

A. H. Belo Corp  
Form DEF 14A  
April 01, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No.    )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under § 240.14a-12

**A. H. Belo Corporation**

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

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

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(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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(1) Amount Previously Paid:

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

(3) Filing Party:

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April 1, 2014

Dear Fellow Shareholder:

I invite you to attend our annual meeting of shareholders on May 15, 2014 in the lobby of the TXCN Building, 570 Young Street, Dallas, Texas. Included is a map for your use. We hope that you will be able to attend.

Materials being provided include the Notice of Annual Meeting setting forth the business expected to come before the meeting, the 2014 proxy statement and A. H. Belo's 2013 annual report. If you requested printed versions of the materials by mail, these materials also include a proxy/voting instruction card for the annual meeting. The proxy statement tells you more about the agenda and voting procedures for the meeting and provides information about A. H. Belo's directors, including those nominated for election at this year's meeting.

As permitted by the rules of the Securities and Exchange Commission, most of the Company's shareholders were mailed a Notice of Internet Availability of Proxy Materials with instructions for electronically accessing these proxy materials and for voting via the Internet. The Notice of Internet Availability of Proxy Materials also provides information on how you may obtain printed copies of our proxy materials free of charge. We believe that this approach allows us to provide our shareholders with the information they need to vote their shares while reducing delivery costs and conserving natural resources.

For those A. H. Belo shareholders with access to the Internet, we encourage you to vote your shares online. Detailed instructions on how to vote over the Internet or by telephone are set forth in the proxy materials and in the Notice of Internet Availability of Proxy Materials. We encourage you to elect to receive future annual reports, proxy statements and other materials over the Internet by following the instructions in the proxy statement. This electronic means of communication is quick and convenient and reduces the Company's printing and mailing costs.

Whether or not you attend the meeting, it is important that your shares be represented at the annual meeting. I encourage you to vote your shares as soon as possible either by returning your proxy/voting instruction card or by voting using the Internet or telephone voting procedures outlined in the proxy materials or in the Notice of Internet Availability of Proxy Materials.

I hope to see you on May 15.

Sincerely,

**James M. Moroney III**

*Chairman of the Board*

*President and Chief Executive Officer*

P. O. Box 224866 Dallas, Texas 75222-4866      Tel. 214.977.8200      Fax 214.977.8285

www.ahbelo.com      Deliveries: 508 Young Street      Dallas, Texas 75202

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**P. O. Box 224866**

**Dallas, Texas 75222-4866**

**www.ahbelo.com**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON MAY 15, 2014**

To A. H. Belo Shareholders:

Please join us for the 2014 annual meeting of shareholders of A. H. Belo Corporation. The meeting will be held in the lobby of the TXCN Building at 570 Young Street, Dallas, Texas, on Thursday, May 15, 2014, at 1:30 p.m., Dallas, Texas time.

At the meeting, holders of A. H. Belo Series A common stock and A. H. Belo Series B common stock will act on the following matters:

1. Election of the four directors named in the proxy statement;
2. Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm;
3. Approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan;
4. Approval of an advisory resolution on executive compensation (say-on-pay); and
5. Any other matters that may properly come before the meeting.

All record holders of shares of A. H. Belo Series A common stock and A. H. Belo Series B common stock at the close of business on March 20, 2014 are entitled to vote at the meeting or at any postponement or adjournment of the meeting.

As permitted by the rules of the Securities and Exchange Commission (the "SEC"), we are furnishing our proxy materials to shareholders via the Internet. Shareholders will receive a Notice of Internet Availability of Proxy Materials with instructions for accessing the proxy materials, including our proxy statement and annual report, and for voting via the Internet. The electronic delivery of our proxy materials will expedite receipt of the materials by our shareholders, reduce any environmental impact and lessen our printing and mailing costs.

The Notice of Internet Availability of Proxy Materials identifies the date, time and location of the annual meeting; the matters to be acted upon at the meeting and the Board of Directors' recommendation with regard to each matter; a website where shareholders can access the proxy materials and vote their shares; and a toll-free telephone number, an email address and a website where shareholders can request a paper or email

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copy of the proxy materials, including our proxy statement, annual report to shareholders and form of proxy/voting instruction card, free of charge.

By Order of the Board of Directors

DANIEL J. BLIZZARD

*Secretary*

April 1, 2014

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**P. O. Box 224866**

**Dallas, Texas 75222-4866**

**www.ahbelo.com**

**PROXY STATEMENT**

**For the Annual Meeting of Shareholders**

**To Be Held On May 15, 2014**

This proxy statement contains information related to the annual meeting of shareholders of A. H. Belo Corporation ( A. H. Belo, the Company, we, our or us ) to be held on Thursday, May 15, 2014, beginning at 1:30 p.m., Dallas, Texas time, in the lobby of the TXCN Building at 570 Young Street, Dallas, Texas, and any postponement or adjournment of the meeting.

A Notice of Internet Availability of Proxy Materials (the Notice ) is being mailed or otherwise sent to shareholders of A. H. Belo on or about April 1, 2014. Paper copies of this proxy statement and related proxy/voting instruction card will be distributed to shareholders beginning on or about April 1, 2014.

**Important Notice Regarding the Availability of Proxy Materials for the 2014 Annual Meeting to be Held on May 15, 2014.** A. H. Belo's 2014 proxy statement and 2013 annual report, which includes consolidated financial statements for the year ended December 31, 2013, are available at [www.proxyvote.com](http://www.proxyvote.com) by entering a control number found in your notification materials. These documents are also posted on our website at [www.ahbelo.com](http://www.ahbelo.com).

**ABOUT THE MEETING**

***What is the purpose of the annual meeting?***

At the annual meeting, shareholders will act on matters outlined in the accompanying notice, including the election of directors, ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm, approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan, an advisory resolution on executive compensation (say-on-pay), and any other matters properly brought before the meeting. Management will report on A. H. Belo's performance in 2013 and respond to questions and comments from shareholders.

***Who can attend the annual meeting?***

Shareholders and guests of A. H. Belo may attend the annual meeting.

***Who may vote at the meeting?***

Only shareholders who owned A. H. Belo shares of common stock at the close of business on March 20, 2014 (the record date ), or their duly appointed proxies, are entitled to vote at the meeting, or at any postponement or adjournment of the meeting. Our common stock is divided into two series: Series A common stock and Series B common stock. Holders of either series of common stock as of the close of business on the



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record date will be entitled to vote at the meeting. At the close of business on the record date, a total of 19,672,820 shares of Series A common stock and 2,392,430 shares of Series B common stock were outstanding and entitled to vote.

### ***What are the voting rights of the holders of Series A common stock and Series B common stock?***

Holders of A. H. Belo Series A and Series B common stock vote together as a single class on all matters to be acted upon at the annual meeting. Each outstanding share of Series A common stock will be entitled to one vote on each matter. Each outstanding share of Series B common stock will be entitled to 10 votes on each matter.

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### ***Why did I receive a one-page Notice of Internet Availability of Proxy Materials instead of a full set of proxy materials?***

Pursuant to rules adopted by the Securities and Exchange Commission (the SEC), the Company has elected to provide access to its proxy materials via the Internet and has sent the Notice to its shareholders. Shareholders can access the proxy materials on the website referred to in the Notice or request to receive free of charge a printed set of the proxy materials, including a proxy/voting instruction card. Instructions on how to access the proxy materials over the Internet or to request a printed copy are set forth in the Notice. If you hold A. H. Belo shares in your A. H. Belo Savings Plan account or in your Belo Savings Plan account, the Notice also has instructions on how to provide your voting instructions via the Internet.

In addition, all shareholders may request to receive proxy materials electronically by email on an ongoing basis by following the instructions in the paragraph captioned *How to Receive Future Proxy Statements and Annual Reports Online* in the Annual Report and Additional Materials section of this proxy statement. The Company encourages shareholders to take advantage of the availability of the proxy materials on the Internet in order to help reduce printing and mailing costs and environmental impacts.

### ***What constitutes a quorum to conduct business at the meeting?***

In order to carry on the business of the meeting, we must have a quorum present in person or by proxy. A majority of the voting power of the outstanding shares of common stock eligible to vote and at least one-third of the outstanding shares entitled to vote must be present at the meeting, in person or by proxy, in order to constitute a quorum.

Abstentions and broker non-votes are counted as present at the meeting for purposes of determining whether we have a quorum. A broker non-vote occurs when a broker or other nominee returns a proxy but does not vote on a particular proposal because the broker or nominee does not have authority to vote on that particular item and has not received voting instructions from the beneficial owner.

### ***How do I cast my vote?***

You may receive more than one Notice or proxy/voting instruction card depending on how you hold your shares. It is important that you follow the instructions on each card or Notice and vote the shares represented by each card or Notice separately.

*Shareholders of record.* If you hold shares directly and are listed as a shareholder on A. H. Belo's stock records, you may vote in person if you attend the meeting or you may vote by proxy, which gives the proxy holder the right to vote your shares on your behalf. You may vote by proxy online via the Internet, by telephone, or, if you request copies of the proxy materials, by completing and returning your proxy card in the envelope provided. Shares represented by proxy cards that are properly completed and submitted will be voted in accordance with the shareholder's instructions.

*Shares held in broker or other nominee name (street name).* If you hold shares in street name, you have the right to instruct your broker or other nominee on how to vote those shares on your behalf and you will receive a Notice or, if you request, a copy of the proxy materials, including a voting instruction form, from them. Alternatively, you may vote these shares in person at the meeting, by following the instructions below under *How do I vote in person.*

*Shares held in your A. H. Belo Savings Plan account or in your Belo Savings Plan account.* These shares may be voted only by the plan trustee, but you may instruct the plan trustee on how to vote them. Information on how to provide voting instructions to the plan trustee via the Internet is set out in the Notice. The Notice also includes information on how to obtain paper copies of the proxy materials, including a voting instruction card, if you so desire. For more information, please refer to the question and answer *How do I vote my shares held in the A. H. Belo Savings Plan or in the Belo Savings Plan* below.

If you want to vote using the Internet or telephone, please follow the instructions on each proxy/voting instruction card or in the Notice, and have the proxy/voting instruction card or the Notice available when you call

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in or access the voting site. In order to be included in the final tabulation of proxies, completed proxy/voting instruction cards must be received, and votes cast using the Internet or telephone must be cast, by the date and time noted on the card or in the Notice.

### ***How do I vote in person?***

For shares held of record in your name, you may vote in person by completing a ballot at the annual meeting. If you plan to vote in person but hold shares through a broker or other nominee, you must provide a legal proxy from the broker or nominee evidencing your authority to vote shares the broker held for your account at the close of business on March 20, 2014. You must contact your brokerage firm directly in advance of the annual meeting to obtain a legal proxy. Blank ballots will be available at the registration table at the meeting. Completed ballots may be deposited at the registration table and a call for completed ballots will be made during the course of the meeting prior to the close of the polls. Voting instructions with respect to shares held in the A. H. Belo Savings Plan or the Belo Savings Plan must be submitted by May 13, 2014, and may not be provided at the meeting.

### ***Can I change my vote or revoke my proxy prior to the final voting?***

Yes. For shares held of record in your name, you may revoke your proxy (including an Internet or telephone vote) by:

filing a written notice of revocation with the Secretary of A. H. Belo at any time prior to the annual meeting; or

delivering a duly executed written proxy bearing a later date by the voting deadline set forth on the proxy card; or

submitting a new proxy by Internet or telephone by the voting deadline set forth on the proxy card; or

voting by ballot at the meeting. Attendance at the meeting does not by itself revoke a previously granted proxy.

If your shares are held through a broker or nominee, contact that broker or nominee if you wish to change your voting instructions.

For information on how to revoke or modify previously given voting instructions with respect to shares held through one of the Savings Plans, please see *How do I vote my shares held in the A. H. Belo Savings Plan or in the Belo Savings Plan* below.

### ***How do I vote my shares held in the A. H. Belo Savings Plan or in the Belo Savings Plan?***

Fidelity Management Trust Company is the plan trustee for the A. H. Belo Savings Plan. If you were an employee of Belo Corp., the former parent company of A. H. Belo, you may also hold A. H. Belo shares in the Belo Savings Plan, for which Fidelity also serves as the plan trustee. The A. H. Belo Savings Plan and the Belo Savings Plan are referred to herein as the Savings Plans. Only the plan trustee can vote the shares held by the Savings Plans. If you participate in either of these Savings Plans and had full shares of A. H. Belo common stock credited to your account as of the record date, you received a Notice in lieu of paper copies of our proxy materials. The Notice includes instructions on how to access the proxy materials over the Internet and how to request a printed set of the proxy materials, including a voting instruction card, if you desire to do so. The Notice also has information on how to provide your voting instructions to the plan trustee via the Internet or telephone. You will not be able to vote these shares in person at the annual meeting.

Because of the time required to tabulate voting instructions from participants in the Savings Plans before the annual meeting, the trustee must receive your voting instructions by May 13, 2014. If you sign, date and return a paper voting instruction card but do not check any boxes on the card, the trustee will vote your shares FOR the nominees standing for election as directors named in this proxy statement, FOR ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm, FOR approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan and FOR approval of the advisory resolution on executive compensation (say-on-pay). In addition, at its discretion, the trustee of the



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Savings Plans will be authorized to vote on any other matter that may properly come before the meeting or any adjournment or postponement of the meeting. If the trustee does not receive instructions from you (by Internet, telephone or voting instruction card) by May 13, 2014, the trustee will vote your shares in the same proportion as the shares in your particular Savings Plan for which voting instructions have been received from other plan participants. You may revoke or modify previously given voting instructions by May 13, 2014, by submitting a new voting instruction by Internet or telephone, filing with the trustee either a written notice of revocation or submitting a properly completed and signed voting instruction card by that date.

