)(6)(7)	-	150,000	2.21	5/16/2024	-	-	-
	5/16/2014(5)(6)(9)	-	300,000	2.21	5/16/2024	-	-	-
	5/16/2014(5)(6)(10)	-	300,000	2.21	5/16/2024	-	-	-
	2/10/2015	48,611	175,000	1.85	2/10/2025	-	-	-
Roop Lakkaraju	-	-	-	-	-	10/30/2013(8)	142,187	143,609
	10/30/2013(6)	105,625	89,375	5.57	10/30/2023	-	-	-
	5/21/2014	32,986	29,514	2.26	5/21/2024	-	-	-
	5/21/2014(7)	-	31,250	2.26	5/21/2024	-	-	-
	5/21/2014(9)	-	31,250	2.26	5/21/2024	-	-	-
	2/10/2015	34,722	90,278	1.85	2/10/2025	-	-	-
Shaun Donnelly (11)	1/5/2012(6)	180,833	4,167	2.17	1/5/2019	-	-	-
	7/5/2012(12)	42,708	7,292	3.23	7/5/2019	-	-	-
	-	-	-	-	-	08/05/2013	8,333	8,416
	5/21/2014	26,388	23,612	2.26	5/21/2024	-	-	-
	5/21/2014(7)	-	25,000	2.26	5/21/2024	-	-	-
	5/21/2014(9)	-	25,000	2.26	5/21/2024	-	-	-
	2/10/2015	34,722	90,278	1.85	2/10/2025	-	-	-
Greg Wrenn (13)	-	-	-	-	-	-	-	-

(1) Unless otherwise indicated, these grants are made pursuant to the Company s 2010 Stock Plan.

(2) Unless otherwise indicated, 1/36th of the shares subject to these grants vest on each monthly anniversary of the grant date over 36 months, subject to continued employment.

(3) Unless otherwise indicated, 1/3rd of the shares subject to these grants vest on each anniversary of the grant date over 3 years, subject to continued employment.

(4) The amounts disclosed represent the grant date fair value of awards computed in accordance with ASC Topic 718, *Compensation Stock Compensation*, excluding the effect of certain forfeiture assumptions. We estimate the fair value of stock options granted using the Black-Scholes option pricing model. This pricing model requires a number of complex assumptions including volatility, expected term, risk-free interest rate, and expected dividends. For more information about the assumptions used, please refer to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2015.

(5) These grants are made pursuant to the Company s 2014 Inducement Award Plan (the Inducement Plan).

(6) 1/4th of the shares subject to this grant vest on the first anniversary of the grant date and 1/48th of the shares subject to this grant vest on each monthly anniversary thereafter over the next 36 months, subject to continued employment.

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(7) This grant shall only be exercisable, to the extent vested, following the date as of which the FMV of the Company s Common Stock has first equaled or exceeded $4.00 for 20 consecutive trading days.
(8) 1/4th of the shares subject to this grant vests on each anniversary of the grant date over 4 years, subject to continued employment.
(9) This grant shall only be exercisable, to the extent vested, following the date as of which the FMV of the Company s Common Stock has first equaled or exceeded $6.25 for 20 consecutive trading days.
(10) This grant shall only be exercisable, to the extent vested, following the date as of which the FMV of the Company s Common Stock has first equaled or exceeded $9.75 for 20 consecutive trading days.
(11) As a result of his role change from SVP of Business Development and Account Management to SVP of Customer Success and Services Sales, Mr. Donnelly is no longer an executive officer of the Company effective February 9, 2016. Mr. Donnelly resigned his employment with the Company effective April 1, 2016.
(12) 1/48th of the shares subject to this grant vest on each monthly anniversary of the grant date over 48 months, subject to continued employment.
(13) Mr. Wrenn resigned his employment with the Company effective August 6, 2015.

2015 Option Exercises and Stock Vested

The following table provides information about RSU awards vested for our Named Executive Officers during 2015. No stock options were exercised by our Named Executive Officers during 2015.

	Stock Awards	
Name	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($) (1)**
Elizabeth Cholawsky	54,688	$ 80,938
Roop Lakkaraju	71,094	$ 82,469
Shaun Donnelly (2)	8,333	$ 10,083
Greg Wrenn (3)	83,333	$ 134,833

(1) Represents the amounts realized based on the fair market value of the Company s Common Stock on the applicable vesting date.
(2) As a result of his role change from SVP of Business Development and Account Management to SVP of Customer Success and Services Sales, Mr. Donnelly is no longer an executive officer of the Company effective February 9, 2016. Mr. Donnelly resigned his employment with the Company effective April 1, 2016.
(3) Mr. Wrenn resigned his employment with the Company effective August 6, 2015.

Pension Benefits and Nonqualified Deferred Compensation

We do not maintain any nonqualified deferred compensation plans, defined benefit plans, pension plans or other plans with specified retirement benefits for our Named Executive Officers or our employees. We do provide our employees with the opportunity to participate in our 401(k) plan, which is a tax-qualified defined contribution plan. We do not provide for any matching contributions with respect to our employees contributions to the 401(k) plan. We also do not maintain any nonqualified deferred compensation plans, defined benefit plans or other plans with specified retirement benefits for our Named Executive Officers or our employees.

Potential Payments upon Termination or Change-in-Control

During 2015, we were party to employment contracts and arrangements with our Named Executive Officers. Under these contracts and arrangements, we are obligated to provide our Named

Executive Officers with certain payments or other forms of compensation if their employment with us is terminated under certain conditions. The forms of such termination that would trigger additional payments or compensation include involuntary termination without cause and involuntary termination without cause and/or resignation for good reason following a change of control.

The tables below reflect the estimated amounts of payments or compensation each of our Named Executive Officers serving at December 31, 2015 may receive under particular circumstances in the event of termination of such Named Executive Officer s employment. The first table below was prepared as though each of our Named Executive Officers had been terminated involuntarily without cause on December 31, 2015, the last business day of 2015. The second table below was prepared as though each of our Named Executive Officers had been terminated involuntarily without cause on December 31, 2015, the last business day of 2015, within 12 months of a change-in-control of the Company and assumes that the price per share of Common Stock equals $1.01, which was the closing price of a share of Common Stock on December 31, 2015 as reported on Nasdaq. For more information about these agreements and arrangements, including the duration for payments or benefits received under these agreements and arrangements, see Compensation Discussion and Analysis Employment Contracts, Termination of Employment Arrangements and Change of Control Arrangements above. To the extent payments or benefits are required, we will provide all such payments and benefits under the agreements.

