

Viggie Inc.
Form PRE 14C
January 10, 2014

UNITED STATES SECURITIES
AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14C INFORMATION

Information Statement Pursuant to Section 14(c) of
the Securities Exchange Act of 1934 (Amendment No.)

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
- Definitive Information Statement

VIGGLE INC.
(Name of Registrant as Specified in Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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- Fee paid previously with preliminary materials.
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- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:



VIGGLE INC.
902 Broadway, 11th Floor
New York, New York

NOTICE OF WRITTEN CONSENT IN LIEU OF 2014 ANNUAL MEETING OF STOCKHOLDERS

WE ARE NOT ASKING YOU FOR A PROXY
AND YOU ARE REQUESTED NOT TO SEND US A PROXY

Dear Stockholders:

Notice is hereby given to you that the board of directors of Viggle Inc. (the “Company”) has approved and the holders of a majority of the outstanding shares of the Company’s common stock and preferred stock have approved by written consent in lieu of an annual stockholders’ meeting for the fiscal year ending June 30, 2014 the following corporate actions: (1) re-election of the following seven (7) incumbent directors to serve on the Company’s board of directors until the next annual meeting of stockholders and until their respective successors are duly elected and qualified: (a) Robert F.X. Sillerman, (b) Peter Horan, (c) Michael J. Meyer, (d) John D. Miller, (e) Mitchell J. Nelson, (f) Harriet Seitler, and (g) Birame N. Sock; (2) ratification of the appointment of BDO USA, LLP to serve as the Company’s independent registered public accounting firm for its fiscal year ending June 30, 2014; (3) approval and adoption of an amendment to the Company’s amended and restated certificate of incorporation to effect a reverse stock split of the issued and outstanding shares of the Company’s common stock, whereby each eighty (80) outstanding shares of common stock will be exchanged for one (1) new share of common stock (the “Reverse Stock Split”); (4) approval and adoption of an amendment to the Company’s 2011 Executive Incentive Plan increasing the number of shares of common stock and preferred stock reserved and available for issuance thereunder from 30,000,000 to 60,000,000 pre-split shares and a further amendment to increase the number of shares of common stock and preferred stock reserved for issuance thereunder to 3,750,000 post-split shares; (5) an advisory vote to approve named executive officer compensation; and (6) an advisory vote on the frequency of future advisory votes to approve named executive officer compensation.

Because the holders of a majority of the outstanding shares of the common stock and preferred stock of the Company, voting as a single class, being 80.9%, approved the foregoing corporate actions pursuant to a written consent, the Company’s board of directors believes it is not in the best interest of the Company and stockholders to incur the costs of holding an annual stockholders’ meeting for the fiscal year 2014 or of soliciting proxies or consents from additional stockholders in connection with these corporate actions. Based on the foregoing, the Company’s board of directors has determined not to call an annual stockholders’ meeting for the fiscal year ending June 30, 2014.

This Notice, the accompanying Information Statement and the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2013 is being made available on or about January [___], 2014 to all of the Company’s stockholders of record at the close of business on January 9, 2014.

In accordance with Rule 14c-2 of the Securities Exchange Act of 1934, as amended, the corporate actions will be effective no earlier than twenty (20) days after this Information Statement has been made available to the Company’s stockholders.

By Order of the Board of Directors,

Mitchell J. Nelson

Secretary

January [__], 2014

INFORMATION STATEMENT
OF
VIGGLE INC.

902 Broadway, 11th Floor
New York, New York

NOTICE OF WRITTEN CONSENT IN LIEU OF 2014 ANNUAL MEETING OF STOCKHOLDERS

WE ARE NOT ASKING YOU FOR A PROXY
AND YOU ARE REQUESTED NOT TO SEND US A PROXY

Viggie Inc., a Delaware corporation (the “Company,” “we,” “our,” or “us”), is making this Information Statement available on or about January [___], 2014 to all of our stockholders of record as of January 9, 2014 (the “record date”). As of the record date, 117,880,374 shares of our common stock and 56,079 shares of our preferred stock were issued and outstanding.