### ***What happens if I do not give specific voting instructions?***

If you indicate when voting on the Internet or by telephone that you wish to vote as recommended by the Board or you sign and return a proxy card or voting instruction card without giving specific voting instructions, then the proxy holders or the trustee of the Savings Plans, as appropriate, will vote your shares in the manner recommended by the Board on all matters presented in this proxy statement as follows: FOR the nominees standing for election as directors named in this proxy statement, FOR ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm, FOR approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan and FOR approval of the advisory resolution on executive compensation (say-on-pay). In addition, the proxy holders or the trustee of the Savings Plans, as appropriate, may vote in their discretion on any other matter that may properly come before the annual meeting or any adjournment or postponement of the annual meeting.

If you hold your shares through a broker, and you do not provide *any* voting instructions on the Internet or by telephone and do not return a voting instruction form, your broker may vote your shares at its discretion only on certain routine matters. If the organization that holds your shares does not receive any voting instructions from you, the organization that holds your shares will inform the inspector of election that it does not have the authority to vote your shares with respect to non-routine matters. This is generally referred to as a broker non-vote.

### ***Which proposals are considered routine or non-routine ?***

The Company believes that Proposal Two, the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm, is a routine matter on which brokers will be permitted to vote uninstructed shares. With respect to all other matters, however, your broker may not vote your shares for you without instructions and the aggregate number of unvoted shares is reported as the broker non-vote. The Company believes that the election of directors (Proposal One), the approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan (Proposal Three), and the advisory resolution on executive compensation (say-on-pay) (Proposal Four) are not routine matters and a broker or other nominee will not be permitted to vote any uninstructed shares on Proposals One, Three and Four.

### ***How are broker non-votes and abstentions treated?***

For Proposal One (election of directors), abstentions and broker non-votes have no effect. For matters requiring majority approval, abstentions and broker non-votes have the effect of negative votes, meaning that abstentions and broker non-votes will be counted in the denominator, but not the numerator, in determining whether a matter has received sufficient votes to be approved.

### ***What vote does the Board recommend?***

The Board recommends a vote:

FOR all director nominees named in this proxy statement;

FOR ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm;

FOR approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan; and

FOR approval of the advisory resolution on executive compensation (say-on-pay).

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With respect to any other matter that properly comes before the meeting, the proxy holders will vote in their own discretion.

### ***What number of votes is required to approve each proposal?***

**Election of directors (Proposal One)** The affirmative vote of a plurality of the voting power represented at the annual meeting and entitled to vote is required for the election of directors. This means that the nominees receiving the highest number of votes cast for the number of positions to be filled are elected. You do not have the right to cumulate votes in the election of directors. In other words, you cannot multiply the number of shares you own by the number of directorships being voted on and then cast the total for only one candidate or among several candidates as you see fit. Votes that are instructed to be withheld with respect to the election of one or more directors will not be voted for the director or directors indicated, although they will be counted for purposes of determining whether a quorum is present. Shares held in broker or street name cannot be voted on this proposal without your instruction.

Additionally, if an incumbent director does not receive the affirmative vote of at least a majority of the votes cast with respect to that director's election at the annual meeting (which for this purpose includes votes cast for the director's election and votes to withhold authority with respect to the director's election), then that director is required to promptly tender his or her resignation and the Board will act on such resignation as provided in the Company's Corporate Governance Guidelines, the applicable portion of which is attached to this proxy statement as Appendix A.

**Ratification of appointment of independent registered public accounting firm (Proposal Two)** The affirmative vote of a majority of the voting power represented at the annual meeting and entitled to vote is required to ratify the appointment of KPMG LLP as the independent registered public accounting firm for the Company for 2014. With respect to shares held in broker or street name, your broker has discretion to vote any uninstructed shares on this matter.

**Approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan (Proposal Three)** The affirmative vote of a majority of the voting power represented at the annual meeting and entitled to vote is required to approve the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan. Shares held in broker or street name cannot be voted on this proposal without your instruction.

**Advisory resolution regarding executive compensation (say-on-pay) (Proposal Four)** The affirmative vote of a majority of the voting power represented at the annual meeting and entitled to vote is required to approve this advisory resolution. Shares held in broker or street name cannot be voted on this proposal without your instruction.

**Other matters** Unless otherwise required by law or the Company's Certificate of Incorporation, the affirmative vote of a majority of the voting power represented at the annual meeting and entitled to vote is required for other matters that properly may come before the meeting.

### ***Where can I find the voting results of the annual meeting?***

The preliminary voting results will be announced at the annual meeting. The final voting results will be tallied by the inspector of election and published in a Current Report on Form 8-K, which the Company is required to file with the SEC within four business days following the annual meeting.

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**PROXY SOLICITATION**

Your proxy is being solicited on behalf of A. H. Belo's Board of Directors. In addition to use of the mail, the solicitation may also be made by use of facsimile, the Internet or other electronic means, or by telephone or personal contact by directors, officers, employees and agents of A. H. Belo. A. H. Belo pays the costs of this proxy solicitation.

We have hired Morrow & Co., LLC, 470 West Ave, Stamford, CT 06902, to assist in soliciting proxies from beneficial owners of shares held in the names of brokers and other nominees, and have agreed to pay Morrow & Co., LLC a fee of \$5,000 plus its related costs and expenses. We also supply brokers, nominees and other custodians with proxy forms, proxy statements and annual reports for the purpose of sending proxy materials to beneficial owners. We reimburse brokers, nominees and other custodians for their reasonable expenses.

**Table of Contents****A. H. BELO CORPORATION STOCK OWNERSHIP**

The following tables set forth information about the beneficial ownership of A. H. Belo common stock by our current directors, nominees for election as director, the executive officers named in the Summary Compensation Table (the named executive officers or NEOs), all current directors, director nominees and executive officers as a group, and by each person known to A. H. Belo to own more than 5% of the outstanding shares of A. H. Belo Series A or Series B common stock. At the close of business on March 20, 2014, there were 19,672,820 Series A shares, 2,392,430 Series B shares and 22,065,250 combined Series A and Series B shares issued and outstanding.

Under SEC rules, the beneficial ownership of a person or group includes not only shares held directly or indirectly by the person or group but also shares the person or group has the right to acquire within 60 days of the record date pursuant to exercisable options and convertible securities. The information below, including the percentage calculations, is based on beneficial ownership rather than direct ownership of issued and outstanding shares, except as described in footnote (1) to the table below.

Unless otherwise indicated, each person listed below has sole voting power and sole dispositive power with respect to the shares of common stock indicated in the table as beneficially owned by such person. Series A common stock has one vote per share and Series B common stock has 10 votes per share. Consequently, the voting power of Series B holders is greater than the number of shares beneficially owned. For example, the shares of A. H. Belo common stock beneficially owned by all current directors, director nominees and executive officers as a group, representing 15.2% of the total outstanding shares of Series A and Series B common stock, have combined voting power of 56.8%.

**A. H. Belo Corporation Stock Ownership of Directors and Executive Officers**

Shares of Common Stock Beneficially Owned								
And Percentage of Outstanding Shares as of March 20, 2014(1)(2)(3)								
Name	Series A		Series B		Combined		Combined	
	Number	Percent	Number	Percent	Series A and Series B Number	Series A and Series B Percent	Series A and Series B Votes	Series A and Series B Percent
James M. Moroney III**+	179,037	**	602,019	24.3%	781,056	3.5%	6,199,227	14.0%
Robert W. Decherd**+	467,126	2.4%	1,548,489	62.3%	2,015,615	9.1%	15,952,016	35.8%
Alison K. Engel+	59,090	**	700	**	59,790	**	66,090	**
Daniel J. Blizzard+	25,034	**	2,800	**	27,834	**	53,034	**
Grant S. Moise+	4,596	**		**	4,596	**	4,596	**
Robert W. Mong+	22,629	**	21,220	**	43,849	**	234,829	**
John A. Beckert**	4,795	**		**	4,795	**	4,795	**
Louis E. Caldera	8,241	**	5,225	**	13,466	**	60,491	**
Dealey D. Herndon*	26,988	**	347,051	14.2%	374,039	1.7%	3,497,498	7.9%
Ronald D. McCray*	8,016	**		**	8,016	**	8,016	**
Tyree B. (Ty) Miller**	23,337	**		**	23,337	**	23,337	**
John P. Puermer*	26,517	**	15,900	**	42,417	**	185,517	**
Nicole G. Small*	4,795	**		**	4,795	**	4,795	**
All directors, director nominees and executive officers as a group (15 persons)	860,214	4.4%	2,545,804	95.6%	3,406,018	15.2%	26,318,254	56.8%

\* Director

\*\* Nominee

+ Named Executive Officer

\*\* Less than one percent





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- (1) Series B shares are convertible at any time on a share-for-share basis into Series A shares but not vice versa. For purposes of determining the number of Series A shares beneficially owned by the persons listed, the person may be deemed to be the beneficial owner of the Series A shares into which the Series B shares owned are convertible. The numbers listed in the Series A column, however, do not reflect the Series A shares that may be deemed to be beneficially owned by the person listed because of this convertibility feature. If the Series A shares total included shares into which Series B shares held are convertible, the persons listed would be deemed to be the beneficial owners of the following percentages of the Series A shares: Jim Moroney, 3.9%; Robert Decherd, 9.5%; Dealey Herndon, 1.9%; and all current directors, director nominees and executive officers as a group, 15.3%. These percentages are calculated by taking the person's number of combined Series A and Series B shares as reflected in the table above and dividing that number by the sum of (a) the Series A shares issued and outstanding, plus (b) the total of Series B shares owned by the person as reflected in the table above, plus (c) the person's exercisable stock options plus shares issuable upon the vesting and payment of restricted stock unit (RSU) awards listed in footnote (2) to the table.

The family relationships among the directors and named executive officers are as follows: Robert Decherd and Dealey Herndon are brother and sister. Jim Moroney is their second cousin.

The following shares are included in the individual's holdings because the individual has either sole or shared voting or dispositive power with respect to such shares.

Jim Moroney 954 Series A shares held by Moroney Family Belo, LLC, a limited liability company of which Jim is the manager; 5,960 Series A shares held by a family charitable foundation for which Jim serves as trustee; and 503,374 Series B shares held by Moroney Preservation Limited, a family limited partnership, for which Jim serves as manager. He disclaims beneficial ownership of these shares except to the extent of his pecuniary interest. Jim shares voting and dispositive power with respect to 96 Series B shares owned by him and his wife.

Robert Decherd 4,631 Series B shares owned by him and his wife as to which he shares voting and dispositive power.

- (2) The number of shares shown in the table above includes (a) shares held in the A. H. Belo Savings Plan at March 20, 2014, (b) shares that could be purchased by exercise of options exercisable on March 20, 2014 or within 60 days thereafter (up to and including May 19, 2014) under A. H. Belo's stock plans and (c) shares that could be received upon the vesting and payment of RSU awards through May 19, 2014, as follows:

Name	Shares Held in A. H. Belo Savings Plan		Exercisable Stock Options		Net Shares Issuable Upon Vesting & Payment of RSU Awards	
	Series A	Series B	Series A	Series B	Series A	Series B
	James M. Moroney III	981			82,500	
Robert W. Decherd	1,093			93,864		
Alison K. Engel	13			700		
Daniel J. Blizzard				2,800		
Grant S. Moise						
Robert W. Mong	3,636			21,220		
John A. Beckert						4,795
Louis E. Caldera				5,225		4,772
Dealey D. Herndon				47,051		4,772
Ronald D. McCray						4,772
Tyree B. (Ty) Miller						4,772
John P. Puerner				15,900		4,772
Nicole G. Small						4,795
All directors, director nominees and executive officers as a group (15 persons)	5,723			271,660		33,450

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(3) Pursuant to SEC rules, the percentages in the table are calculated by taking the number of shares indicated as beneficially owned by the listed person or group and dividing that number by the sum of (a) the number of issued and outstanding shares in each series or the combined series, as applicable, plus (b) the number of shares of each series or the combined series, as applicable, that the person or group may purchase through the exercise of stock options or may receive upon the vesting and payment of RSU awards as indicated in footnote (2) to the table.

**A. H. Belo Corporation Stock Ownership of Other Principal Shareholders (greater than 5%)**

Name and Address	Shares of Common Stock Beneficially Owned as of December 31, 2013						And Percentage of Outstanding Shares as of March 20, 2014(1)	
	Series A		Series B		Combined Series A and Series B		Combined Series A and Series B	
	Number	Percent	Number	Percent	Number	Percent	Votes	Percent
First Dallas Holdings, Inc; Craig D. Hodges; First Dallas Securities, Inc.; Hodges Capital Management, Inc.; Hodges Fund; and Hodges Pure								
Contrarian Fund(2) 2905 Maple Avenue	1,826,200	9.3%			1,826,200	8.3%	1,826,200	4.2%
Dallas, TX 75201 Wells Fargo & Company; Wells Capital Management, Incorporated; Wells Fargo Bank, N.A.; and Wells Fargo Funds Management, LLC(3) 420 Montgomery Street San Francisco, CA 94104	1,410,065	7.2%			1,410,065	6.4%	1,410,065	3.2%
Dimensional Fund Advisors LP(4) Palisades West, Building One 6300 Bee Cave Road Austin, TX 78746	1,302,420	6.6%			1,302,420	5.9%	1,302,420	3.0%
BlackRock, Inc.(5) 40 East 52 <sup>nd</sup> Street New York, NY 10022	1,207,398	6.1%			1,207,398	5.5%	1,207,398	2.8%
Zuckerman Investment Group, LLC; Sherwin A. Zuckerman; and Daniel R. Zuckerman(6) 155 North Wacker Drive, Suite 1700, Chicago, IL 60606	995,102	5.1%			995,102	4.5%	995,102	2.3%

- (1) The number of shares beneficially owned is based upon information contained in Form 13G reports filed by the applicable beneficial owners reporting ownership as of December 31, 2013. The percentages in the table are calculated using the number of shares issued and outstanding as of March 20, 2014.
  