Involuntary Termination

Name (1)	Salary Continuation	Cash-Based Incentive Award	Continuation of Health & Welfare Benefits (2)	Value of Unvested and Accelerated Equity Grants (3)	Excise Tax & Gross-Up	Total
Elizabeth Cholawsky	$370,000	-	$6,100	-	-	$376,100
Roop Lakkaraju	$164,800	$77,456	$4,726	-	-	$246,982
Shaun Donnelley (4)	$78,548	$19,617	$3,779	-	-	$101,944

Involuntary Termination Following a Change-in-Control

Name (1)	Salary Continuation	Cash-Based Incentive Award	Continuation of Health & Welfare Benefits (2)	Value of Unvested and Accelerated Equity Grants (3)	Excise Tax & Gross-Up	Total
Elizabeth Cholawsky	$370,000	-	$6,100	$165,705	-	$541,805
Roop Lakkaraju	$164,800	$77,456	$4,726	$143,609	-	$390,591
Shaun Donnelley (4)	$78,548	$19,617	$3,779	$2,777	-	$104,721

(1) Mr. Wrenn resigned his employment with the Company effective August 6, 2015. Mr. Wrenn received no payment upon termination.

(2) Amounts reflect our actual cost of providing health and welfare benefits for the period of time that each Named Executive Officer would be entitled to base salary continuation.

(3) This value reflects the immediate vesting of all outstanding equity grants that are subject to accelerated vesting as of the effective date of the change-in-control, based on a December 31, 2015 closing stock price of $1.01.

(4) As a result of his role change from SVP of Business Development and Account Management to SVP of Customer Success and Services Sales, Mr. Donnelly is no longer an executive officer of the Company effective February 9, 2016. Mr. Donnelly resigned his employment with the Company effective April 1, 2016.

Death or Disability

The Company pays the premiums for life insurance and accidental death and dismemberment policies for each Named Executive Officer, which are included in the All Other Compensation section of the Summary Compensation Table. The amount of each such policy is $300,000. If a

Named Executive Officer s termination was due to his or her death, the officer s beneficiary or beneficiaries would be paid $300,000 under the life insurance policy, and an additional $300,000 under the accidental death and dismemberment policy if the death was caused by an accident.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

In 2015 the Company s Audit Committee consisted at all times of independent directors. During 2015, the members of the Audit Committee were Messrs. Farshchi, O Malley and Fries. Each of Messrs. Farshchi, O Malley and Fries participated in the relevant review, discussions and procedures disclosed in this Audit Committee report. During March 2016, each of Messrs. Farshchi, O Malley and Fries resigned as members of the Board and the Audit Committee. These resignations were not in connection with a disagreement relating to the Company s operations, policies or practices. Also, during March 2016, Jim Stephens, Lowell Robinson and Elizabeth Fetter were appointed to the Audit Committee. On April 20, 2016, Mr. Stephens resigned as a member of the Audit Committee and Tim Stanley was appointed to the Audit Committee. As such, none of the current members of the Audit Committee were members of the Audit Committee during 2015 when the relevant review, discussions and procedures that are disclosed in this Audit Committee report were conducted by the Audit Committee.

Management has the primary responsibility for the consolidated financial statements and the reporting process, including the system of internal control over financial reporting. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited consolidated financial statements for fiscal year 2015 with management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the consolidated financial statements.

The Audit Committee reviewed with the Company s independent registered public accountants, BDO, who were responsible for expressing an opinion on the conformity of those audited consolidated financial statements with U.S. generally accepted accounting principles for the fiscal year ended December 31, 2015, their judgments as to the quality, not just the acceptability, of the Company s accounting principles and such other matters as are required to be discussed with the Audit Committee under Public Company Accounting Oversight Board Auditing Standard No. 16 (Communications with Audit Committees). In addition, the Audit Committee has discussed with the independent registered public accountants the accountants independence from management and the Company, including the matters provided to the Audit Committee by the independent registered public accountants in the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board.

The Audit Committee discussed with the Company s independent registered public accountants the overall scope and plans for their audit. The Audit Committee meets periodically with the independent registered public accountants, with and without management present, to discuss the results of their examinations, their evaluations of the Company s internal controls (and remediation efforts made in connection with these evaluations) and the overall quality of the Company s financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board (and the Board has approved) that the audited consolidated financial statements be included in the Company s Annual Report on Form 10-K for the year ended December 31, 2015 for filing with the SEC.

THE AUDIT COMMITTEE

PROPOSAL NO. 2

ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act) and Section 14A of the Exchange Act enables our stockholders to vote to approve, on an advisory basis, the Company s Named Executive Officer compensation as disclosed in this Proxy Statement in accordance with the SEC s rules. At the Company s 2011 annual meeting of stockholders, the Company held an advisory vote to approve the frequency of future advisory stockholder votes on executive officer compensation. As previously reported by the Company, a majority of the Company s stockholders recommended holding future advisory votes to approve our executive compensation every year. In light of, and consistent with, the voting results, the Board has determined that the Company will hold future advisory votes on executive compensation annually until the next stockholder vote on the frequency of say-on-pay votes is required under Section 14A of the Exchange Act or until the Board otherwise determines that a different frequency for such votes is in the best interests of the Company s stockholders. After our Annual Meeting, we expect to hold our next advisory vote on executive officer compensation at the Company s 2017 annual meeting of stockholders.

As we discuss above under the caption Compensation Discussion and Analysis the core objectives of our executive compensation program are to: (i) attract and retain talented executives who will lead us to achieve our business objectives and create long-term stockholder value; (ii) to align executive compensation incentives with periodic and long-term Company performance goals and stockholder return; and (iii) compensate our executive officers based on their overall performance. Under this program, the principal elements of our executive compensation program are base salary, MBOs earned on a quarterly basis, long-term equity awards granted based on our review of full-year performance, which equity awards then vest over time or in connection with Board-approved performance targets, and other benefits customary for our peer group. Our executive compensation is discussed in further detail and information about the fiscal year 2015 compensation of our 2015 Named Executive Officers is provided above under the caption Executive Compensation and Related Information .