Each outstanding share of our common stock and preferred stock is entitled to one vote per share (and vote on matters contained herein as part of a single class). Holders of 80.9% of the outstanding shares of our common stock and preferred stock have approved by written consent in lieu of an annual stockholders’ meeting (the “Written Consent”) the following corporate actions: (1) re-election of the following seven (7) incumbent directors to serve on our board of directors until the next annual meeting of stockholders and until their respective successors are duly elected and qualified: (a) Robert F.X. Sillerman, (b) Peter Horan, (c) Michael J. Meyer, (d) John D. Miller, (e) Mitchell J. Nelson, (f) Harriet Seitler, and (g) Birame N. Sock; (2) ratification of the appointment of BDO USA, LLP to serve as our independent registered public accounting firm for its fiscal year ending June 30, 2014; (3) approval and adoption of an amendment to our amended and restated certificate of incorporation to effect a reverse stock split of the issued and outstanding shares of our common stock, whereby each eighty (80) outstanding shares of common stock will be exchanged for one (1) new share of common stock (the “Reverse Stock Split”); (4) approval and adoption of an amendment to our 2011 Executive Incentive Plan increasing the number of shares of common stock and preferred stock reserved and available for issuance thereunder from 30,000,000 to 60,000,000 pre-split shares and a further amendment to increase the number of shares of common stock and preferred stock reserved for issuance thereunder to 3,750,000 post-split shares; (5) an advisory vote to approve named executive officer compensation; and (6) an advisory vote on the frequency of future advisory votes to approve named executive officer compensation.

This Information Statement is being made available pursuant to the requirements of Rule 14c-2 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to inform holders of our common stock and preferred stock who were entitled to consent to the matters authorized by the Written Consent. This Information Statement also constitutes notice of the actions that have been approved pursuant to the Written Consent for purposes of Section 228 of the General Corporation Law of the State of Delaware (the “DGCL”).

Because holders of approximately 80.9% of the outstanding shares of our common stock and preferred stock (voting as a single class) have executed the Written Consent, no vote or consent of any other stockholder is being, or will be, solicited in connection with the authorization of the matters set forth in the Written Consent. Under the DGCL and our Bylaws, the votes represented by the holders signing the Written Consent are sufficient in number to elect directors and authorize the other matters set forth in the Written Consent, without the vote or consent of any of our other stockholders. The DGCL provides that any action that is required to be taken, or that may be taken, at any annual or special meeting of stockholders of a Delaware corporation may be taken, without a meeting, without prior notice and without a vote, if a written consent, setting forth the action taken, is signed by the holders of outstanding capital stock having not less than the minimum number of votes necessary to authorize such action.

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Based on the foregoing, our board of directors has determined not to call an annual meeting of stockholders in the fiscal year ending June 30, 2014. Our board of directors believes it would not be in the best interests of our stockholders to incur the costs of holding an annual meeting or of soliciting proxies or consents from additional stockholders in connection with these actions. There are no appraisal rights as a result of the approval of these actions.

Our Annual Report on Form 10-K for the fiscal year ended June 30, 2013 is also being made available to our stockholders of record as of the record date.

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INFORMATION REGARDING CONSENTING STOCKHOLDERS

Pursuant to our Bylaws and the DGCL, a vote by the holders of at least a majority of our outstanding shares of common stock and preferred stock, voting as a single class, was required to approve the corporate actions set forth in the Written Consent. Our certificate of incorporation does not authorize cumulative voting. As of the record date, 117,880,374 shares of our common stock (including shares of our common stock issued to the former shareholders of wetpaint.com, inc. pursuant to the Agreement and Plan of Merger dated as of December 16, 2013), 34,275 shares of our Series A preferred stock, and 21,804 shares of our Series B preferred stock were issued and outstanding, of which 58,968,227 of combined common shares, Series A preferred shares and Series B preferred shares (each of which preferred shares have one (1) vote per preferred share) were required to pass any stockholder resolutions. The consenting stockholders, who consist of Robert F.X. Sillerman, our Executive Chairman and Chief Executive Officer, and his affiliates, were collectively the record and/or beneficial owners of 95,416,375.2 shares of the outstanding shares of our common stock and preferred stock outstanding on the record date (including shares of our common stock issued to the former shareholders of wetpaint.com, inc. who have given Mr. Sillerman a proxy to vote such shares), which represented 80.9% of the issued and outstanding shares of our common stock and preferred stock as of that date. Pursuant to Section 228 of the DGCL, the consenting stockholders voted in favor of the actions described herein in a written consent, dated the record date, attached hereto as Annex A. No consideration was paid for any stockholder's consent. Mr. Sillerman's beneficial holdings of our outstanding common stock and preferred stock are set forth in the table under "Security Ownership of Certain Beneficial Owners and Management" included elsewhere in this Information Statement.