- (2) Based upon information contained in its report on Form 13G for the year ended December 31, 2013, as filed with the SEC on February 13, 2014, First Dallas Holdings, Inc. and Craig D. Hodges share voting power authority with respect to 1,347,500 of these shares and share dispositive power with respect to all of these shares. The subsidiaries of First Dallas Holdings, Inc. have the following authority with respect to these shares: First Dallas Securities, Inc. shares dispositive power with respect to 143,400 shares; Hodges Capital Management, Inc. shares voting power with respect to 1,347,500 of these shares and shares dispositive power with respect to 1,682,800 of these shares; Hodges Fund shares voting power and dispositive power with respect to 1,200,000 of these shares; and Hodges Pure Contrarian Fund shares voting power and dispositive power with respect to 122,500 of these shares. Hodges Capital Management, Inc. is the investment adviser to the Hodges Fund and the Hodges Pure Contrarian Fund. Both Hodges Capital Management, Inc. and First Dallas Securities, Inc. are owned by First Dallas Holdings, Inc. Craig D. Hodges is the controlling shareholder of First Dallas Holdings, Inc.

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- (3) Based upon information contained in Amendment No. 8 to its report on Form 13G for the year ended December 31, 2013, as filed with the SEC on January 28, 2014, Wells Fargo & Company has sole voting and dispositive power with respect to 5 of these shares. Wells Fargo & Company shares voting power with respect to 1,184,185 of these shares and shares dispositive power with respect to 1,384,660 of these shares. Wells Capital Management Incorporated does not have sole voting or dispositive power with respect to any of these shares. Wells Capital Management Incorporated shares voting power with respect to 85,086 of these shares and shares dispositive power with respect to 1,384,660 of these shares. Wells Fargo Funds Management, LLC does not have sole voting or dispositive power with respect to any of these shares. Wells Fargo Funds Management, LLC shares voting and dispositive power with respect to 1,073,699 of these shares. The Amendment No. 8 to Form 13G filed by Wells Fargo & Company, as filed with the SEC on January 28, 2014, was filed on its own behalf and on behalf of the following subsidiaries: Wells Capital Management Incorporated; Wells Fargo Funds Management, LLC; Wells Fargo Bank, National Association; and Wells Fargo Advisors, LLC. Aggregate beneficial ownership reported by Wells Fargo & Company is on a consolidated basis and includes any beneficial ownership separately reported by a subsidiary.
- (4) Based upon information contained in Amendment No. 2 to its report on Form 13G for the year ended December 31, 2013, as filed with the SEC on February 10, 2014, Dimensional Fund Advisors LP has sole voting power with respect to 1,251,934 of these shares and has sole dispositive power with respect to all of these shares. Dimensional Fund Advisors LP is an investment adviser to four investment companies and serves as investment manager to certain other commingled group trusts and separate accounts (such as investment companies, trusts and accounts, collectively referred to as the Funds ). In its role as investment advisor, sub-advisor and/or manager, Dimensional Fund Advisors, LP or its subsidiaries possess voting and/or investment power over the securities of A. H. Belo that are owned by the Funds, and may be deemed to beneficially own shares held by the Funds.
- (5) Based upon information contained in its report on Form 13G for the year ended December 31, 2013, as filed with the SEC on January 28, 2014, BlackRock, Inc. has sole voting power with respect to 1,187,408 of these shares and sole dispositive power with respect to all of these shares. The Form 13G filed by BlackRock, Inc., as filed with the SEC on January 28, 2014, was filed on its own behalf and on behalf of the following subsidiaries: BlackRock Advisors, LLC; BlackRock Fund Advisors; BlackRock Institutional Trust Company, N.A.; and BlackRock Investment Management, LLC.
- (6) Based upon information contained in its report on Form 13G for the year ended December 31, 2013, as filed with the SEC on February 13, 2014, Zuckerman Investment Group, LLC, Sherwin A. Zuckerman and Daniel R. Zuckerman share voting and dispositive power with respect to all of these shares. Sherwin A. Zuckerman and Daniel R. Zuckerman are Co-CEOs, and together they are the controlling shareholders of Zuckerman Investment Group, LLC, and thus may be considered the beneficial owners of shares beneficially owned by Zuckerman Investment Group, LLC.

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The following table provides information regarding Series A and Series B common stock authorized for issuance under A. H. Belo's equity compensation plans as of December 31, 2013. The amounts set out in the table do not include any adjustment for risk of forfeiture:

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights(1)		(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights(2)		(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a))(3)	
	Series A	Series B	Series A	Series B	Series A or Series B	
	Equity Compensation Plans Approved by Shareholders(4)	437,291	910,533	\$ 15.29		4,483,890
	Equity Compensation Plans Not Approved by Shareholders					
Total	437,291	910,533	\$ 15.29		4,483,890	

(1) Shares of Series A common stock are potentially issuable under outstanding RSU grants and shares of Series B common stock are reserved for issuance under outstanding option grants.

(2) RSUs are valued as of the date of vesting and have no exercise price. Consequently, they are not included in the calculation of weighted average exercise price.

(3) A. H. Belo's equity compensation plans allow the Compensation Committee to designate at the time of grant that awards will be settled in either Series A or Series B common stock.

(4) All of A. H. Belo's equity compensation plans under which Series A or Series B common stock is authorized for issuance were approved by its shareholders.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Federal securities laws require that A. H. Belo's executive officers and directors, and persons who own more than ten percent of a registered class of A. H. Belo common stock, file reports with the SEC within specified time periods disclosing their beneficial ownership of A. H. Belo common stock and any subsequent changes in beneficial ownership of A. H. Belo common stock. These reporting persons are also required to furnish us with copies of these reports. Based on information provided to us by these reporting persons or otherwise, we believe that all filings required to be made by the reporting persons during 2013 were timely filed.



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**PROPOSAL ONE: ELECTION OF DIRECTORS**

A. H. Belo's bylaws provide that the Board of Directors comprises five to ten directors, divided into three classes, approximately equal in number, with staggered terms of three years so that the term of one class expires at each annual meeting. The bylaws further provide that a director will retire on the date of the annual meeting of shareholders next following his or her 68th birthday.

**Selection, Qualifications and Experience of Directors**

The Nominating and Corporate Governance Committee of the Board of Directors is responsible for identifying director candidates and making recommendations to the Board. The Board is ultimately responsible for nominating candidates for election to the Board. The Nominating and Corporate Governance Committee employs a variety of methods for identifying and evaluating director nominees. Candidates may come to the Committee's attention through current Board members, shareholders or other persons. In evaluating director candidates, the Committee considers a variety of criteria, including an individual's character and integrity; business, professional and personal background; skills; current employment; community service; and ability to commit sufficient time and attention to activities of the Board. The Nominating and Corporate Governance Committee also may take into account any specific financial, technical or other expertise, and the extent to which such expertise would complement the Board's existing mix of skills and qualifications. The Committee considers these criteria in the context of the perceived needs of the Board as a whole. For more information regarding the Nominating and Corporate Governance Committee and the nominee selection and evaluation process, please see Corporate Governance Committees of the Board Nominating and Corporate Governance Committee.

Based on a review of the background and experiences of the directors, we believe that each of our directors, including those proposed for election to the Board at the 2014 annual meeting, possesses the professional and personal qualifications necessary for service on the A. H. Belo Board of Directors. In the individual biographies below, we have highlighted particularly noteworthy attributes of each Board member that led to the Board's conclusion that the person should serve as an A. H. Belo director in light of the Company's business and structure. In addition, we note that, based on their length of service to the Company, including prior to the 2008 spin-off of the Company by Belo Corp., several of our directors have significant exposure to both our business and the communities in which we operate.

**Nominees for A. H. Belo Directors**

The following candidates are nominated by the Board and each is an incumbent director: John Beckert, Robert Decherd and Ty Miller are standing for election as Class III directors and each will be eligible to serve a three-year term until the 2017 annual meeting; Jim Moroney is standing for election as a Class I director and will be eligible to serve a one-year term until the 2015 annual meeting. The independence of each director is addressed under Corporate Governance Director Independence.

Each independent director serves on each of the three standing committees of the Board (Audit, Compensation and Nominating and Corporate Governance). Jim Moroney, Robert Decherd and Dealey Herndon do not serve on any standing committee of the Board.



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**Class III Directors (Terms expire at A. H. Belo s 2014 annual meeting)**

**John A. Beckert**  
Age 60

Director since September 2011  
Audit Committee Chairman

John Beckert has been an Operating Partner for Highlander Partners, L.P., a private equity firm, since March 2012. He served as a Special Advisor to Highlander Partners from October 2010 to March 2012. John served ClubCorp, Inc., a golf course and resort management company, as chief executive officer from June 2004 through December 2006 and chief operating officer from August 2002 through June 2004. He became chairman of the board and a director of ClubCorp Holdings, Inc. in August 2013 prior to the company s initial public offering. John is chairman of the board of The Composites Group, a company that develops and manufactures thermoset plastic compounds and custom molded components, where he has been a director since December 2010. He was a member of the board of directors of Meisel, a digital graphic arts provider, until December 2012. From May 2000 until July 2002, John was a partner in Seneca Advisors L.L.P., a Dallas-based consulting and private investment firm, and from 1985 to April 2000, he served as chief operating officer of Dallas-based Bristol Hotels & Resorts, then the largest independent hotel operating company in North America.

As a result of these experiences and others, John possesses extensive business and leadership experience in large organizations, and knowledge and background in accounting, finance and tax. As a result of such experiences, together with his private equity experience, the Board s collective qualifications, skills and experience are strengthened.

**Robert W. Dechard**  
Age 62

Director since October 2007

Robert Dechard served as chairman, president and Chief Executive Officer of A. H. Belo Corporation from December 2007 through September 2013, when he assumed the role of vice chairman of the Board of Directors. Robert served as non-executive chairman of Belo Corp. from February 2008 through December 2013 and he held several executive positions during his 35-year career with Belo Corp., including chairman and chief executive officer from January 1987 through January 2008; president from January 1985 through December 1986 and again from January 1994 through February 2007; and chief operating officer from January 1984 through December 1986. Robert has been a member of the board of directors of Kimberly-Clark Corporation since 1996, served as that company s Lead Director from 2004 to 2008, its chairman from 2002 to 2004, and served on its audit committee since 2008. He serves on the Advisory Council for Harvard University s Center for Ethics and the Board of Visitors of the Columbia University Graduate School of Journalism. From 2002 to March 2006, he served as a member of the FCC s Media Security and Reliability Council, which was part of former President Bush s Homeland Security initiative.

As a result of these and other professional experiences, Robert possesses extensive knowledge and experience in the media industry, as well as with related regulatory agencies and industry organizations. Robert also has significant public company board experience (including lead director and audit committee chairmanship experience), all of which serve to strengthen the Board s collective qualifications, skills and experience.

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**Tyree B. (Ty) Miller**  
Age 60

Director since May 2009  
Nominating and Corporate Governance Committee Chairman  
Lead Director

Ty Miller is President of A.G. Hill Partners, LLC, a Dallas-based investment firm. Ty also serves as a director and a member of the audit and nominating and corporate governance committees of SWS Group, Inc. From October 2005 until February 2008, Ty was a venture partner with Austin Ventures, a private equity firm. He served as president and chief executive officer of Bank One Global Treasury Services, a unit of Banc One Corporation, from 2000 until the business merged with JPMorgan Chase in July 2004. During his 28-year career with Bank One, Ty held several executive positions, including chairman and chief executive officer of Bank One, Texas NA from 1998 to 2000. Ty served as a director and chairman of Paymetric, Inc. from September 2004 to February 2009 and as a director of Corillian Corp. from April 2005 to May 2007 and VISA USA from 2001 through 2003. He was on the executive committee of the Clearing House for Payments Company, New York, from 2001-2004.

Ty possesses extensive experience in financial services, private equity and money management. That experience, combined with his business leadership roles, accounting and finance background (including a masters of business administration), and public and private company board experience (including audit committee and compensation committee experience) combine to strengthen the Board's collective qualifications, skills and experience.

**Class I Director (Term expires at A. H. Belo's 2015 annual meeting)**

**James M. Moroney III**  
Age 57

Director since September 2013

Jim Moroney has served as chairman, president and Chief Executive Officer of A. H. Belo Corporation since September 2013. He also serves as publisher and Chief Executive Officer of The Dallas Morning News, a position he has held since June 2001. From November 2007 to September 2013, Jim served as executive vice president of A. H. Belo. Previously, Jim held several executive positions with Belo Corp., including president of Belo Interactive, Inc. from its formation in May 1999 until June 2001, executive vice president of Belo Corp. from July 1998 through December 1999, with responsibilities for Finance, Treasury and Investor Relations, and president/Television Group from January 1997 through June 1998, with responsibility for the operations of all of Belo Corp.'s television stations. Jim served on the board of Belo Corp. from February 2008 through December 2013. He currently serves on the boards of Newspaper Association of America, the American Press Institute, the Associated Press, the Advisory Board of the College of Communications at the University of Texas, The Dallas Foundation, the Bishop's Finance Council of the Catholic Diocese of Dallas and the State Fair of Texas.

Jim's extensive knowledge and experience in the media industry, finance, technology and his broad leadership and business experience gained through his service as a member of private and non-profit boards all serve to strengthen the Board's collective qualifications, skills and experience.