We are asking our stockholders to indicate their support for the compensation of our named executive officers for the fiscal year ended December 31, 2015, as described in this Proxy Statement. This proposal, commonly known as a say-on-pay proposal is not intended to address any specific item of compensation, but rather the overall compensation of our Named Executive Officers and the philosophy, policies and practices described in this Proxy Statement. Accordingly, we ask our stockholders to vote FOR the following resolution at our Annual Meeting:

RESOLVED, that the compensation paid to the Company s Named Executive Officers, as disclosed in the Company s proxy statement for the 2016 annual meeting of stockholders pursuant to SEC rules and regulations, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.

Approval of this resolution requires the affirmative vote of the holders of a majority of the outstanding shares as of the Record Date that are present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter. The say-on-pay vote is advisory and, therefore, not binding on the Company, the Compensation Committee or the Board. However, the Board and the Compensation Committee value the opinion of our stockholders and expect to consider the outcome of this vote when considering future executive compensation arrangements.

BOARD RECOMMENDATION

The Board unanimously recommends a vote FOR approval of the compensation of our Named Executive Officers for the fiscal year ended December 31, 2015, as described in this Proxy Statement.

PROPOSAL NO. 3

APPROVAL OF THE SUPPORT.COM, INC. SECOND AMENDED AND RESTATED 2010 EQUITY AND PERFORMANCE INCENTIVE PLAN

At the Annual Meeting, our stockholders will be asked to approve the amendment and restatement of the 2010 Stock Plan (such plan, after the amendment and restatement contemplated by this proxy statement, will be the Second Amended and Restated 2010 Equity and Performance Incentive Plan, referred to herein as the Restated Plan). The sole purpose of amending the 2010 Stock Plan is to increase the number of shares of Common Stock available for issuance under the Restated Plan by 1,000,000 shares, for a total of 8,250,00 shares available for issuance. The Company s Board adopted the Restated Plan, subject to stockholder approval, on February 9, 2016. The Company s Board believes that additional shares are necessary to allow the Company to attract and incentivize new employees and executives, retain and motivate existing personnel, compensate our current and new employees in part with equity in order to conserve our cash resources, and better align our employees compensation interests with both their individual and our corporate performance. Without the additional shares, the Board believes that the current share pool (2,849,261 shares available for grant as of April 18, 2016) would be exhausted within the next twelve months. The Board also believes that absent merger and acquisition activity, the required hiring of a senior officer or other extraordinary events, the additional shares should be sufficient for the Company to offer equity awards in line with our historical grant practices for one year. In determining the number of additional shares to request under the Restated Plan, our Compensation Committee evaluated our historical and projected burn rates under our equity plans, the stockholder value transfer cost of our outstanding equity grants and the overhang cost associated with our outstanding stock options.

Required Vote

Approval of the Restated Plan will require the affirmative vote of a majority of the outstanding shares as of the Record Date that are present in person or represented by proxy at the Annual Meeting and entitled to vote on such matter.

Restated Plan Highlights

The Restated Plan authorizes our Board to provide equity-based compensation in the form of stock options, appreciation rights (SARs), restricted stock, RSUs, performance shares, performance units, and other awards for the purpose of providing our directors, officers, other employees and consultants incentives and rewards for superior performance. Some of the key features of the Restated Plan that reflect our commitment to effective management of incentive compensation are set forth below and are described more fully under the heading Summary of the Restated Plan . The following description of the Restated Plan is only a summary of its principal terms and provisions and is qualified by reference to the full text of the Restated Plan attached as Appendix B to this proxy statement.

Plan Limits. Total awards under the Restated Plan are limited to 8,250,000 shares of Common Stock plus any shares relating to awards that expire or are forfeited or cancelled under the Restated Plan or the 2000 Omnibus Equity Incentive Plan (the 2000 Stock Plan) (after the date of the adoption of the 2010 Stock Plan). Each share of Common Stock issued pursuant to an award of stock options or SARs shall reduce the aggregate share limit by one share. Commencing June 1, 2013, each share of Common Stock issued pursuant to an award other than stock options or SARs shall reduce the aggregate share limit by 1.6 shares.

The Restated Plan also provides that:

the aggregate number of shares of Common Stock actually issued or transferred upon the exercise of incentive stock options (ISOs) will not exceed 1,000,000 shares of Common Stock;

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- no participant will be granted stock options or SARs, in the aggregate, for more than 1,000,000 shares of Common Stock during any calendar year;
- no participant will be granted awards of restricted stock, RSUs, performance shares or other stock-based awards that are intended to qualify as qualified performance-based compensation under Section 162(m) of the Code, in the aggregate, for more than 1,000,000 shares of Common Stock during any calendar year; and
- no participant in any calendar year will receive an award of performance units or other awards payable in cash that are intended to qualify as qualified performance-based compensation under Section 162(m) of the Code having an aggregate maximum value in excess of $5,000,000.

Share Granting Provisions. The Restated Plan provides that only shares with respect to awards granted under the Restated Plan or the 2000 Stock Plan that expire or are forfeited or cancelled, or shares that were covered by an award the benefit of which is paid in cash instead of shares, will again be available for issuance under the Restated Plan. The following shares will not be added back to the aggregate plan limit: shares tendered in payment of the option exercise price; shares withheld by us to satisfy the tax withholding obligation; and shares that are repurchased by us with stock option proceeds. Further, all shares covered by a SAR that is exercised and settled in shares shall be considered issued or transferred pursuant to the Restated Plan, whether or not all shares are actually issued to the participant upon exercise of the right.

Current Usage. The following includes aggregated information regarding the overhang and dilution associated with all of the Company s equity plans and the potential stockholder dilution that will result if our proposed share authorization under the Restated Plan is approved. The information is as of April 18, 2016:

Description	**2000 Stock Plan**	**2010 Stock Plan**	**Inducement Plan**	**Total**
Number of Stock Options Outstanding	224,679	2,978,397	990,000	4,193,076
Weighted Average Exercise Price of Options Outstanding	$2.39	$2.60	$1.96	$2.44
Weighted Average Remaining Life of Options Outstanding	0.35	6.21	8.40	6.41
Number of Full-Value Awards Outstanding	-	1,107,348	389,064	1,496,412
Number of Shares Available for Grant	-	2,549,264	299,997	2,849,261
Number of Common Shares Outstanding				54,959,716
			Current Dilution	**13.45%**
			Proposed Additional Shares	**1,000,000**
			Dilution with Proposed Additional Shares	**14.79%**

Other Information:

- Based on the closing price on Nasdaq for our Common Stock on April 18, 2016 of $0.9614 per share, the aggregate market value as of April 18, 2016 of the 1,000,000 shares requested for issuance under the Restated Plan was $961,400.
- In calendar years 2013, 2014 and 2015, we granted awards under the 2010 Stock Plan covering 2,429,582 shares, 1,488,089 shares, and 1,683,843 shares, respectively.
- In determining the number of shares to request for approval under the Restated Plan, our Compensation Committee received advice from Compensia, the Compensation Committee s independent compensation consultant, and from management relative to recent share usage and other criteria.