ACTION NO. 1

ELECTION OF DIRECTORS

Our board of directors currently consists of eight members, seven of whom are being re-elected pursuant to the Written Consent and one of whom has decided not to stand for re-election. The directors will serve until the next annual meeting of stockholders and until their respective successors are duly elected and qualified. Our board of directors, based on the recommendation of the nominating and governance committee, nominated each of Robert F.X. Sillerman, Peter C. Horan, Michael J. Meyer, John D. Miller, Mitchell J. Nelson, Harriet Seitler, and Birame N. Sock for re-election pursuant to the Written Consent. Our board of directors has approved reducing the number of directors from eight to seven to be effective simultaneously with the election of the director-nominees.

When analyzing whether directors and nominees for election by the holders of our common stock have the experience, qualifications, attributes and skills, individually and taken as a whole, the nominating and governance committee and our board of directors focus on the information as summarized in each of the directors' individual biographies set forth on pages 6 and 7 in this Information Statement. In particular, our board of directors selected Mr. Sillerman to serve as a director because he is our company's Executive Chairman and Chief Executive Officer and our board of directors believes he possesses significant entertainment and financial expertise, which will benefit our company. Mr. Horan was selected as a director because our board of directors believes that his technology, internet and advertising experience will benefit the Company. Mr. Meyer was selected by the board of directors because it believes his experience in financial planning and debt issues will benefit the Company. Our board of directors believes that Mr. Miller's venture capital and financial experience will benefit the Company, and has selected him as a director for that reason. Our board of directors has selected Mr. Nelson as a director because it believes his legal and business experience will benefit the Company. Ms. Seitler was selected as a director because our board of directors believes her experience in TV and digital media, sponsorships and marketing will benefit the Company. Our board of directors believes Ms. Sock's experience in technology and consumer marketing will benefit the Company, and has selected her as a director for that reason.

As previously reported, one of the Company's current directors, Joseph Rascoff, has advised the Company's management that he will not stand for re-election to our board of directors. He will serve out his remaining term and continue to participate in all committees of which he is a member until the expiration of his term.

Under the DCGL and our Bylaws, the Written Consent is sufficient to elect all nominees to our board of directors without the vote or consent of any of the other stockholders of the Company.

INFORMATION REGARDING DIRECTORS AND EXECUTIVE OFFICERS

The following tables set forth the nominees for director and our executive officers and each such person's age and positions with the Company as of the record date.

Directors

Name	Age	Position
Robert F.X. Sillerman	65	Director*
Mitchell J. Nelson	65	Director*
Peter Horan	58	Director
Michael J. Meyer	48	Director
John D. Miller	68	Director
Harriet Seitler	57	Director
Birame N. Sock	37	Director

* Also an executive officer (see below)

Executive Officers

Robert F.X. Sillerman	65	Executive Chairman and Chief Executive Officer**
Kevin Arrix	44	Chief Revenue Officer
Gregory Consiglio	47	President and Chief Operating Officer
Mitchell J. Nelson	65	Executive Vice President and Secretary**
John Small	45	Chief Financial Officer

** Also a director (see above)

The business experience of each such person is set forth below.

Robert F.X. Sillerman was elected a director of the Company and Executive Chairman of our board of directors effective as of February 7, 2011 and Chief Executive Officer effective June 19, 2012. He is also Executive Chairman and Chief Executive Officer of SFX Entertainment Inc. ("SFX"), a newly established company in the Electronic Dance Music area. Between January 10, 2008 and December 31, 2012, he served as Chairman and Chief Executive Officer of Circle Entertainment Inc. ("Circle"). Mr. Sillerman also served as the Chief Executive Officer and Chairman of CKX Inc. from February 2005 until May 2010. From August 2000 to February 2005, Mr. Sillerman was Chairman of FXM, Inc., a private investment firm. Mr. Sillerman is the founder and has served as managing member of FXM Asset Management LLC, the managing member of MJX Asset Management, a company principally engaged in the management of collateralized loan obligation funds, from November 2003 through April 2010. Prior to that, Mr. Sillerman served as the Executive Chairman, a Member of the Office of the Chairman and a director of SFX Entertainment, Inc., from its formation in December 1997 through its sale to Clear Channel Communications in August 2000.