**Vote Required for Approval**

The affirmative vote of a plurality of the voting power represented at the annual meeting and entitled to vote is required for the election of directors. This means that the nominees receiving the highest number of votes cast for the number of positions to be filled are elected. For additional information, please see *What number of votes is required to approve each proposal?*

**Recommendation of the Board of Directors**

**The Board of Directors recommends a vote FOR Proposal One, for the election of each of the director nominees named in this proxy statement.**



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**Directors Continuing in Office**

Information regarding our directors continuing in office is provided below.

**Class II Directors (Terms expire at A. H. Belo's 2016 annual meeting)**

**Louis E. Caldera**  
Age 57

Director since March 2011

Louis Caldera is a private investor and corporate director. He served as vice president of Programs of the Jack Kent Cooke Foundation from July 2010 until March 2012. Louis was a senior fellow at the Center for American Progress from June 2009 to June 2010, and served as Director of the White House Military Office in the Obama Administration from January 2009 to May 2009. Louis served as a tenured member of the University of New Mexico Law School faculty from August 2003 to December 2010 and was president of the University of New Mexico from August 2003 to February 2006. Previously, Louis was vice chancellor for university advancement at The California State University and Secretary of the Army in the Clinton Administration.

Louis is a former director of A. H. Belo Corporation (December 2007 to January 2009), Belo Corp. (July 2001 to February 2008), IndyMac Bancorp, Inc. (May 2002 to August 2008), and Southwest Airlines Co. (March 2003 to January 2009).

Louis has significant experience and knowledge in the leadership of large organizations, accounting and finance, as well as governmental policy and public company board experience (including audit committee chairmanship experience). These skills, together with his legal training and experience, serve to strengthen the Board's collective qualifications, skills and experience.

**John P. Puerner**  
Age 62

Director since May 2008

John Puerner is a private investor whose professional career was spent primarily with Tribune Company. He served as publisher, president and chief executive officer of the *Los Angeles Times* from April 2000 to May 2005, when he retired from Tribune. Before that, John was publisher, president and chief executive officer of the *Orlando Sentinel* and vice president and director of marketing and development for the *Chicago Tribune*. He held a number of corporate staff positions in finance and strategic planning starting in 1979 when he joined Tribune.

John's extensive experience in journalism and specifically, the newspaper industry, combined with his business leadership roles while at Tribune Company, and his finance background (including a masters of business administration, and roles in financial planning and analysis) all add to the Board's collective qualifications, skills and experience.

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**Nicole G. Small**

Age 40

Director since September 2011

Nicole Small has served as President of the Lyda Hill Foundation, which funds conservation, medical and nature research, since January 2014. Nicole served previously as chief executive officer of the Perot Museum of Nature and Science from April 2002 through December 2013. She also served as a member of the Museum's expansion team from 2001 until April 2002. From 2000 until 2001, Nicole was a strategy and financial consultant and served as Entrepreneur in Residence of Idealab!, a business incubator based in Pasadena, California. From 1998-2000, she was co-founder and director of business development and strategy of Webwisher.com, an online gift registry that was subsequently acquired by WeddingChannel.com. Prior to 1998, Nicole was a summer associate in the investment banking division of Goldman, Sachs & Co. and was a business analyst with McKinsey and Company, Inc. She serves on the board of the Hockaday School of Dallas and is active in various other business and community organizations.

Nicole possesses extensive community, business development and entrepreneurial experience. This experience together with her knowledge and background in management, finance and marketing (including a masters in management), serve to strengthen the Board's collective qualifications, skills and experience.

**Class I Directors (Terms expire at A. H. Belo's 2015 annual meeting)**

**Dealey D. Herndon**

Age 67

Director since December 2007

Dealey Herndon retired in July 2013 after a career as a project management professional with a specialty in project and construction management of large historic preservation projects. From 2008 to 2013, she was employed by the State Preservation Board of the State of Texas as project manager for the Governor's Mansion Restoration following a major fire in 2008. From 1995 until the business was sold in 2006, she was president and majority owner of Herndon, Stauch & Associates, an Austin-based firm that managed commercial, public and non-profit construction projects. From 1991 to 1995, she was executive director of the State Preservation Board of the State of Texas and managed the comprehensive Texas Capitol Preservation and Extension Project through its completion. Dealey has served in a leadership role with numerous non-profit organizations over the past 40 years. Dealey served as a director of Belo Corp. from 1986 to December 2013 and is a trustee emeritus of the National Trust for Historic Preservation.

In addition to her knowledge of the Company, its business and the media industry gained through her service to the A. H. Belo and Belo Corp. boards, Dealey's leadership and project management skills, insight and experience gained through the development and management of her own business, and her significant experience serving as a director of non-profit organizations, strengthen the Board's collective qualifications, knowledge and experience.

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**Ronald D. McCray**  
Age 56

Director since September 2010  
Compensation Committee Chairman

Ron McCray is a private investor and corporate director. He served as vice president and chief administrative officer of Nike, Inc. from August 2007 until May 2009. He served as senior vice president – law and government affairs of Kimberly-Clark Corporation from August 2003 until August 2007 and as its chief compliance officer from November 2004 until August 2007. Ron joined Kimberly-Clark in 1987 and held other senior positions prior to 2003 and also served as a member of the management executive committee. Before joining Kimberly-Clark, Ron was an attorney at the law firms of Weil, Gotshal & Manges in New York and Jones Day in Dallas. He is a limited partner of Boston Championship Basketball, LLC and is a former director of Knight-Ridder, Inc. and Kimberly-Clark de Mexico, S.A. de C.V. Ron is a director and audit committee member of Career Education Corporation, a for profit education services company, and EveryWare Global, Inc., a global marketer of tabletop and food preparation products. Additionally, Ron is a member of the governing boards of Cornell University, Children’s Medical Center of Dallas and Harvard Law School, a member of the executive board of the SMU Dedman School of Law, and was nominated by President Obama to be a member of the Federal Retirement Thrift Investment Board and confirmed by the Senate.

Ron has significant experience and knowledge in the leadership of large organizations, accounting, finance, corporate governance, risk management, operations and marketing, as well as public company board experience. These skills, together with his legal training and experience, serve to strengthen the Board’s collective qualifications, skills and experience.

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**PROPOSAL TWO: RATIFICATION OF THE APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

KPMG LLP served as A. H. Belo's independent auditors for the year ended December 31, 2013. The Audit Committee has appointed KPMG LLP to serve in such capacity for 2014, and as a matter of good corporate governance has determined to submit the appointment of KPMG LLP for ratification by the shareholders. If the shareholders do not ratify the appointment of KPMG LLP, the Audit Committee will consider the appointment of other independent registered public accounting firms.

Representatives of KPMG LLP will be present at the annual meeting. They will have the opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions presented at the annual meeting.

The table below sets forth the KPMG LLP fees related to the audits of our financial statements for the years ended December 31, 2013 and December 31, 2012 and the reviews of our financial statements for the quarterly periods within those years, and all other fees KPMG LLP has billed us for services rendered during the years ended December 31, 2013 and December 31, 2012:

	2013	2012
Audit Fees(1)	\$ 785,000	\$ 768,379
Audit-Related Fees(2)	\$ 172,500	\$ 140,000
Tax Fees(3)	\$ 12,000	\$ 32,838
All Other Fees(4)	\$ 55,000	\$ 6,000

(1) Consists of the audit of the annual consolidated financial statements, reviews of the quarterly consolidated financial statements, procedures to attest to the Company's compliance with Section 404 of the Sarbanes-Oxley Act of 2002 and assistance with SEC filings.

(2) Consists of audits of employee benefit plans.

(3) Consists of assistance with the preparation of federal and state tax returns, and consultations related to the tax implications of certain transactions and consulting on various matters.

(4) In 2013, consists of services related to the Company's sale of the operating assets and real estate of *The Press-Enterprise*. In 2012, consists of services related to an SEC S-8 Registration Statement filing.

The Audit Committee has adopted a policy and related procedures that set forth the manner in which the Audit Committee will review and approve all services to be provided by KPMG LLP before the firm is retained to provide such services. The policy requires Audit Committee pre-approval of the terms and fees of the annual audit services engagement, as well as any changes in terms and fees resulting from changes in audit scope or other items. The Audit Committee also pre-approves, on an annual basis, other audit services and audit-related and tax services set forth in the policy, subject to estimated fee levels pre-approved annually by the Committee. Any other services to be provided by the independent auditors must be separately pre-approved by the Audit Committee. In addition, if the fees for any pre-approved services are expected to exceed by 5% or more the estimated fee levels previously approved by the Audit Committee, the services must be separately pre-approved by the Committee. As a general guideline, annual fees paid to the independent auditors for services other than audit, audit-related and tax services should not exceed one-half the dollar amount of fees to be paid for these three categories of services collectively. The Audit Committee has delegated to the Committee chairman and other Committee members the authority to pre-approve services up to certain limits.

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Services pre-approved pursuant to delegated authority must be reported to the full Committee at its next scheduled meeting. The Company's Chief Financial Officer reports periodically to the Audit Committee on the status of pre-approved services, including projected fees. All of the services and fees reflected in the above table were approved by the Audit Committee in accordance with our pre-approval policy.



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**Vote Required for Approval**

The affirmative vote of a majority of the voting power represented at the annual meeting and entitled to vote on this proposal is required for approval.

**Recommendation of the Board of Directors**

**The Board of Directors recommends a vote FOR Proposal Two, for the ratification of the appointment of KPMG LLP as A. H. Belo's independent registered public accounting firm.**

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**PROPOSAL THREE: APPROVAL OF THE MATERIAL TERMS FOR PERFORMANCE-BASED AWARDS UNDER THE A. H. BELO 2008 INCENTIVE COMPENSATION PLAN**

The A. H. Belo 2008 Incentive Compensation Plan is designed to provide long-term and short-term incentives to executive officers, other key employees and directors. This plan is intended to provide a means to attract, retain and reward executive officers and other key employees, to link compensation to measures of the Company's performance by providing for incentive awards to be settled in cash and/or stock, and to promote the creation of stockholder value. Our board of directors adopted the plan in February 2008 at the time of the spin-off of A. H. Belo from Belo Corp. The plan was subsequently amended in 2008 by the Compensation Committee of the Board of Directors to make a minor change. We refer to the A. H. Belo 2008 Incentive Compensation Plan, as amended, as the "2008 plan" or the "ICP."

The Company desires to maintain an incentive compensation plan that provides flexibility to grant awards that meet the requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). Generally, Section 162(m) of the Code prevents a company from receiving a federal income tax deduction for compensation paid to the company's chief executive officer or any of the company's three other most highly compensated executive officers (other than the company's chief financial officer) in excess of \$1 million for any year, unless that compensation is performance-based. In order to qualify as performance-based compensation for purposes of Section 162(m) of the Code, the material terms of the performance goals under which the compensation may be paid must be disclosed to and approved by a company's shareholders every five years. The material terms of the performance goals for purposes of Section 162(m) of the Code include the employees eligible to receive compensation under the 2008 plan, a description of the business criteria on which performance-based compensation will be based and the maximum amount of compensation that could be paid to any employee under the 2008 Plan.

The 2008 plan, including the material terms of the performance goals thereunder, was approved by the Company's shareholders at the Company's 2009 annual meeting of shareholders. In order to allow for certain awards under the 2008 plan to be eligible to qualify as tax-deductible performance-based compensation under Section 162(m) of the Code, the Board has recommended that the material terms of the performance goals under the 2008 plan be submitted to the Company's shareholders for approval at the Company's 2014 annual meeting of shareholders. Shareholders are not being asked to approve any amendment to the 2008 plan or the 2008 plan itself. If shareholders fail to approve the proposal, the Company generally will still be able to grant awards of, among other things, stock options, appreciation rights, restricted stock and RSUs, but we may be limited in our ability to grant certain performance-based awards under the 2008 plan.

For purposes of Section 162(m) of the Code, we are seeking reapproval of the material terms for performance-based awards, including the business criteria that may be used to set performance goals for awards (including annual incentive awards) that are intended to qualify as performance-based compensation under Section 162(m) of the Code. Shareholder approval of the business criteria, which we refer to as "Management Objectives," and of the other material terms for performance-based awards will provide the Company with the flexibility to grant certain awards under the 2008 plan that are intended to qualify under Section 162(m) of the Code.

The following summary of the material terms for performance-based awards for purposes of Section 162(m) of the Code under the 2008 plan, and of the 2008 plan itself, is not intended to be exhaustive and is qualified in its entirety by reference to the full text of the 2008 plan, a copy of which is set forth in Exhibit I to this proxy statement.

**Eligibility for Performance-Based Awards**

Executive officers and other key employees of the Company and its subsidiaries, including any director who is also such an employee, are eligible to be granted awards under the 2008 plan that are intended to be performance based compensation under Section 162(m) of the Code. At present, approximately 30 officers and key employees of A. H. Belo or its subsidiaries would be considered to be eligible for performance-based awards under the 2008 plan.

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### **Management Objectives**

For awards under the 2008 plan that are subject to performance goals, the Compensation Committee has broad discretion in its establishment of performance criteria for participants under the 2008 plan. As used in the 2008 plan, Management Objectives means the measurable performance objectives, if any, established by the Compensation Committee for a performance period that are to be achieved with respect to an award under the 2008 plan. Management Objectives may be described in terms of Company-wide objectives (in other words, the performance of the Company and all of its subsidiaries) or in terms of objectives that are related to the performance of the individual participant or of the division, subsidiary, department, region or function within the Company or a subsidiary in which the participant receiving the award is employed or on which the participant's efforts have the most influence. The achievement of Management Objectives will be determined without regard to the effect on the Management Objectives of any acquisition or disposition by the Company of a trade or business, or of substantially all of the assets of a trade or business, during the performance period and without regard to any change in accounting standards or applicable tax laws.