Summary of the Restated Plan

Shares Available. For a summary of the shares available under the Restated Plan and a description of the Restated Plan limits and individual participant limits, see the subsection titled Plan Limits in the section Restated Plan Highlights above.

Eligibility. Executive officers, certain key employees or consultants of ours or our subsidiaries, our non-employee directors, and any person who has agreed to commence serving in any of those capacities within 90 days of the date of grant may be selected by our Board to receive benefits under the Restated Plan. As of April 18, this includes 3 executive officers, 180 employees and 5 non-employee directors. Any person who provides services to us or a subsidiary that are substantially equivalent to those typically provided by an employee may also be eligible to participate in the Restated Plan.

Stock Options. We may grant stock options that entitle the optionee to purchase shares of Common Stock at a price not less than the market value per share at the date of grant. The closing price of Common Stock on Nasdaq on April 18, 2016, was $0.9614 per share. The option price is payable in cash, check or wire transfer at the time of exercise; by the transfer to us of shares of Common Stock owned by the participant having a value at the time of exercise equal to the option price; by delivery of an irrevocable direction to a securities broker to sell shares of Common Stock and to deliver all or part of the sale proceeds to us in payment; by a combination of such payment methods; or by such other method as may be approved by our Board. To the extent permitted by law, any grant of a stock option may provide for deferred payment of the option price from the proceeds of a sale through a bank or broker of some or all of the shares of Common Stock to which the exercise relates.

Stock options will be evidenced by an award agreement containing such terms and provisions, consistent with the Restated Plan, as our Board may approve. No stock option may be exercisable more than 10 years from the date of grant. Each grant will specify the period of continuous service with us or any subsidiary that is necessary before the stock options become exercisable. No stock option may be accompanied by a tandem award of dividend equivalents or provide for dividends, dividend equivalents or other distributions to be paid on the stock option. A grant of stock options may provide for the earlier vesting of such stock options in the event of the retirement, death or disability of the participant, or a change of control. Successive grants may be made to the same participant whether or not stock options previously granted remain unexercised. Any grant of stock options may specify management objectives (as described below) that must be achieved as a condition to exercising such rights.

SARs. A SAR is a right, exercisable by the surrender of a related stock option (if granted in tandem with stock options) or by itself (if granted as a free-standing SAR), to receive from us an amount equal to 100%, or such lesser percentage as the Board may determine, of the spread between the base price (or option exercise price if a tandem SAR) and the value of our shares of Common Stock on the date of exercise. Any grant may specify that the amount payable on exercise of a SAR may be paid by us in cash, in shares of Common Stock, or in any combination of the two, and may either grant to the participant or retain in our Board the right to elect among those alternatives.

SARs will be evidenced by an award agreement containing such terms and provisions, consistent with the Restated Plan, as our Board may approve. Any grant of a tandem SAR will provide that it may be exercised only at a time when the related stock option is also exercisable, at a time when the spread is positive, and by surrender of the related stock option for cancellation. A grant of SARs may provide for the earlier vesting of such SARs in the event of the retirement, death or disability of the participant, or a change of control. Successive grants of a tandem SAR may be made to the same participant regardless of whether any tandem SARs previously granted to the participant remain unexercised. Each grant will specify in respect of each free-standing SAR a base price that will be equal to or greater than the market value per share on the date of grant. No free-standing SAR granted under the Restated Plan may be exercised more than 10 years from the date of grant. No SAR may be accompanied by a tandem award of dividend equivalents or provide for dividends, dividend equivalents or other distributions to be paid on the SAR.

Restricted Stock. A grant of restricted stock involves the immediate transfer by us to a participant of ownership of a specific number of shares of Common Stock in consideration of the performance of services. The participant is entitled immediately to voting, dividend and other ownership rights in such shares.

Restricted stock that vests upon the passage of time will be subject to a substantial risk of forfeiture within the meaning of Section 83 of the Code. Each such grant or sale of restricted stock will provide that during or after the period for which such substantial risk of forfeiture is to continue, the transferability of the restricted stock will be prohibited or restricted in the manner and to the extent prescribed by our Board at the date of grant. Our Board may provide for a shorter period during which the forfeiture provisions are to apply in the event of the retirement, death or disability of the grantee, or a change of control.

Any grant of restricted stock may specify management objectives that, if achieved, will result in termination or early termination of the restrictions applicable to such shares. Any grant of restricted stock may also specify, in respect of any applicable management objectives, a minimum acceptable level of achievement and may set forth a formula for determining the number of shares of restricted stock on which restrictions will terminate if performance is at or above the minimum level or threshold level or levels, or is at or above the target level or levels, but falls short of maximum achievement of the specified management objectives.

Grants of restricted stock will be evidenced by an award agreement containing such terms and provisions, consistent with the Restated Plan, as our Board may approve. Any grant or sale of restricted stock will require that any or all dividends or other distributions paid with respect to the restricted stock during the period of restriction be automatically deferred and reinvested in additional shares of restricted stock, which will be subject to the same restrictions as the underlying award.

RSUs. A grant of RSUs constitutes an agreement by us to deliver shares of Common Stock or cash to the participant in the future in consideration of the performance of services, but subject to the fulfillment of such conditions during the restriction period as our Board may specify. During the applicable restriction period, the participant will have no rights of ownership in the shares of Common Stock deliverable upon payment of the RSUs and will have no right to vote the shares of Common Stock. Our Board may, at the date of grant, authorize the payment of dividend equivalents on RSUs on either a current, deferred or contingent basis, either in cash or in additional shares of Common Stock. However, dividends or other distributions on shares of Common Stock underlying RSUs with restrictions that lapse as a result of the achievement of management objectives will be subject to restrictions and risk of forfeiture to the same extent as the respective RSUs.