Peter C. Horan was appointed as a Non-Executive Board Member of the Company on February 15, 2011. Mr. Horan is currently the Executive Chairman of Halogen Network, a next generation digital media company, a position he has held since February 2010. Additionally, he is a director of Tree.com. Mr. Horan has served as CEO of many internet

companies, including Goodmail Systems, Inc. from 2008 to 2010. Previously, Mr. Horan was CEO of IAC's Media and Advertising Group from 2007 to 2008. He was CEO of AllBusiness.com from 2005 to 2007. As CEO of About.com from 2003 to 2005, Mr. Horan led the sale of the company to the New York Times Company. Mr. Horan was CEO of DevX.com from 2000 to 2003. Previously at International Data Group, he served as Senior Vice President from 1991 until 2000, where he was also the publisher of their flagship publication Computerworld. He held senior account management roles at leading advertising agencies including BBD&O and Ogilvy & Mather.

Michael J. Meyer was appointed as a Non-Executive Board Member of the Company on June 1, 2013. Mr. Meyer is the founding partner of 17 Broad LLC, a diversified investment vehicle and securities consulting firm. Prior to founding 17 Broad, from 2002 to 2007, he served as Managing Director and Head of Credit Sales and Trading for Bank of America. Prior to that, Mr. Meyer spent four years as the Head of High Grade Credit Sales and Trading for UBS. Mr. Meyer is a member of the board of directors and Chair of the Audit Committee of Circle. Mr. Meyer is also a member of the board of directors, Chair of the Compensation Committee, and a member of the Audit Committee and the Nominating and Corporate Governance Committee of SFX, a company controlled by Mr. Sillerman.

John D. Miller was appointed as a Non-Executive Board Member of the Company on February 15, 2011. Mr. Miller served as a director of Circle Entertainment Inc. from January 2009 until August 2012. Mr. Miller is the Chief Investment Officer of W.P. Carey & Co. LLC, a net lease real estate company. Mr. Miller is also a founder and Non-Managing Member of StarVest Partners, L.P., a \$150 million venture capital investment fund formed in 1998. From 1995 to 1998 Mr. Miller was President of Rothschild Ventures Inc., the private investment unit of Rothschild North America, a subsidiary of the worldwide Rothschild Group. He was also President and CEO of Equitable Capital Management Corporation, an investment advisory subsidiary of The Equitable, where he worked for 24 years beginning in 1969. From February 2005 through January 2009, when he resigned, Mr. Miller served as a director of CKX, Inc. Mr. Miller became a director of SFX Holding Corporation in October, 2012.

Mitchell J. Nelson was appointed Director, Executive Vice President, General Counsel and Secretary on February 7, 2011. He stepped down as General Counsel effective April 16, 2013, but remains a director and the Company's Executive Vice President and Secretary. Mr. Nelson also serves as Executive Vice President, General Counsel and Secretary of Circle, having served in such capacity since January 2008, and served as President of its wholly-owned subsidiary, FX Luxury Las Vegas I, LLC (which was reorganized in bankruptcy) in 2010. He has been a Senior Legal Advisor to SFX since January 1, 2012. He also served as President of Atlas Real Estate Funds, Inc., a private investment fund which invested in United States-based real estate securities, from 1994 to 2008, and as Senior Vice President, Corporate Affairs for Flag Luxury Properties, LLC from 2003 to present. Prior to 2008, Mr. Nelson served as counsel to various law firms, having started his career in 1973 at the firm of Wien, Malkin & Bettex. At Wien, Malkin & Bettex, which he left in 1992, he became a senior partner with supervisory responsibility for various commercial real estate properties. Mr. Nelson is an Adjunct Assistant Professor of Real Estate Development at Columbia University. He was a director of The Merchants Bank of New York and its holding company until its merger with, and remains on the Advisory Board of, Valley National Bank. Additionally, he has served on the boards of various not-for-profit organizations, including as a director of the 92nd Street YMHA and a trustee of Collegiate School, both in New York City.