The Management Objectives applicable to any award to a participant who is, or is determined by the Compensation Committee to be likely to become, a covered employee within the meaning of Section 162(m) of the Code (or any successor provision) will be limited to specified levels of, growth in, or performance relative to performance standards set by the Compensation Committee relating to or peer company performance in, one or more of the following performance measures (excluding the effect of extraordinary or nonrecurring items): (i) earnings per share; (ii) earnings before interest, taxes, depreciation and amortization; (iii) net income; (iv) net operating profit; (v) revenue; (vi) operating margins; (vii) share price; (viii) total shareholder return (measured as the total of the appreciation of and dividends declared on the common stock); (ix) return on invested capital; (x) return on shareholder equity; (xi) return on assets; (xii) working capital targets; (xiii) cost reduction; (xiv) debt reduction; and (xv) industry-specific measures of audience or revenue share.

If the Compensation Committee determines that, as a result of a change in the business, operations, corporate structure or capital structure of the Company (other than an acquisition or disposition by the Company of a trade or business), or the manner in which the Company conducts its business, or any other events or circumstances, the Management Objectives are no longer suitable, the Compensation Committee may in its discretion modify the Management Objectives or the related minimum acceptable level of achievement, in whole or in part, with respect to a performance period as the Compensation Committee deems appropriate and equitable, except where taking action would result in the loss of the otherwise available exemption of an award under Section 162(m) of the Code. In those cases, the Compensation Committee will not make any modification of the Management Objectives or minimum acceptable level of achievement.

### **Limitations on Awards**

Awards under the 2008 plan will be subject to the following limitations:

(a) No more than four million shares, subject to adjustment as described under Other Principal Provisions of the 2008 Plan General and Other Principal Provisions of the 2008 Plan General Terms for Awards Adjustments below, will be issued or transferred as restricted stock or RSUs, excluding any such shares awarded to directors.

(b) No more than eight million shares, subject only to adjustment as described in Other Principal Provisions of the 2008 General Terms for Awards Adjustments below, may be issued as incentive stock options.

(c) The maximum aggregate number of shares that may be subject to stock options, appreciation rights, RSUs, performance shares and restricted stock granted to any employee participant during a calendar year will not exceed 800,000 shares, subject to adjustment as described in Other Principal Provisions of the 2008 General Terms for Awards Adjustments below. This limitation will apply whether the award is paid in cash or shares of common stock.

(d) The maximum aggregate cash value of payments to any employee participant for any performance period pursuant to an award of performance units will not exceed \$5 million.

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(e) The maximum Incentive Compensation Plan Bonus paid to any employee participant during any calendar year will not exceed \$5 million.

### **Other Principal Provisions of the 2008 Plan**

#### ***General***

The goal of the 2008 plan is to provide appropriate incentives that will allow the Company to attract and retain the best available talent and to encourage the directors and participating employees to put forth their maximum efforts for the success of the Company's business, thereby serving the best interests of the Company and its shareholders. The 2008 plan permits grants of stock-based awards and performance-based bonus opportunities to directors, executive officers and other key employees. The number of shares reserved for award under the 2008 plan is 8,000,000, of which 4,500,695 shares remain available for future awards as of March 20, 2014.

All executive officers and other key employees of the Company and its subsidiaries, and the Company's non-employee directors, are eligible to participate in the 2008 plan. In addition, certain holders of Belo Corp. stock options and RSUs were granted stock options and RSUs under the 2008 plan in connection with the 2008 spin-off of the Company from Belo Corp. Approximately 37 individuals currently participate in the 2008 plan, including the Company's non-employee directors and named executive officers.

The 2008 plan is a flexible plan that provides the Compensation Committee with discretion to fashion the terms of awards to provide eligible participants with stock-based incentives and performance-based bonus opportunities, payable in cash or stock as the Compensation Committee deems appropriate. The 2008 plan permits the issuance of awards in a variety of forms, including: (1) non-qualified and incentive stock options, (2) appreciation rights, (3) restricted stock, (4) RSUs, (5) performance shares and performance units and (6) performance bonus opportunities (which we refer to as Incentive Compensation Plan Bonuses) that become payable annually upon achievement of specified Management Objectives.

Shares issued or transferred pursuant to the 2008 plan will be shares of Series A common stock or Series B common stock, as determined by the Compensation Committee in its discretion. The number of shares of common stock available under the 2008 plan will be adjusted to include shares that relate to awards which expire or are forfeited, or are transferred, surrendered or relinquished to or withheld by the Company in satisfaction of the exercise price of an option or in satisfaction of any tax withholding amount, or are paid in cash in lieu of shares.

On March 20, 2014, the market value of a share of Series A common stock was \$12.61, and the market value of a share of Series B common stock is assumed to be the same as a Series A share.

The 2008 plan will expire on February 8, 2018, which is the tenth anniversary of the effectiveness of the 2008 plan. No further awards will be made under the 2008 plan on or after such tenth anniversary.

#### ***Administration of the 2008 Plan***

Unless the administration of the 2008 plan has been expressly assumed by the Board pursuant to a resolution of the Board, the 2008 plan will be administered by the Compensation Committee, which at all times will consist of two or more directors appointed by the Board, all of whom will (1) meet all applicable independence requirements of the New York Stock Exchange and (2) qualify as non-employee directors as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the Exchange Act), and as outside directors as defined in regulations adopted under Section 162(m) of the Code, as such terms are amended from time to time. The Compensation Committee has the full authority and discretion to administer the 2008 plan and to take any action that is necessary or advisable in connection with the administration of the 2008 plan, including, without limitation, the authority and discretion to interpret and construe any provision of the 2008 plan or of any agreement, notification or document evidencing the grant of an award.

#### ***Awards under the 2008 Plan***

**Stock Options.** The Compensation Committee may from time to time authorize grants of stock options upon such terms and conditions as it may determine in accordance with the provisions of the 2008 plan. The

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Compensation Committee in its discretion will determine the number of shares of common stock subject to stock options to be granted to each participant. The Compensation Committee may grant non-qualified stock options, incentive stock options or a combination thereof to the participants. Stock options granted under the 2008 plan will provide for the purchase of common stock at a price not less than 100% of the market value thereof on the date the stock option is granted. No stock option will be exercisable more than ten years from the date of grant.

Stock options granted under the 2008 plan will be exercisable at such times and subject to such restrictions and conditions as the Compensation Committee shall approve. Each grant will specify that the exercise price is payable (1) in cash or by check acceptable to the Company, (2) by the actual or constructive transfer to the Company of shares of common stock already owned by the participant, (3) with the consent of the Compensation Committee, by withholding a number of shares otherwise issuable to a participant having a market value equal to the exercise price, or (4) in a combination of such methods of payment.

Each grant may also specify the required periods of continuous service by the participant with the Company or any subsidiary and/or the Management Objectives to be achieved before the stock options or installments thereof will become exercisable, and any grant may provide for the earlier exercise of the stock options in the event of a change in control (as defined below) or other similar transaction or event.

Neither the Compensation Committee nor the Board of Directors will authorize the amendment of any outstanding stock option to reduce the exercise price without the further approval of the shareholders of the Company, and no stock option will be cancelled and replaced with stock options having a lower exercise price without the further approval of the shareholders of the Company. The limitations described in this paragraph are not intended to prohibit adjustments permitted in the event of a stock split, stock dividend, merger, consolidation, or other corporate event or transaction as described in the 2008 plan. See *General Terms for Awards* *Adjustments* below.

***Appreciation Rights.*** The Compensation Committee may from time to time authorize grants of appreciation rights upon such terms and conditions as it may determine in accordance with the provisions of the 2008 plan. Appreciation rights may be granted in tandem with stock options or separate and apart from a grant of stock options. An appreciation right will be a right of the participant to receive from the Company upon exercise an amount which will be determined by the Compensation Committee at the date of grant and will be expressed as a percentage of the Spread (not exceeding 100%) at the time of exercise. *Spread* means the excess of the market value per share of the common stock on the date the appreciation right is exercised over (1) the exercise price of the related stock option or (2) if there is no tandem stock option, the grant price provided for in the appreciation right, multiplied by the number of shares of common stock in respect of which the appreciation right is exercised.

Each grant of an appreciation right made in tandem with stock options will specify the exercise price and any grant not made in tandem with stock options will specify the grant price, which in either case will not be less than 100% of market value of the common stock on the date of grant. No appreciation right will be exercisable more than ten years from the date of grant.

Any grant may specify that the amount payable upon exercise of an appreciation right may be paid by the Company in cash, shares of common stock having an aggregate market value per share equal to the Spread or any combination thereof, as determined by the Compensation Committee in its discretion. Any grant may also specify that the amount payable on exercise of an appreciation right may not exceed a maximum amount specified by the Compensation Committee at the date of grant.

Each grant will specify the required periods of continuous service by the participant with the Company or any subsidiary and/or the Management Objectives to be achieved before the appreciation rights or installments thereof will become exercisable, and will provide that no appreciation right may be exercised except at a time when the Spread is positive and, with respect to any grant made in tandem with stock options, when the related stock option is also exercisable. The Compensation Committee may also grant limited stock appreciation rights, which would become exercisable in the event of a change in control or other similar transaction or event.

***Restricted Stock Units.*** The Compensation Committee may from time to time authorize grants or sales of RSUs upon such terms and conditions as it may determine in accordance with the provisions of the 2008 plan. Each grant or sale will constitute the agreement by the Company to issue or transfer shares of common stock to the

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participant in the future in consideration of the performance of services, subject to the fulfillment during the deferral period of such conditions as the Compensation Committee specifies. Each grant or sale will provide that the RSUs will be subject to a deferral period fixed by the Compensation Committee on the date of grant, and any grant or sale may provide for early termination of the deferral period in the event of a change in control or other similar transaction or event. Each such grant or sale may be made without additional consideration or in consideration of a payment by the participant of an amount that is less than the market value of the common stock on the date of grant or sale.

During the deferral period, the participant will not have any right to transfer any rights under the RSUs, any rights of ownership in the RSUs, or any right to vote the RSUs. The Compensation Committee can authorize the payment of dividend equivalents on the RSUs in cash or shares of common stock on a current, deferred, or contingent basis.

***Restricted Stock.*** The Compensation Committee may from time to time authorize grants or sales of restricted stock upon such terms and conditions as it may determine in accordance with the provisions of the 2008 plan. Each grant or sale will constitute an immediate transfer of the ownership of shares of common stock to the participant in consideration of the performance of services, entitling such participant to voting and other ownership rights, but subject to the restrictions hereinafter referred to. Each grant or sale may limit the participant's dividend rights during the period in which the shares of restricted stock are subject to any such restrictions.

Each such grant or sale will establish restrictions, such as required periods of continuous service, or other restrictions, including restrictions that constitute a substantial risk of forfeiture within the meaning of Section 83 of the Code and the regulations of the Internal Revenue Service (the IRS) thereunder. Any grant or sale may provide for the earlier termination of any such restrictions in the event of a change in control or other similar transaction or event. Each grant or sale may specify the Management Objectives, if any, that are to be achieved in order for the ownership restrictions to lapse.

Each grant or sale will provide that during the period for which such restriction or restrictions are to continue, the transferability of the restricted stock will be prohibited or restricted in a manner and to the extent prescribed by the Compensation Committee at the date of grant (which restrictions may include, without limitation, rights of repurchase or first refusal of the Company or provisions subjecting the restricted stock to continuing restrictions in the hands of any transferee). Each such grant or sale may be made without additional consideration or in consideration of a payment by such participant that is less than the market value of the common stock on the date of grant or sale.

***Performance Shares and Performance Units.*** The Compensation Committee may from time to time authorize grants of performance shares and performance units, which will become payable upon achievement of specified Management Objectives, upon such other terms and conditions as it may determine in accordance with the provisions of the 2008 plan.

Each grant will specify the time and manner of payment of performance shares or performance units that have become payable, which payment may be made in (1) cash, (2) shares of common stock having a market value equal to the aggregate value of the performance shares or performance units that have become payable, or (3) any combination thereof, as determined by the Compensation Committee in its discretion at the time of payment.

Each grant of a performance share or a performance unit may also contain such terms and provisions, consistent with the 2008 plan, as the Compensation Committee may approve, including provisions relating to the payment of performance shares or performance units upon a change in control or other similar transaction or event.

Any grant of performance shares may specify that the amount payable with respect to such performance shares may not exceed a maximum amount specified by the Compensation Committee on the date of grant. Any grant of performance units may specify that the amount payable, or the number of shares of common stock issued, with respect to such performance units may not exceed maximums specified by the Compensation Committee on the date of grant.

***Incentive Compensation Plan Bonuses.*** The Compensation Committee may from time to time authorize payment of annual incentive compensation in the form of an Incentive Compensation Plan Bonus to an employee

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participant, which will become payable upon achievement of specified Management Objectives during a 12-month performance period. Incentive Compensation Plan Bonuses will be payable upon such terms and conditions as the Compensation Committee may determine in accordance with the provisions of the 2008 plan. The Compensation Committee will specify the time and manner of payment of an Incentive Compensation Plan Bonus that becomes payable, which payment may be made in (1) cash, (2) shares of common stock having a market value equal to the aggregate value of the bonus that has become payable or (3) any combination thereof, as determined by the Compensation Committee in its discretion at the time of payment. In the event of a change in control during a performance period, each Incentive Compensation Plan Bonus will be determined at the greater of the target level of achievement or the actual level of achievement of the Management Objectives at the time of the change in control, without proration for a performance period of less than 12 months.