Any grant of RSUs may specify management objectives that, if achieved, will result in termination or early termination of the restriction period applicable to such shares. Any grant of RSUs may also specify, in respect of any applicable management objectives, a minimum acceptable level of achievement and may set forth a formula for determining the number of RSUs for which the restriction period will terminate if performance is at or above the minimum or threshold level or levels, or is at or above the target level or levels, but falls short of maximum achievement of the specified management objectives. Additionally, our Board may provide for a shorter restriction period in the event of the retirement, death or disability of the grantee, or a change of control.

Performance Shares and Performance Units. A performance share is the equivalent of one common share and a performance unit is the equivalent of $1.00 or such other value as determined by our Board. A participant may be granted any number of performance shares or performance units, subject to the limitations set forth above. The participant will be given one or more management objectives to meet within a specified period (the Performance Period). The specified Performance Period will be a period of time not less than one year, except in the case of the retirement, death or disability of the grantee, or a change of control, if our Board so determines.

Each grant of performance shares or performance units may specify, in respect of the relevant management objectives, a minimum acceptable level or levels of achievement and will set forth a formula for determining the number of performance shares or performance units that will be earned if performance is at or above the minimum or threshold level or levels, or is at or above the target level or levels, but falls short of maximum achievement of the specified management objectives.

To the extent earned, the performance shares or performance units will be paid to the participant at the time and in the manner determined by our Board. Our Board may, at the date of grant of performance shares, provide for the payment of dividend equivalents to participant either in cash or in additional shares of Common Stock, subject in all cases to deferral on a contingent basis based on the participant s earning of the performance shares with respect to which such dividend equivalents are paid.

Performance shares and performance units will be evidenced by an award agreement containing such terms and provisions, consistent with the Restated Plan, as our Board may approve. Each grant will specify the number of performance shares or performance units to which it pertains, which number may be subject to adjustment to reflect changes in compensation or other factors. However, no adjustment will be made in the case of an award intended to qualify as qualified performance-based compensation under Section 162(m) of the Code where such action would result in the loss of the otherwise available exemption of the award under Section 162(m) of the Code.

Awards to Non-Employee Directors. Our Board may, from time to time and upon such terms and conditions as it may determine, authorize the granting to non-employee directors of stock options, SARs or other awards and may also authorize the grant or sale of shares of Common Stock, restricted stock or RSUs to non-employee directors. Each grant of an award to a non-employee director will be upon such terms and conditions as approved by our Board. Each such grant will not be required to be subject to any minimum vesting period and will be evidenced by an award agreement in such form as will be approved by our Board. Each grant will specify in the case of stock options, an option price per share, and in the case of a free-standing SAR, a base price per share, each of which will not be less than the market value per share on the date of grant. Each stock option and free-standing SAR granted under the Plan to a non-employee director will expire not more than 10 years from the date of grant and will be subject to earlier termination as hereinafter provided. If a non-employee director subsequently becomes an employee of our company or a subsidiary while remaining a member of our Board, any award held under this Plan by such individual at the time of such commencement of employment will not be affected. Non-employee directors may be awarded, or may be permitted to elect to receive all or any portion of their annual retainer, meeting fees or other fees in shares of Common Stock, restricted stock, RSUs or other awards under the Restated Plan in lieu of cash.

Other Awards. Our Board may, subject to limitations under applicable law, grant to any participant other awards that may be denominated or payable in, valued in whole or in part by reference to, or otherwise based on, or related to, shares of Common Stock or factors that may influence the value of such shares, including, without limitation, convertible or exchangeable debt securities; other rights convertible or exchangeable into shares of Common Stock; purchase rights for shares of Common Stock; awards with value and payment contingent upon our performance or specified subsidiaries, affiliates or other business units of ours or any other factors designated by our Board; and awards valued by reference to the book value of shares of Common Stock or the value of securities of, or the performance of specified subsidiaries or affiliates or other business units of ours.

Our Board will determine the terms and conditions of the other awards. Cash awards, as an element of or supplement to any other award granted under the Restated Plan, may also be granted as another award. Share-based other awards are not required to be subject to any minimum vesting periods. Our Board may grant shares of Common Stock as a bonus, or may grant other awards in lieu of our obligation or a subsidiary s obligation to pay cash or deliver other property under the Restated Plan or under other plans or compensatory arrangements, subject to such terms as will be determined by our Board in a manner that complies with Section 409A of the Code.

Management Objectives. The Restated Plan requires that the Board establish Management Objectives for purposes of performance shares and performance units, if and when used. When so determined by the Board, stock options, SARs, restricted stock, RSUs, dividend credits or other awards under the Restated Plan may also specify management objectives. Management objectives may be described in terms of company-wide objectives or objectives that are related to the performance of the individual participant or of the subsidiary, division, department, region or function within the company or subsidiary in which the participant is employed. The management objectives may be made relative to the performance of one or more other companies or subsidiaries, divisions, departments, regions or functions within such other companies, and may be made relative

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to an index or one or more of the performance objectives themselves. Our Board may grant awards subject to management objectives that may or may not be intended to qualify as qualified performance-based compensation under Section 162(m) of the Code. The management objectives applicable to any award intended to qualify as qualified performance-based compensation under Section 162(m) of the Code to a covered employee, within the meaning of 162(m) of the Code, will be based on specified levels of growth or improvement in one or more of the following criteria:

- Profits (e.g., operating income, EBIT, EBT, net income, earnings per share, residual or economic earnings, economic profit these profitability metrics could be measured before special items and/or subject to GAAP definition);
- Cash Flow (e.g., EBITDA, free cash flow, free cash flow with or without specific capital expenditure target or range, including or excluding divestments and/or acquisitions, total cash flow, cash flow in excess of cost of capital or residual cash flow or cash flow return on investment);
- Returns (e.g., Profits or Cash Flow returns on: assets, invested capital, net capital employed, and equity);
- Working Capital (e.g., working capital divided by sales, days sales outstanding, days sales inventory, and days sales in payables);
- Profit Margins (e.g., Profits divided by revenues, gross margins and material margins divided by revenues, and material margin divided by sales pounds);
- Liquidity Measures (e.g., debt-to-capital, debt-to-EBITDA, total debt ratio);
- Sales Growth, Gross Margin Growth, Cost Initiative and Stock Price Metrics (e.g., revenues, revenue growth, revenue growth outside the United States, gross margin and gross margin growth, material margin and material margin growth, stock price appreciation, total return to stockholders, sales and administrative costs divided by sales, and sales and administrative costs divided by profits); and
- Strategic Initiative Key Deliverable Metrics consisting of one or more of the following: product development, strategic partnering, research and development, vitality index, market penetration, geographic business expansion goals, cost targets, customer satisfaction, employee satisfaction, management of employment practices and employee benefits, supervision of litigation and information technology, and goals relating to acquisitions or divestitures of subsidiaries, affiliates and joint ventures.