Harriet Seitler was appointed as a Non-Executive Board Member of the Company on February 15, 2011. Ms. Seitler is currently Executive Vice President for Oprah Winfrey's Harpo Studios. Joining Harpo over 15 years ago in 1995, Ms. Seitler is responsible for marketing, development of strategic brand partnerships, and digital extensions for the Oprah Winfrey Show. Ms. Seitler was also instrumental in the development and launch of "The Dr. Oz Show." Prior to working at Harpo, Ms. Seitler served as Vice President, Marketing at ESPN from 1993 to 1994. She was responsible for the branding of ESPN, SportsCenter, as well as the branding and launch of ESPN2. Ms. Seitler began her career at MTV Networks serving from 1981 to 1993 in marketing and promotions, rising to the rank of Senior Vice President. At MTV, Ms. Seitler pioneered branded entertainment initiatives and built major new franchises such as the MTV Movie Awards and MTV Sports. Ms. Seitler has served on the board of directors of The Oprah Winfrey Foundation and is currently a board member of Sharecare.com.

Birame Sock was appointed as a Non-Executive Board Member of the Company on February 12, 2013. Ms. Sock is the founder and CEO of Third Solutions, Inc., the leading digital receipts company, which she founded in 2007. In 2002, Ms. Sock founded Musicphone, a wireless entertainment company, which she led until its acquisition by Gracenote, Inc. in 2007. Birame Sock served as a member of the board of directors of CKX Inc. from 2005 until 2006,

when she became a consultant for CKX Inc. and affiliated companies. Ms. Sock attended the University of Miami, where she studied computer science and broadcasting.

Kevin Arrix serves as the Company's Chief Revenue Officer. Mr. Arrix joined Viggle Inc. after spending nine years as EVP, Digital Advertising at MTV Networks, where he was in charge of sales, operations, marketing and product development for various Viacom brands including MTV, Nickelodeon & Comedy Central. Prior to MTV Networks, Kevin held positions at CBS Sports Line and Turner Broadcasting.

Gregory Consiglio, the Company's President and Chief Operating Officer, joined the Company in May 2011 as Head of Business Development. He was named President and Chief Operating Officer on November 1, 2012. Prior to joining the Company, Mr. Consiglio was most recently Executive Vice President of Business Development at Ticketmaster, where he oversaw teams responsible for new business initiatives including online affiliate sales and marketing, online sponsorships, advertising sales, third party alliances, resale sponsorships, and the creation and management of new revenue streams beyond ticketing. In 2006, prior to joining Ticketmaster, Mr. Consiglio led Corporate Development for GoFish, an online video network, and was the CEO of Wellness Solutions International, a provider of online sales and marketing systems to the direct sales industry. Previously he spent seven years at America Online serving in a variety of business development and operating roles including Managing Director, AOL Asia based in Hong Kong, China. Greg left AOL in 2003 as Senior Vice President, overseeing International Operations and Business Development. His early career included roles in the consulting practice of KPMG and government affairs for Nortel and advising companies on new market development strategies.

John Small was named as the Company's Head of Corporate Strategy and Development in August 2011 and was named as Chief Financial Officer and Principal Accounting Officer on September 10, 2012. Mr. Small came to the Company after serving as a Senior Asset Manager for GLG Partners from April 2000 until August 2011. At GLG Partners, Mr. Small was responsible for TMT and Renewable Energy positions. John Small is on the board of directors of ViSole, and has previously served on the boards of directors of Loyalty Alliance, Infinia Corporation, PayEase Corporation, New Millenium Solar Equipment Co., and ShortList Media Ltd.

Corporate Governance Guidelines and Director Independence

The Company has Corporate Governance Guidelines which provide, among other things, that a majority of the members of our board of directors must meet the criteria for independence required by The NASDAQ Global Market. Although neither our common stock nor our preferred stock is listed on The NASDAQ Global Market, we voluntarily choose to comply with these criteria. The NASDAQ Global Market requires that a majority of our board of directors qualify as "independent" and that the Company shall at all times have an audit committee, compensation committee and nominating and corporate governance committee, which committees will be made up entirely of independent directors.

Messrs. Horan, Meyer and Miller, and Mmes. Seitler and Sock, whose biographical information is included above under the heading "Information Regarding Directors and Executive Officers" are incumbent directors and director nominees who qualify as independent director under the applicable rules of The NASDAQ Global Market.