### ***Awards for Non-Employee Directors***

On the date of each annual meeting of the Company's shareholders or such other time as the Compensation Committee determines and approves, each non-employee director of the Company is granted (1) an award under the 2008 plan that has a fair market value equal to 50% of the director's annual compensation from the Company and (2) if the director so elects, an award that has a fair market value equal to all or a portion of the director's remaining compensation from the Company. The form and terms of awards to non-employee directors will be determined by the Compensation Committee in its discretion subject to the terms of the 2008 plan, but unless the Compensation Committee decides otherwise, awards to non-employee directors under the 2008 plan will be in the form of stock options. Any portion of the non-employee director's compensation that is not paid in an award will be paid in cash. Since 2010, the Compensation Committee has determined to pay awards to non-employee directors each year in the form of time-based RSUs. For additional information, see [Director Compensation](#).

For awards to non-employee directors, fair market value is determined as follows:

the fair market value of stock options or appreciation rights will be determined using the Black-Scholes option pricing model, a generally accepted binomial pricing model, or any other pricing model used by the Company to value stock options for financial reporting purposes if using such other model would not result in granting a greater number of stock options or appreciation rights than would be granted using the Black-Scholes model;

the fair market value of an RSU, a restricted share or a performance share will be equal to the market value per share of common stock of the Company on the date of grant; and

the fair market value of a performance unit will be its stated value.

If an individual is elected to the Board of Directors on a date other than the date of an annual shareholders meeting, the director's compensation will be pro-rated for less than a full year of service as a director, and the pro-rated compensation will be paid in the form of an award valued as of the date of the director's election to the Board and cash as described in the preceding paragraphs.

### ***General Terms for Awards***

***Adjustments.*** The Compensation Committee will make adjustments in the maximum number of shares reserved for issuance under the 2008 plan or that may be issued as part of any award, in the numbers of shares of common stock covered by outstanding stock options, appreciation rights, RSUs or performance shares granted thereunder, in the exercise price or grant price applicable to any stock options and appreciation rights, and/or in the kind of shares covered by awards (including shares of another issuer) as is equitably required to prevent dilution or enlargement of the rights of participants that otherwise would result from (1) any stock dividend, stock split, combination of shares, recapitalization or other change in the capital structure of the Company, or (2) any merger, consolidation, spin-off, split-off, spin-out, split-up, reorganization, partial or complete liquidation or other distribution of assets, issuance of rights or warrants to purchase securities, or (3) any other corporate transaction or event having an effect similar to any of the foregoing. Moreover, in the event of any such transaction or event, the Compensation Committee, in its discretion, may provide in substitution for any or all outstanding awards under the 2008 plan such alternative consideration as it, in good faith, may determine to be equitable in the circumstances and may require in connection with such substitution the surrender of all awards that are replaced.





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***Effect of Termination.*** Each agreement evidencing an award may contain provisions relating to the effect upon the award of an employee participant's termination of employment or a director's termination of service by reason of retirement, death, disability or otherwise.

***Change in Control.*** Under the 2008 plan, a change in control means the first to occur of the following events:

(1) the individuals who, as of February 8, 2008, were members of the Board of Directors (the "Incumbent Directors") cease to constitute at least a majority of the Board; except that any individual who becomes a director after February 8, 2008 and whose election, or nomination for election, by the Company's shareholders was approved by a vote of at least a majority of the Incumbent Directors will be considered an Incumbent Director, other than as a result of an actual or threatened proxy contest with respect to election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a person or entity other than the Board;

(2) the consummation of (A) a merger, consolidation or similar form of corporate transaction involving the Company or (B) a sale or other disposition of all or substantially all the assets of the Company, unless, immediately following such transaction or sale, (i) all or substantially all the individuals and entities who were the "beneficial owners" (as such term is defined in Rule 13d-3 under the Exchange Act) of shares of common stock of the Company or other securities eligible to vote for the election of the Board outstanding immediately prior to the consummation of such transaction or sale beneficially own more than 60% of the combined voting power of the then outstanding voting securities of the entity resulting from such transaction or sale (the "Continuing Entity") in substantially the same proportions as their ownership, immediately prior to the consummation of such transaction or sale, of the Company's outstanding voting securities (excluding any outstanding voting securities of the Continuing Entity that such beneficial owners hold immediately following the consummation of the transaction or sale as a result of their ownership prior to such consummation of voting securities of any entity involved in or forming part of such transaction or sale other than the Company or its subsidiary), (ii) no person or entity (excluding any employee benefit plan (or related trust) sponsored or maintained by the Continuing Entity or any entity controlled by the Continuing Entity) beneficially owns 30% or more of the combined voting power of the then outstanding voting securities of the Continuing Entity, and (iii) at least a majority of the members of the board of directors or other governing body of the Continuing Entity were Incumbent Directors at the time of the execution of the definitive agreement providing for such transaction or sale or, in the absence of such an agreement, at the time at which approval of the Board was obtained for such transaction or sale;

(3) the Company's shareholders approve a plan of complete liquidation or dissolution of the Company; or

(4) any person, entity or group becomes the beneficial owner of securities of the Company representing 30% or more of the combined voting power of the Company's voting securities; provided, however, that for purposes of this item (4), the following acquisitions will not constitute a change in control: (A) any acquisition directly from the Company, (B) any acquisition by the Company or any of its subsidiaries, (C) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any of its subsidiaries, (D) any acquisition by an underwriter temporarily holding such securities pursuant to an offering of such securities, or (E) any acquisition pursuant to a transaction or sale that does not constitute a change in control for purposes of item (2) above.

For purposes of applying the provisions of items (2) and (4) above at any time on or after February 8, 2008, neither Robert W. Decherd nor any person or entity holding voting securities of the Continuing Entity or the Company, as applicable, over which Robert W. Decherd has sole or shared voting power will be considered to be the beneficial owner of 30% or more of such voting securities.

***Transferability; Amendments; Termination***

Unless the Compensation Committee determines otherwise, (1) no award will be transferable by a participant other than by will or the laws of descent and distribution and (2) no stock option or appreciation right granted to a participant will be exercisable during the participant's lifetime by any person other than the participant or his or her guardian or legal representative.

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The 2008 plan may be amended from time to time by the Compensation Committee or the Board of Directors, but may not be amended without further approval by the shareholders of the Company if such amendment would result in the 2008 plan failing to satisfy any applicable requirements of the New York Stock Exchange, Rule 16b-3 of the Exchange Act or Section 162(m) of the Code. The Board of Directors may terminate the 2008 plan at any time; provided, that no such termination will adversely affect any outstanding awards under the 2008 plan.

### ***Benefits under the 2008 Plan***

Please see the Compensation Discussion and Analysis section of this proxy statement and the Grants of Plan-Based Awards in 2013 table for information regarding the 2013 grants to the named executive officers for 2013 performance and the A. H. Belo Corporation Outstanding Equity Awards at Fiscal Year-End 2013 table in the Executive Compensation section of this proxy statement for information regarding all awards held by named executive officers under the 2008 plan as of December 31, 2013. Please see the Director Compensation table of this proxy statement for information about awards granted to each non-employee director during the year ended December 31, 2013 under the 2008 plan. No determination has yet been made as to the awards, if any, that any individual who is eligible to participate in the 2008 plan will be granted in the future.

### ***Federal Income Tax Consequences***

The following summary of the federal income tax consequences of the 2008 plan is not comprehensive and is based on current income tax laws, regulations and rulings. It should not be taken as tax advice by 2008 plan participants, who are urged to consult their individual tax advisors.

***Non-Qualified Stock Options.*** Non-qualified stock options do not qualify for the special tax treatment accorded to incentive stock options under the Code. Although an optionee does not recognize income at the time of the grant of the option, he or she recognizes ordinary income upon the exercise of a non-qualified option in an amount equal to the difference between the fair market value of the stock on the date of exercise of the option and the amount of the exercise price.

As a result of the optionee's exercise of a non-qualified stock option, the Company will be entitled to deduct as compensation an amount equal to the amount included in the optionee's gross income. The Company's deduction will be taken in the Company's taxable year in which the option is exercised.

The excess of the fair market value of the stock on the date of exercise of a non-qualified stock option over the exercise price is not an item of tax preference for alternative minimum tax purposes.

***Incentive Stock Options.*** An optionee does not recognize income upon the grant of an incentive stock option. Subject to the effect of the alternative minimum tax, discussed below, if an optionee exercises an incentive stock option in accordance with the terms of the option and does not dispose of the shares acquired within two years from the date of the grant of the option or within one year from the date of exercise, the optionee will not recognize any income by reason of the exercise and the Company will be allowed no deduction by reason of the grant or exercise. The optionee's basis in the shares acquired upon exercise will be the amount paid upon exercise. If the optionee holds the shares as a capital asset at the time of sale or other disposition of the shares, his or her gain or loss, if any, recognized on the sale or other disposition will be capital gain or loss. The amount of his or her gain or loss will be the difference between the amount realized on the disposition of the shares and his or her basis in the shares. The Company generally will not be entitled to any income tax deduction upon the optionee's disposition of the shares.

If an optionee disposes of the shares within two years from the date of grant of the option or within one year from the date of exercise (an Early Disposition), the optionee generally will recognize ordinary income at the time of such Early Disposition which will equal the excess, if any, of the lesser of (1) the amount realized on the Early Disposition, or (2) the fair market value of the shares on the date of exercise, over the optionee's basis in the shares. The Company will be entitled to a deduction in an amount equal to such income. The excess, if any, of the amount realized on the Early Disposition of such shares over the fair market value of the shares on the date of exercise will be long-term or short-term capital gain, depending upon the holding period of the shares, provided the optionee holds the shares as a capital asset at the time of Early Disposition. The Company generally will be

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entitled to an income tax deduction equal to the amount of ordinary income recognized by the optionee upon an Early Disposition.

The excess of the fair market value of the shares at the time the incentive stock option is exercised over the exercise price for the shares is an item of tax preference for alternative minimum tax purposes.

***Appreciation Rights.*** Recipients of appreciation rights do not recognize income upon the grant of awards. When a recipient elects to receive payment under an appreciation right, he or she recognizes ordinary income in an amount equal to the cash and/or fair market value of shares received, and the Company is entitled to a deduction equal to such amount.

***Restricted Stock Units.*** Recipients of RSUs will generally recognize ordinary income equal to the fair market value of RSUs on the date that the shares are distributed to the recipient. The Company will be entitled to a tax deduction for the same amount. The holding period to determine whether a recipient has long-term or short-term capital gain or loss on a subsequent sale will generally begin when the shares are transferred to the recipient, and a recipient's tax basis for the shares will generally equal the fair market value of the shares on the same date.

***Restricted Stock.*** Grantees of restricted stock generally do not recognize income at the time of the grant. However, when shares of restricted stock become free from any restrictions, grantees recognize ordinary income in an amount equal to the fair market value of the stock on the date all restrictions are satisfied, and the Company will receive a corresponding deduction. Alternatively, a grantee of restricted stock may, pursuant to Section 83(b) of the Code, elect to recognize income upon the grant of the stock and not at the time the restrictions lapse, in which event the Company would receive a corresponding deduction at that time.

***Performance Shares and Performance Units.*** Grantees of performance shares and performance units do not recognize income at the time of grant. When performance shares or performance units are paid, grantees recognize ordinary income in an amount equal to the fair market value of the shares or units paid, and the Company will receive a corresponding deduction.

***Change in Control.*** If there is an acceleration of the vesting or payment of benefits and/or an acceleration of the exercisability of stock options or appreciation rights upon a change in control, all or a portion of the accelerated benefits may constitute excess parachute payments under Section 280G of the Code. The employee receiving an excess parachute payment incurs an excise tax of 20% of the amount of the payment in excess of the employee's average annual compensation over the five calendar years preceding the year of the change in control, and the Company is not entitled to a deduction for a similar amount.

***Limitation on Deduction.*** Section 162(m) of the Code provides that no deduction will be allowed for certain remuneration with respect to a covered employee (within the meaning of Section 162(m) of the Code) to the extent such remuneration exceeds \$1 million per taxable year. Section 162(m) of the Code does not apply to compensation payable solely on account of the attainment of one or more performance goals if (1) the goals are determined by a committee of two or more outside directors, (2) the material terms under which the remuneration will be paid, including the goals, are disclosed to shareholders and approved by a majority of the shareholders, and (3) except in the case of appreciation rights and eligible stock options, the Compensation Committee certifies that the goals have been met before the compensation is paid to the covered employee. Compensation arising from appreciation rights and stock options in which the exercise price is no less than the fair market value on the date of grant constitutes compensation on account of attainment of a performance goal as long as the shareholders have approved the material terms of the performance goals of the 2008 plan, including the maximum number of shares that may be granted to a participant over a specific time period.

**Vote Required for Approval**

The affirmative vote of a majority of the voting power represented at the annual meeting and entitled to vote is required for approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan.

**The Board of Directors recommends a vote FOR Proposal Three for the approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan.**

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**PROPOSAL FOUR: APPROVAL OF ADVISORY RESOLUTION**

**ON EXECUTIVE COMPENSATION (SAY-ON-PAY)**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the Dodd-Frank Act ) provides A. H. Belo shareholders with a vote to approve, on an advisory, non-binding basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with SEC rules.

The Company and the A. H. Belo Board of Directors recognize that executive compensation is an important matter for our shareholders. This proposal, commonly known as a say-on-pay proposal, gives you, as a shareholder, the opportunity to endorse or not endorse on an advisory basis our 2013 executive compensation programs and policies and the compensation paid to the named executive officers. The Compensation Discussion and Analysis ( CD&A ) section starting on page 37 of this proxy statement, together with the executive compensation tables starting on page 47 of this proxy statement and related disclosures, set forth the compensation paid to our named executive officers for 2013.