If our Board determines that a change in the business, operations, corporate structure or capital structure of our company, or the manner in which we conduct our business, or other events or circumstances render the management objectives unsuitable, our Board may in its discretion modify such management objectives or the related level or levels of achievement, in whole or in part, as our Board deems appropriate and equitable, except in the case of an award intended to qualify as qualified performance-based compensation under Section 162(m) of the Code (other than in connection with a change of control) where such action would result in the loss of the otherwise available exemption of the award under Section 162(m) of the Code. In such case, our Board will not make any modification of the management objectives or level or levels of achievement with respect to such covered employee.

Administration. The Restated Plan will be administered by our Board, which may from time to time delegates all or any part of its authority under the Restated Plan to the Compensation Committee of our Board (or a subcommittee thereof), as constituted from time to time. Our Board or the Compensation Committee may authorize one or more of our officers to designate employees (other than Section 16 officers) to receive awards under the Restated Plan and determine the size of any such awards. When we refer herein to actions taken or determinations made by our, we also mean such actions taken and decisions made by any committee, officer or officers authorized to administer the Plan or to make awards.

Amendments. Our Board may at any time and from time to time amend the Restated Plan in whole or in part. However, if an amendment to the Restated Plan would materially increase the

benefits accruing to participants under the Restated Plan, would materially increase the number of securities which may be issued under the Restated Plan, would materially modify the requirements for participation in the Restated Plan, or must otherwise be approved by our stockholders in order to comply with applicable law or the rules of Nasdaq (or our applicable securities exchange), then such amendment will be subject to stockholder approval and will not be effective unless and until such approval has been obtained.

If permitted by Section 409A of the Code and Section 162(m) of the Code, in case of termination of the employment of a participant by reason of death, disability or normal or early retirement, or in the case of unforeseeable emergency or other special circumstances, our Board may accelerate the vesting of any unvested awards that the participants holds at the time of such termination. Our Board may also waive any other limitation or requirement under any such award.

Our Board may amend the terms of any awards granted under the Restated Plan prospectively or retroactively, except in the case of an award intended to qualify as qualified performance-based compensation under Section 162(m) of the Code (other than in connection with the participant s death or disability, or a change of control) where such action would result in the loss of the otherwise available exemption. In such case, our Board will not make any modification of the management objectives or the level or levels of achievement with respect to such award. Except in connection with certain corporate transactions described in the Restated Plan, no amendment will impair the rights of any participant without his or her consent.

Our Board may, in its discretion, terminate the Restated Plan at any time. Termination of the Restated Plan will not affect the rights of participants or their successors under any outstanding awards and not exercised in full on the date of termination.

No Repricing of Stock Options or SARs. Except in connection with certain corporate transactions described in the Restated Plan, the terms of outstanding awards may not be amended to reduce the option price of outstanding stock options or the base price of outstanding SARs, or cancel outstanding stock options or SARs in exchange for cash, other awards or stock options or SARs with an option price or base price, as applicable, that is less than the option price of the original stock options or base price of the original SARs, as applicable, without stockholder approval.

Transferability. Except as otherwise determined by our Board, no stock option, SAR or other derivative security granted under the Restated Plan will be transferable by the participant except by will or the laws of descent and distribution, and in no event will any such award granted under the Restated Plan be transferred for value. Our Board may provide at the date of grant additional restrictions on transfer for certain shares of Common Stock earned under the Restated Plan.

Effective Date and Termination. The Restated Plan will be effective as of the date the Restated Plan is approved by our stockholders. No grant will be made under the Restated Plan after May 19, 2020, which date is 10 years after the date on which the 2010 Stock Plan was first approved by our stockholders, but all grants made on or prior to such date will continue in effect thereafter subject to the terms of the applicable award agreement and the terms of the Restated Plan.

Federal Income Tax Consequences

The following is a brief summary of some of the federal income tax consequences of certain transactions under the Restated Plan based on federal income tax laws. This summary is not intended to be complete and does not describe state, local or foreign tax consequences.

Tax Consequences to Participants

Non-qualified Stock Options. In general: (1) no income will be recognized by an optionee at the time a non-qualified stock option is granted; (2) at the time of exercise of a non-qualified stock option, ordinary income will be recognized by the optionee in an amount equal to the difference between the option price paid for the shares and the fair market value of the shares, if unrestricted, on the date of exercise; and (3) at the time of sale of the shares acquired pursuant to the exercise of a non-qualified stock option, appreciation (or depreciation) in value of the shares after the date of exercise will be treated as either short-term or long-term capital gain (or loss) depending on how long the shares have been held.

Incentive Stock Options. No income generally will be recognized by an optionee upon the grant or exercise of an ISO. The exercise of an ISO, however, may result in alternative minimum tax liability. If shares of Common Stock are issued to the optionee pursuant to the exercise of an ISO, and if no disqualifying disposition of such shares is made by such optionee within two years after the date of grant or within one year after the transfer of such shares to the optionee, then upon sale of such shares, any amount realized in excess of the option price will be taxed to the optionee as a long-term capital gain and any loss sustained will be a long-term capital loss.

If shares of Common Stock acquired upon the exercise of an ISO are disposed of prior to the expiration of either holding period described above, the optionee generally will recognize ordinary income in the year of disposition in an amount equal to the excess (if any) of the fair market value of such shares at the time of exercise (or, if less, the amount realized on the disposition of such shares if a sale or exchange) over the option price paid for such shares. Any further gain (or loss) realized by the participant generally will be taxed as short-term or long-term capital gain (or loss) depending on the holding period.

SARs. No income will be recognized by a participant in connection with the grant of a tandem SAR or a free-standing SAR. When the SAR is exercised, the participant normally will be required to include as taxable ordinary income in the year of exercise an amount equal to the amount of cash received and the fair market value of any unrestricted shares of Common Stock received on the exercise.