The Corporate Governance Guidelines also outline director responsibilities, provide that our board of directors shall have full and free access to officers and employees of the Company and require our board of directors to conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Corporate Governance Guidelines can be found on the Company's website at www.viggle.com.

Board of Directors Leadership Structure and Role in Risk Oversight

Our board of directors believes the interests of all stockholders are best served at the present time through a leadership model with a combined Chairman and CEO position. Our board of directors has overall responsibility for risk oversight. The role of the board of directors in the risk oversight of the Company includes, among other things:

- appointing, retaining and overseeing the work of the independent auditors, including resolving disagreements between the management and the independent auditors relating to financial reporting;
- approving all auditing and non-auditing services permitted to be performed by the independent auditors;
- reviewing annually the independence and quality control procedures of the independent auditors;

reviewing and approving all proposed related party transactions;
discussing the annual audited financial statements with the management; and
meeting separately with the independent auditors to discuss critical accounting policies, management letters,
recommendations on internal controls, the auditor's engagement letter and independence letter and other material
written communications between the independent auditors and the management.

Code of Business Conduct and Ethics

The Company has a Code of Business Conduct and Ethics, which is applicable to all our employees and directors, including our principal executive officer, chief financial officer, principal accounting officer, controller and persons performing similar functions. The Code of Business Conduct and Ethics is posted on our website at www.viggle.com.

We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of our Code of Business Conduct and Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions by posting such information on our website at www.viggle.com.

Meetings and Committees of the Board of Directors

During the fiscal year ended June 30, 2013, our board of directors held six (6) meetings and acted by unanimous written consent twelve (12) times. Each of Messrs. Sillerman, Horan, Meyer, Miller and Nelson, and Mmes. Seitler and Sock, as well as the directors who have resigned their position or are not standing for re-election, Mr. Chen and Mr. Rascoff, attended at least seventy-five percent (75%) of the total number of meetings of our board of directors and committees (if any) on which he or she served that were held during 2013.

The following chart sets forth the current membership of each board committee. Our board of directors reviews and determines the membership of the committees at least annually.

Committee	Members
Audit Committee	Peter Horan Michael J. Meyer (Chair) John D. Miller
Compensation Committee	Peter Horan John D. Miller (Chair)
Nominating and Corporate Governance Committee	John D. Miller (Chair) Harriet Seitler

Information about the committees, their respective roles and responsibilities and their charters is set forth below.

Audit Committee

The audit committee is currently comprised of Messrs. Horan, Meyer and Miller. Mr. Meyer serves as the chair of the audit committee. The audit committee assists our board of directors in fulfilling its responsibility to oversee management's conduct of our financial reporting process, including the selection of our outside auditors, review of the financial reports and other financial information we provide to the public, our systems of internal accounting, financial and disclosure controls and the annual independent audit of our financial statements. The audit committee met four (4) times during the fiscal year ended June 30, 2013.

All members of the audit committee are independent within the meaning of the rules and regulations of the SEC and our Corporate Governance Guidelines. In addition, Mr. Meyer is qualified as an audit committee financial expert under the regulations of the SEC and has the accounting and related financial management expertise required by our Corporate Governance Guidelines. The audit committee's charter can be found on the Company's website at www.viggle.com.

Compensation Committee

We have a standing compensation committee currently comprised of Messrs. Horan and Miller. The compensation committee represents our Company in reviewing and approving the executive employment agreements with our Chief Executive Officer, President, Principal Accounting Officer and General Counsel. The compensation committee also reviews management's recommendations with respect to executive compensation and employee benefits and is authorized to act on behalf of our board of directors with respect thereto. The compensation committee also administers the Company's stock option and incentive plans, including our 2011 Executive Incentive Plan. All members of the compensation committee are independent within the meaning of the rules and regulations of the SEC and our Corporate Governance Guidelines. The compensation committee's charter can be found on the Company's website at www.viggie.com. During the fiscal year ended June 30, 2013, the compensation committee acted by unanimous consent five (5) times.

Nominating and Corporate Governance Committee

The nominating and corporate governance committee is currently comprised of Mr. Miller and Ms. Seidler. Mr. Miller is the chair of the nominating and corporate governance committee. The nominating and corporate governance committee is responsible for recommending qualified candidates to our board of directors for election as directors of our Company, including t