As described in more detail in the CD&A section, the Compensation Committee of the Board oversees the Company s overall executive compensation structure, policies and programs, and has responsibility for establishing, implementing and monitoring adherence to the Company s compensation philosophy. The Compensation Committee strives to set the compensation of the Company s executive officers to be competitive and to be consistent with the Company s strategy, sound corporate governance principles, and shareholder interests and concerns. In particular, the Compensation Committee strives to make cash and equity awards based on performance metrics that are directly linked to financial performance and retention.

As described in the CD&A, we believe our compensation program is strongly aligned with the long-term interests of our shareholders. As you consider this proposal, we urge you to read the CD&A section and the tabular and narrative disclosures on executive compensation for additional details on our executive compensation program, including the more detailed information about the Company s compensation objectives and the past compensation of our named executive officers.

In accordance with Section 14A of the Exchange Act, and as a matter of good corporate governance, we are asking our shareholders to approve the following advisory resolution at the 2014 annual meeting of shareholders:

RESOLVED, that the shareholders of A. H. Belo Corporation ( A. H. Belo or the Company ) approve, on an advisory basis, the compensation of A. H. Belo s named executive officers as disclosed in the Compensation Discussion and Analysis section, the Summary Compensation Table and the related compensation tables, notes and narrative contained in the 2014 proxy statement.

**Vote Required for Approval**

The affirmative vote of a majority of the voting power represented at the annual meeting and entitled to vote on this proposal is required for advisory approval of this proposal.

The advisory vote under this Proposal Four is non-binding on the Company and its Board of Directors. The vote will not overrule any decisions by the Company or the Board, will not create or imply any change to the fiduciary duties on the part of the Company or the Board, and will not create or imply any additional fiduciary duty on the part of the Company or the Board. Although the vote is non-binding, the Board of Directors and the Compensation Committee value the opinions of our shareholders, and will carefully consider the outcome of the vote when making future compensation decisions for our named executive officers. In 2011, our shareholders voted to adopt the recommendation of our Board to conduct future advisory votes on executive compensation every three years. Accordingly, the next advisory vote on executive compensation will be held at the Company s 2017 annual meeting of shareholders.

**Recommendation of the Board of Directors**

**The Board of Directors recommends a vote FOR Proposal Four, approval of the advisory resolution on executive compensation.**

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**CORPORATE GOVERNANCE**

**Introduction**

Our Board periodically reviews and evaluates A. H. Belo's corporate governance policies and practices in light of the Sarbanes-Oxley Act of 2002 and subsequent legislation, SEC regulations, corporate governance listing standards adopted by the New York Stock Exchange ( NYSE ), and evolving best practices. The Board has formalized its corporate governance guidelines, approved a code of business conduct and ethics applicable to A. H. Belo's directors, management and other A. H. Belo employees, and adopted a charter for each Board committee. The Nominating and Corporate Governance Committee reviews A. H. Belo's corporate governance guidelines and Board committee charters annually and recommends changes to the Board as appropriate. Our corporate governance documents are posted on our website at [www.ahbelo.com](http://www.ahbelo.com) under About A. H. Belo Corporate Governance, and are available in print, without charge, upon written or oral request to A. H. Belo Corporation, Attention: Secretary, P. O. Box 224866, Dallas, Texas 75222-4866, (214) 977-8200.

**Director Independence**

To assist it in making determinations of a director's independence, the Board has adopted independence standards, which are set forth in A. H. Belo's corporate governance guidelines, the applicable portion of which is attached to this proxy statement as Appendix B. These standards incorporate the director independence criteria included in the NYSE listing standards, as well as additional, more stringent criteria established by the Board. The Board determined that the following directors are independent under these standards: John Beckert, Louis Caldera, Ron McCray, Ty Miller, John Puerner and Nicole Small. Each of the Audit, Compensation and Nominating and Corporate Governance Committees is composed entirely of independent directors. In accordance with SEC requirements, NYSE listing standards and the independence standards set forth in A. H. Belo's corporate governance guidelines, all members of the Audit Committee meet additional independence standards applicable to audit committee members and all members of the Compensation Committee satisfy additional independence requirements specific to compensation committee membership.

**Meetings of the Board**

The Board held five meetings in 2013. Each incumbent director attended at least 75% of the aggregate of (1) the total number of meetings held by the Board and (2) the total number of meetings held by all committees on which he or she served, other than John Puerner, who attended four of the five board meetings and 12 of the 17 committee meetings during 2013. Directors are expected to attend annual meetings of shareholders and seven of the eight incumbent directors then serving attended the 2013 annual meeting either in person or by telephone. One director was unable to attend the 2013 annual meeting of shareholders due to a previously scheduled calendar conflict.

**Committees of the Board**

Each of the Board's standing committees consists of independent directors John Beckert, Louis Caldera, Ron McCray, Ty Miller, John Puerner and Nicole Small. Descriptions follow of each of the committees of the Board of Directors of A. H. Belo.

***Audit Committee***

John Beckert chairs the Audit Committee. The Audit Committee is responsible for the appointment, compensation and oversight of the independent auditors. The Audit Committee also represents the Board in overseeing A. H. Belo's financial reporting processes, reviewing the Company's enterprise risk management process and policies, and, as part of this responsibility, consults with our independent auditors and with personnel from A. H. Belo's internal audit and financial staffs with respect to corporate accounting, reporting, risk management and internal control practices. The Audit Committee met six times during 2013.

The Board has determined that at least one member of the Audit Committee meets the NYSE standard of having accounting or related financial management expertise. The Board has also determined that at least one member of the Audit Committee, John Beckert, meets the SEC criteria of an audit committee financial expert.

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***Compensation Committee***

Ron McCray chairs the Compensation Committee. The Compensation Committee evaluates the performance of the Chief Executive Officer and sets his compensation level based on this evaluation. The Compensation Committee also approves the compensation of the other executive officers and recommends compensation for non-management directors, and administers, among other plans, the Company's 2008 Incentive Compensation Plan, the A. H. Belo Savings Plan, the A. H. Belo Change in Control Severance Plan, the A. H. Belo Pension Plan I and the A. H. Belo Pension Plan II. It also shares responsibility for senior executive succession planning with the Nominating and Corporate Governance Committee and reviews management's assessment of key risks associated with the Company's compensation programs, policies and practices. The Compensation Committee met six times during 2013.

To assist the Compensation Committee and management in assessing and determining appropriate, competitive compensation for our executive officers and directors, the Compensation Committee annually engages an outside compensation consultant. Beginning in February 2008, the Compensation Committee has annually engaged Mercer LLC ( Mercer ), a wholly-owned subsidiary of Marsh & McLennan Companies, Inc. ( Marsh ), as its compensation consultant. The scope of Mercer's engagement is to assist the Compensation Committee with its responsibilities related to the Company's executive and Board-level compensation programs. For additional information regarding the operation of the Compensation Committee, including the role of consultants and management in the process of determining the amount and form of executive compensation, see the Company's Compensation Discussion and Analysis below.

Mercer's fees for executive compensation consulting to the Compensation Committee in 2013 were approximately \$33,000. These fees and the engagement of Mercer for executive compensation consulting services were approved by the Compensation Committee. The Company has also retained Mercer and/or its Marsh affiliates to provide other services unrelated to executive compensation. These services include testing and review services for certain of the Company's retirement plans, as well as actuarial analysis of unpaid liabilities related to certain insurance claims. The aggregate expense for these other services in 2013 was approximately \$40,000, exclusive of insurance premiums. The decision to engage Mercer or its Marsh affiliates for these other services unrelated to executive compensation consulting was made by Company management, and these services and related fees were not separately approved by the Compensation Committee or the Board.

***Nominating and Corporate Governance Committee***

The Nominating and Corporate Governance Committee is chaired by Ty Miller, who also serves as the Board's Lead Director. The responsibilities of the Nominating and Corporate Governance Committee include the identification and recommendation of director candidates and the review of qualifications of directors for continued service on the Board. The Nominating and Corporate Governance Committee also has responsibility for shaping A. H. Belo's corporate governance practices, including the development and periodic review of the corporate governance guidelines and the Board committee charters and shares responsibility for senior executive succession planning. The Nominating and Corporate Governance Committee met five times in 2013.

In evaluating director nominees, the Nominating and Corporate Governance Committee considers a variety of criteria, including an individual's character and integrity; business, professional and personal background; skills; current employment; community service; and ability to commit sufficient time and attention to the activities of the Board. It may also take into account any specific financial, technical or other expertise and the extent to which such expertise would complement the Board's existing mix of skills and qualifications. The Committee considers these criteria in the context of the perceived needs of the Board as a whole and seeks to achieve a diversity of backgrounds and perspectives on the Board. The Board does not have a formal diversity policy, but does endeavor to have members with a broad mix of professional and personal backgrounds. The Committee assesses the effectiveness of its criteria and its efforts at achieving a diversity of backgrounds and perspectives on the Board when evaluating and recommending new director candidates.

The Nominating and Corporate Governance Committee employs a variety of methods for identifying and evaluating director nominees. The Committee reviews the size and composition of the Board as part of the annual Board evaluation process and makes recommendations to the Board as appropriate. If vacancies on the Board are

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anticipated, or otherwise arise, the Nominating and Governance Committee considers various potential candidates for director. Candidates may come to the Committee's attention through current Board members, shareholders or other persons.

The policy of the Nominating and Corporate Governance Committee, as set forth in A. H. Belo's corporate governance guidelines, is to consider a shareholder's recommendation for nominee(s) when the shareholder supplies the information required for director nominations under the advance notice provisions set forth in Article II of A. H. Belo's bylaws within the time periods set forth in such Article of the bylaws. Shareholders desiring to submit a nomination for director should consult A. H. Belo's bylaws, which are available upon request. The Committee evaluates shareholder-recommended nominees based on the same criteria it uses to evaluate nominees from other sources.

After the Nominating and Corporate Governance Committee identifies a potential candidate, there is generally a mutual exploration process, during which A. H. Belo seeks to learn more about a candidate's qualifications, background and level of interest in A. H. Belo, and the candidate has the opportunity to learn more about A. H. Belo. A candidate may meet with members of the Nominating and Corporate Governance Committee, other directors and senior management. Based on information gathered during the course of this process, the Nominating and Corporate Governance Committee makes its recommendation to the Board. If the Board approves the recommendation, the candidate is nominated for election by A. H. Belo's shareholders. The Board may also elect a director between annual meetings of shareholders. In those instances, the new director is nominated for re-election by A. H. Belo's shareholders at the first annual meeting after his or her election to the Board.

The Board convenes executive sessions of non-management directors without Company management present at each regularly-scheduled meeting. The Lead Director presides at the executive sessions of the non-management directors. In addition, the independent directors meet in executive session at least annually, without Jim Moroney, Robert Decherd or Dealey Herndon present. Board committee chairs preside at executive sessions of their respective committees.

### **Board Leadership Structure**

Currently, Jim Moroney serves as Chairman of the Board and Chief Executive Officer (CEO). The Board believes that the Company and its shareholders are best served by a leadership structure in which Jim serves as chairman and CEO and the Board has an independent Lead Director. Combining the roles of chairman and CEO makes clear that the person serving in these roles has primary responsibility for managing the Company's business, under the oversight and review of the Board. Under this structure, the chairman and CEO chairs Board meetings, where the Board discusses strategic and business issues. The Board believes that this approach makes sense because the CEO is the individual with primary responsibility for implementing the Company's strategy and managing its day-to-day operations. This structure also enables the CEO to act as a bridge between management and the Board, helping both to act with a common purpose.

At the same time, the Board believes that strong, independent Board leadership is a critical aspect of effective corporate governance. Accordingly, to provide independent leadership, the Board has established the position of Lead Director. The Lead Director is an independent director elected annually by the independent directors. Ty Miller currently serves as the Lead Director. The Lead Director's responsibilities and authority include:

presiding at meetings of the Board at which the chairman and CEO is not present, including executive sessions of the independent directors;

having the authority to call executive sessions of the independent directors;

servicing as a liaison between the chairman and CEO and the independent directors;

advising on the flow of information sent to the Board, and reviewing the agenda, materials and schedule for Board meetings; and

being available for consultation and communication with major shareholders, as appropriate.

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The Board believes that a combined chairman/CEO, together with a Lead Director, is the most appropriate leadership structure for the Board at this time. The Board also believes that it is in the best interests of the Company for



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the Board to make a determination about whether to separate or combine the roles of chairman and CEO based upon the Company's circumstances at a particular time. The Company's bylaws permit the roles of chairman and CEO to be filled by the same or different individuals, thereby providing the Board flexibility to determine whether the roles should be combined or separated based upon the Company's needs from time to time.

### **Board Risk Oversight**

At least annually, Company management provides the Audit Committee with a report regarding its enterprise risk assessment. The report identifies areas of enterprise risk, and aligns managerial and Board-level oversight, including at the Board committee level, and responsibility with the type of risk. In order to prepare the report, the Company's Internal Audit department interviews A. H. Belo business leaders at the corporate and operating unit level about the risk factors identified by the Company in its SEC filings, as well as other potential risks, to confirm Internal Audit's baseline risk assessment. The risk assessment results are reviewed with management to determine if any future adjustments to the audit plan are needed.

The Audit Committee discusses the report's findings with management. The Audit Committee oversees management's risk assessment, including reviewing the Company's risk profile and evaluating management's approach to addressing identified risks. As specified in the Audit Committee charter, one of the specific duties and responsibilities of the Audit Committee is to review and discuss the Company's policies with respect to risk assessment and risk management. While the Audit Committee has primary oversight responsibility for the risk assessment and management process, other committees of the Board also have responsibility for oversight of risk management. For example, our Human Resources department and Compensation Committee consider the risks associated with our compensation policies and practices. The Nominating and Corporate Governance Committee oversees risk associated with the Company's governance structure and processes.