Restricted Stock. The recipient of restricted stock generally will be subject to tax at ordinary income rates on the fair market value of the restricted stock (reduced by any amount paid by the participant for such restricted stock) at such time as the shares are no longer subject to forfeiture or restrictions on transfer for purposes of Section 83 of the Code (Restrictions). However, a recipient who so elects under Section 83(b) of the Code within 30 days of the date of transfer of the shares will have taxable ordinary income on the date of transfer of the shares equal to the excess of the fair market value of such shares (determined without regard to the Restrictions) over the purchase price, if any, of such restricted stock. If a Section 83(b) election has not been made, any dividends received with respect to restricted stock that is subject to the Restrictions generally will be treated as compensation that is taxable as ordinary income to the participant.

RSUs. No income generally will be recognized upon the award of RSUs. The recipient of an RSU award generally will be subject to tax at ordinary income rates on the fair market value of unrestricted shares of Common Stock on the date that such shares are transferred to the participant under the award (reduced by any amount paid by the participant for such RSUs), and the capital gains/loss holding period for such shares will also commence on such date.

Performance Shares and Performance Units. No income generally will be recognized upon the grant of performance shares or performance units. Upon payment of performance shares or performance units, the recipient generally will be required to include as taxable ordinary income in the year of receipt an amount equal to the amount of cash received and the fair market value of any unrestricted shares of Common Stock received.

Tax Consequences to Support.com or Subsidiary

To the extent that a participant recognizes ordinary income in the circumstances described above, we or the subsidiary for which the participant performs services will be entitled to a corresponding deduction provided that, among other things, the income meets the test of reasonableness, is an ordinary and necessary business expense, is not an excess parachute payment within the meaning of Section 280G of the Code and is not disallowed by the $1 million limitation on certain executive compensation under Section 162(m) of the Code.

New Plan Benefits

No new grants have been made requiring stockholder approval. With respect to future grants under the Restated Plan, it is not possible to determine specific amounts and types of awards that may be awarded in the future under the Restated Plan, because the grant and actual settlement of awards will be discretionary.

Other Information

To date, the Company has made no grants under the Restated Plan. All grants made in 2012 and 2013 to date were made under the 2010 Stock Plan. The Company is unable at this time to determine the number of shares of Common Stock underlying options, if any, that will be granted in the future.

Aggregate Past Grants Under the Restated Plan

In accordance with SEC rules, the following table sets forth summary information with respect to the number of shares of Common Stock subject to stock option awards made under the Restated Plan to Support.com s named executive officers, all current executive officers as a group, directors, associates of such executive officers, directors and nominees, each other person who received or is to receive 5% of such stock options and all employees (other than executive officers) as a group as of April 18, 2016.

Individual or Group	Number of Shares Underlying Stock Option Awards
Elizabeth Cholawsky	475,000
President and Chief Executive Officer	
Roop Lakkaraju	620,000
Executive Vice President, Chief Financial Officer and Chief Operating Officer	
Shaun Donnelly	337,080
Senior Vice President of Customer Success and Services Sales	
Greg Wrenn	-
Senior Vice President of Business Affairs, General Counsel & Secretary	
Jim Stephens	38,000
Chairperson	
Elizabeth Fetter	40,000
Director	
Toni Portmann	58,000
Director	
Lowell Robinson	40,000
Director	
Tim Stanley	40,000
Director	
All current executive officers as a group	1,228,467
All current directors who are not executive officers as a group	216,000
All nominees for election as a director	691,000
Each associate of any such director, executive officer or nominees	-
Each other person who received or is to receive 5% of such awards	-

All employees, including current officers who are not executive officers as a group	1,873,837

Registration with the SEC

We intend to file a Registration Statement on Form S-8 relating to the issuance of the additional shares of Common Stock under the Restated Plan with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended as soon as practicable after approval of the Restated Plan by our stockholders.

Securities Authorized for Issuance Under Equity Compensation Plans
Equity Compensation Plan Information
As of December 31, 2015

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants, and rights (a)	Weighted-average exercise price of outstanding options, warrants, and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity Compensation Plans approved by security holders (1)	3,897,548	$2.97	2,725,257
Equity Compensation Plans not approved by security holders (2)	1,243,439	$1.98	474,996
Total	5,140,987	$1.87	2,973,954

(1) This is the 2010 Stock Plan as well as the 2000 Stock Plan. Stock options, restricted stock, RSUs or stock appreciation rights may be awarded under the 2010 Stock Plan.
(2) This is the Inducement Plan.

BOARD RECOMMENDATION

The Board unanimously recommends a vote FOR adoption and approval of the Restated Plan.

PROPOSAL NO. 4

APPROVAL OF AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO EFFECT A REVERSE STOCK SPLIT OF OUR COMMON STOCK WITHIN A RANGE OF REVERSE SPLIT RATIOS

General

At our Annual Meeting, holders of our Common Stock are being asked to approve the proposal that Article IV of our Restated Certificate of Incorporation be amended to effect a reverse stock split of the issued and outstanding shares of Common Stock and those shares held in treasury stock at a split ratio of not less than one-for-three and not more than one-for-seven (the Reverse Split). In addition, pursuant to Proposal No. 5 below, holders of our Common Stock are being asked to approve a further amendment to Article IV of our Restated Certificate of Incorporation that would effect a reduction in the total number of authorized shares of our Common Stock from 150,000,000 to not less than 21,428,572, to be effective, if at all, at such time as our Board shall determine in its sole discretion (the Reduced Authorization). Proposal No. 5, for the Reduced Authorization, is conditioned upon stockholder approval of Proposal No. 4, so that the Reduced Authorization will not be submitted for approval by the stockholders unless the Reverse Split is approved. If the Reverse Split is approved but the Reduced Authorized is not approved, then the Reverse Split alone will be authorized. The full text of the proposed amendment to our Restated Certificate of Incorporation is attached to this Proxy Statement as Appendix C. If approved by the stockholders, the Reverse Split would become effective at a time, and at a ratio, to be designated by the Board within the ranges specified above. The Board may effect only one Reverse Split as a result of this authorization. The Board s decision as to whether and when to effect the Reverse Split, and its determination of the ratio for the Reverse Split, will be based on a number of factors, including market conditions, existing and expected trading prices for our Common Stock, the expected liquidity of our Common Stock after the Reverse Split, our capitalization and the listing requirements of Nasdaq. Even if the stockholders approve the Reverse Split, we reserve the right not to effect the Reverse Split if the Board does not deem it to be in the best interests of Support.com and its stockholders to effect the Reverse Split. By voting in favor of the Reverse Split, you are expressly also authorizing the Board to determine not to proceed with, and abandon, the Reverse Split if it should so decide.

Depending on the ratio for the Reverse Split determined by the Board, the number of shares of our outstanding Common Stock determined by the Board will be combined into one share of Common Stock. The number of shares held in treasury will also be reduced using the Reverse Split ratio determined by our Board. The amendment to our Certificate of Incorporation that is filed to effect the Reverse Split, if any, will include only the Reverse Split ratio determined by our Board to be in the best interests of our stockholders and all of the other proposed amendments at different ratios will be abandoned.

The Reverse Split, if approved by our stockholders, would become effective upon the filing of the proposed amendment with the Secretary of State of the State of Delaware. The exact timing of the filing of the Reverse Split will be determined by our Board based on its evaluation as to when such action will be the most advantageous to us and our stockholders, but in no event will it be effected later than the one year anniversary of the Annual Meeting, or June 24, 2017.

Stockholders of record who would otherwise hold fractional shares as a result of the Reverse Split will be entitled to receive cash (without interest) in lieu of such fractional shares determined by multiplying (i) the fractional share interest to which the stockholder would otherwise be entitled, after taking into account all shares of Common Stock then held by the stockholder immediately prior to the effective time of the Reverse Split, and (ii) the average closing sale price of shares of our Common Stock for the ten trading days immediately prior to the effective time of the Reverse Split as officially reported by Nasdaq, multiplied by the inverse of the Reverse Split ratio (the Split Factor) (e.g., if the Reverse Split ratio were one-for-three, then the Split Factor would be three).

As of the date of this proxy statement, except as described below, we do not have any current plans, arrangements or understandings relating to the issuance of any additional shares of authorized

Common Stock that will become available following the Reverse Split, other than an aggregate of 6,587,336 shares of Common Stock (on a pre-split basis) reserved for issuance underlying currently outstanding options and RSUs.

Background of the Proposal

Our Common Stock is listed on Nasdaq. On February 18, 2016, we received a letter from The NASDAQ Stock Market LLC (NASDAQ LLC) advising us that for the previous 30 consecutive business days, the bid price of our Common Stock had closed below the minimum $1.00 per share requirement for continued inclusion on Nasdaq pursuant to Nasdaq Marketplace Rule 5450(a)(1) (the Minimum Bid Price Rule). This notification had no immediate effect on the listing of the Common Stock. NASDAQ LLC stated in its letter that in accordance with Nasdaq Marketplace Rule 5810(c)(3)(A), we have 180 calendar days, or until August 16, 2016, to regain compliance with the Minimum Bid Price Rule. The letter also stated that if, at any time before August 16, 2016, the bid price of the Common Stock closed at $1.00 per share or more for a minimum of 10 consecutive business days, the NASDAQ LLC staff would provide us with notification that we have achieved compliance with the Minimum Bid Price Rule.

If we do not regain compliance with the Minimum Bid Price Rule by August 16, 2016, NASDAQ LLC will notify us that it intends to delist our Common Stock from Nasdaq. Nasdaq rules would then permit us to appeal any delisting determination by the NASDAQ LLC staff to a Listing Qualifications Panel or to transfer our listing to the Nasdaq Capital Market. The Board has considered the potential harm to us of a delisting from Nasdaq and believes that the Reverse Split would help us regain compliance with the Minimum Bid Price Rule.

The Board further believes that an increased stock price may encourage investor interest and improve the marketability of our Common Stock to a broader range of investors, and thus improve liquidity. Because of the trading volatility often associated with low-priced stocks, many brokerage firms and institutional investors have internal policies and practices that either prohibit them from investing in low-priced stocks or tend to discourage individual brokers from recommending low-priced stocks to their customers.

The purpose of seeking stockholder approval of a range of Reverse Split ratios (rather than a fixed Reverse Split ratio) is to provide us with the flexibility to achieve the desired results of the Reverse Split. If the stockholders approve this proposal, the Board would effect the Reverse Split only upon the Board s determination that it would be in the best interests of the Company at that time. If the Board were to effect the Reverse Split, the Board would set the timing for such a split and select the specific Reverse Split ratio within the range approved. No further action on the part of stockholders would be required to either implement or abandon the Reverse Split. If the stockholders approve this proposal, and the Board or a committee of the Board determines to effect the Reverse Split, we would communicate to the public prior to the effective date of the Reverse Split (the Effective Date) additional details regarding the Reverse Split, including the specific Reverse Split ratio selected by the Board.

Risks Associated with the Reverse Split

Reducing the number of outstanding shares of our Common Stock through the Reverse Split is intended, absent other factors, to increase the per share market price of our Common Stock. However, other factors, such as our financial results, market conditions and the market perception of the success of our business as well as the Reverse Split itself may adversely affect the market price of our Common Stock. Accordingly, there can be no assurance that the Reverse Split, if completed, will result in the intended benefits described above, that the market price of our Common Stock will increase following the Reverse Split or that any increase in the market price of our Common Stock achieved by the Reverse Split will be maintained. The history of similar stock split combinations for companies in like circumstances is varied.

There is no assurance that:

- the market price per share of our Common Stock after the Reverse Split will rise in proportion to the reduction in the number of shares of our Common Stock outstanding before the Reverse Split;
- the Reverse Split will result in a per share price that will attract brokers and investors who do not trade in lower priced stocks; or
- we will continue to meet the requirements for trading on Nasdaq.

The failure to meet continuing compliance standards subjects our Common Stock to delisting. The delisting of our Common Stock from Nasdaq would likely make it more difficult for us to raise capital on favorable terms in the future. The market price of our Common Stock will also be based on our performance and other factors, some of which are unrelated to the number of shares outstanding. If the Reverse Split is effected and the market price of our Common Stock declines, the percentage decline as an absolute number and as a percentage of our overall market capitalization may be greater than would have occurred in the absence of a Reverse Split. Accordingly, the total market capitalization of our Common Stock after the Reverse Split may be lower than the total market capitalization before the Reverse Split. Furthermore, the liquidity of our Common Stock could be adversely affected by the reduced number of shares that would be outstanding after the Reverse Split. In addition, the Reverse Split may increase the number of s