The Board is kept informed of its committees' risk oversight and related activities primarily through attendance at Board and committee meetings and management reports. In addition, the Audit Committee escalates issues related to risk oversight to the full Board as appropriate so that the Board is appropriately informed of developments that could affect the Company's risk profile and other aspects of its business. The Board also considers specific risk topics in connection with strategic planning and other matters. While the Board's role in oversight of Company risk is not determinative of its leadership structure, the Board's leadership structure helps facilitate risk assessment and review by independent directors under the leadership of the Lead Director.

### ***Compensation Risk Assessment***

Our Human Resources department, together with the Company's Finance, Internal Audit, Risk Management and Legal departments and independent compensation consultants, have reviewed our compensation policies and practices to determine whether those policies and practices present a significant risk to the Company. The results of this review were communicated to the Compensation Committee. Our annual incentive compensation plans have appropriate limits that discourage excessive risk taking. In addition, all senior executives who are in a position to affect significant policies, practices or projects have both short-term and long-term compensation at risk, which the Company believes discourages excessive risk taking and encourages supervision of risk-related activities by other employees. Our compensation policies and practices reward consistent, long-term performance by weighting executive compensation to long-term incentives that reward operating, financial and share price performance. Based on this review, we have concluded that A. H. Belo's compensation policies and practices for its employees are not reasonably likely to have a material adverse effect on the Company.

### **Compensation Committee Interlocks and Insider Participation**

John Beckert, Louis Caldera, Ron McCray, Ty Miller, John Puermer and Nicole Small served as members of A. H. Belo's Compensation Committee during 2013. No member of the Compensation Committee during 2013 was a current or former officer or employee of A. H. Belo or had any relationship with A. H. Belo requiring disclosure under the caption "Certain Relationships." None of A. H. Belo's executive officers served as a director or as a member of the compensation committee (or other committee serving an equivalent function) of any other entity that had an executive officer serving as a director or as a member of A. H. Belo's Compensation Committee during 2013.

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### **Audit Committee Report**

As described more fully in our written charter, which is posted on the Company's website at [www.ahbelo.com](http://www.ahbelo.com) under "About A. H. Belo" Corporate Governance, the Audit Committee represents the Board in its oversight of A. H. Belo's financial reporting processes. In this context, the Audit Committee has reviewed and discussed with management and KPMG LLP, the Company's independent auditors, A. H. Belo's audited consolidated financial statements and the audit of the effectiveness of A. H. Belo's internal control over financial reporting. The Audit Committee has discussed with KPMG LLP various matters, including the firm's judgments as to the quality of A. H. Belo's accounting principles and other matters required to be discussed under the rules adopted by the Public Company Accounting Oversight Board (PCAOB). In addition, the Audit Committee has received from KPMG LLP the written disclosures and the letter required by applicable requirements of the PCAOB regarding KPMG LLP's communications with the Audit Committee concerning independence, and has discussed with the firm its independence from A. H. Belo and our management team.

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 A. H. Belo's Annual Report on Form 10-K for the year ended December 31, 2013, for filing with the SEC.

Respectfully submitted,

### **Audit Committee**

John A. Beckert, Chairman

Louis E. Caldera

Ronald D. McCray

Tyree B. Miller

John P. Puerner

Nicole G. Small

### **Communications with the Board**

The Company has a process for shareholders and other interested parties to communicate with the Board. These parties may communicate with the Board by writing c/o the Secretary, P. O. Box 224866, Dallas, Texas 75222-4866. Communications intended for a specific director or directors (such as the Lead Director or non-management directors) should be addressed to his, her or their attention c/o the Secretary at this address. Communications received from shareholders are provided directly to Board members at, or as part of the materials mailed in advance of, the next scheduled Board meeting following receipt of the communications. The Board has authorized management, in its discretion, to forward communications on a more expedited basis if circumstances warrant or to exclude a communication if it is illegal, unduly hostile or threatening, or similarly inappropriate. Advertisements, solicitations for periodical or other subscriptions, and other similar communications generally are not forwarded to the directors.

**Table of Contents****EXECUTIVE OFFICERS**

A. H. Belo's executive officers as of March 20, 2014 were as follows:

Name	Office Held as of March 20, 2014	Office Held Since
James M. Moroney III	Chairman of the Board, President and Chief Executive Officer	2013(1)
Alison K. Engel	Senior Vice President/Chief Financial Officer and Treasurer	2007(2)
Daniel J. Blizzard	Senior Vice President and Secretary	2007(3)
Christine E. Larkin	Vice President/General Counsel	2013(4)
Grant S. Moise	Senior Vice President, Business Development & Niche Products, <i>The Dallas Morning News</i>	2013(5)
Robert W. Mong	Editor, <i>The Dallas Morning News</i>	2001(6)
Michael J. O'Hara	Senior Vice President/Chief Information Officer	2010(7)

- (1) Member of the Board of Directors. (See Proposal One: Election of Directors above for additional information.)
- (2) Ali Engel, age 43, has been senior vice president/Chief Financial Officer and Treasurer of the Company since December 2007. From 2003 through January 2008, Ali held various senior positions with Belo Corp., serving as its vice president/corporate controller from January 2006 through January 2008 and as its director/accounting operations and corporate controller from February 2005 to December 2006. From 2000 to 2003, Ali was the assistant controller for EXE Technologies, Inc. Ali is a certified public accountant and has more than 19 years of financial management experience at diversified multi-unit business organizations and PricewaterhouseCoopers; she also currently serves on the board of Classified Ventures, LLC.
- (3) Dan Blizzard, age 55, has served as Secretary of A. H. Belo since October 2009 and continues to serve as a senior vice president of the Company, a position he has held since December 2007. He was vice president/operations of Belo Corp. from January 2001 through January 2008 and also served as executive vice president/real estate for its subsidiary, Belo Investment Corporation, from January 2007 through January 2008. He previously served as chairman of the board of Downtown Dallas, Inc. and vice chairman of City Center TIF District Board, the Downtown Connection TIF District Board and the Downtown Dallas Development Authority.
- (4) Chris Larkin, age 52, has been vice president/General Counsel of A. H. Belo since February 2013. Chris joined A. H. Belo after having served Belo Corp. as assistant general counsel since 2006 and as corporate counsel since August 2004. Prior to joining Belo Corp., Chris was a partner in the corporate practice group of Hunton & Williams LLP in Dallas, Texas. Chris has been engaged in the practice of law for over 19 years.
- (5) Grant Moise, age 38, has served as senior vice president of business development & niche products at *The Dallas Morning News* since September 2013. In this role, Grant oversees all merger and acquisition activity and runs eight separate businesses that *The Dallas Morning News* owns or operates, ranging from magazines to Spanish language newspapers to digital start-ups. Prior to his current role, he was the

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vice president of digital for *The Dallas Morning News*. Prior to his return to *The Dallas Morning News* in 2008, Grant was the vice president of direct channel sales for Tribune Media Net (now known as Tribune 365). Grant also serves on the boards of Wonderful Media, Southern Newspaper Publishers Association, Online Publishers Association and Your Speakeasy, LLC.

- (6) Bob Mong, age 65, has been editor of *The Dallas Morning News* since June 2001. He began as assistant city editor of *The Dallas Morning News* in 1979 and in 1990 became managing editor of the paper. Bob spent three years as *The Dallas Morning News* general manager from 1998 to 2001 and from 1996 to 1997 served as the publisher of the *Owensboro Messenger-Inquirer* which was owned by the Company during that time.

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Bob is chairman of the board of visitors of the Manship School of Mass Communications at Louisiana State University and is chairman of The Dallas Morning News Charities, which has raised over \$25 million since 1986 for the homeless and hungry in the North Texas area.

- (7) Mike O Hara, age 49, has served as senior vice president and Chief Information Officer for A. H. Belo since May 2010. He is responsible for managing A. H. Belo s technology organization, including infrastructure, network and security, enterprise applications, audit and compliance, data management and data center operations. Mike has more than 20 years of experience in the technology field. He joined Belo Corp. in October 2006 as executive director of technology and then served as vice president of information technology from January 2009 to April 2010. Prior to joining Belo Corp., Mike served as director of technology at the Los Angeles Times from 1998 through 2006. Mike serves as a board member of the YMCA of Metropolitan Dallas and is a member of the CIO Leadership Network. He also serves as a governing body member for the CIO Executive Summit in Dallas and is a member of the Dallas/Fort Worth Society for Information Management.

**Table of Contents****EXECUTIVE COMPENSATION****Compensation Discussion and Analysis**

The following Compensation Discussion and Analysis ( CD&A ) section highlights and summarizes information regarding A. H. Belo's executive compensation programs and policies and provides context for understanding and evaluating the more specific compensation information for our named executive officers ( NEOs ) contained in the compensation tables and related disclosures that follow. For 2013, our NEOs are as follows:

<b>Officer</b>	<b>Title as of December 31, 2013</b>
James M. Moroney III	Chairman of the Board, President and Chief Executive Officer(1)
Alison K. Engel	Senior Vice President/Chief Financial Officer and Treasurer
Robert W. Mong	Editor, <i>The Dallas Morning News</i>
Daniel J. Blizzard	Senior Vice President and Secretary
Grant S. Moise	Senior Vice President, Business Development & Niche Products, <i>The Dallas Morning News</i>
Robert W. Decherd	Vice Chairman of the Board(2)

(1) Mr. Moroney was named to these positions effective September 11, 2013. Prior to this time, Mr. Moroney served as publisher and Chief Executive Officer of *The Dallas Morning News*, positions he continues to hold.

(2) Mr. Decherd served as Chairman of the Board, President and Chief Executive Officer until September 11, 2013 when he transitioned to his position as Vice Chairman.

**Executive Summary**

A. H. Belo is a distinguished newspaper publishing and local news and information company that owns and operates three metropolitan daily newspapers and related websites, including *The Dallas Morning News* ([www.dallasnews.com](http://www.dallasnews.com)), *The Providence Journal* ([www.providencejournal.com](http://www.providencejournal.com)), and the *Denton Record-Chronicle* ([www.dentonrc.com](http://www.dentonrc.com)). The Company publishes various niche publications targeting specific audiences, and its investments include Classified Ventures, LLC, owner of Cars.com, and Wanderful Media, LLC, owner of FindnSave.com. A. H. Belo offers digital marketing solutions through *The Dallas Morning News*'s 508 Digital division ( 508 Digital ) and Your Speakeasy, LLC ( Speakeasy ), and also owns and operates commercial printing, distribution and direct mail service businesses.

The newspaper industry continues to experience substantial change caused by the effect of the Internet and other transformational technologies on consumers and advertisers and the rapid ascent of new media businesses. From an executive compensation perspective, this business environment underscores the importance of attracting and retaining both experienced and high-potential executives, and rewarding superior individual performance that may not presently be reflected in the Company's stock price, revenues or operating profit.

Our executive compensation program remained generally unchanged from the prior year and is designed to deliver the results that drive the Company's current strategy. The Compensation Committee, with the support of the Company's senior management, continues to address executive compensation policies and practices proactively, taking into consideration both the interests of shareholders and the need to attract and retain a talented and experienced management team.

**2013 Business Highlights**

The Company's 2013 operating performance reflects its continued focus on diversifying revenue streams, managing expenses and generating cash. Fiscal year 2013 highlights include:

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The sale of *The Press-Enterprise*, a daily newspaper in Riverside, California, its niche publications *La Prensa* and *The Weekly*, related websites and substantially all related real estate assets.

Total revenue decreased 2 percent compared to the prior year, which is the lowest year-over-year decline since the Company's spin-off from Belo Corp. in 2008. Total consolidated operating expense also decreased 2 percent compared to the prior year.

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508 Digital and Speakeasy each completed their first full year of operations and generated \$5.8 million in revenue, contributing to an 18 percent increase in digital revenue at A. H. Belo over the prior year.

The net unfunded position of the Company's pension plans was \$50.1 million as of December 31, 2013, an improvement of \$72.7 million from the prior year.

Dividends and dividend equivalents totaling approximately \$6.4 million were recorded and paid to shareholders and to holders of RSUs. The quarterly dividend rate was increased from \$0.06 per share to \$0.08 per share effective with the dividend declared in the second quarter and paid in the third quarter.

As of December 31, 2013, cash and cash equivalents were approximately \$82.2 million, an increase of \$48.1 million from the prior year, and the Company had no debt.

In addition, the Company continues to explore further opportunities to invest in or buy advertising or marketing services companies with established financial performance and strong management teams in order to diversify and grow revenue and earnings before interest, taxes, depreciation and amortization. The Company's acquisition and investment efforts are focused on businesses with products and services that complement the existing advertising and marketing services currently offered by its newspapers. As part of this financial and operating strategy, in December 2013, the Company announced that it was exploring a potential sale of *The Providence Journal*. Such a sale would generate additional cash proceeds and allow the Company to continue to focus resources and management time and attention on its core Dallas market.

The Company's 2013 performance was well received by investors, as A. H. Belo's Series A common stock price increased approximately 61 percent in 2013, from \$4.65 per share at the close of 2012 to \$7.47 per share at the close of 2013. The trading price has continued to improve following the Company's announcement of its 2013 year-end results in February 2014, closing at \$12.61 per share on March 20, 2014.

### ***Management Changes***

Effective September 11, 2013, Mr. Decherd retired as Chairman, President and Chief Executive Officer. Mr. Decherd continues to serve the Company as its Vice Chairman, but no longer serves on the Management Committee, which is made up of the Company's executive officers. Mr. Moroney succeeded Mr. Decherd as Chairman, President and Chief Executive Officer and maintains his role as publisher and CEO of *The Dallas Morning News*. In connection with his appointment, Mr. Moroney received increases in base salary, target bonus percentage and long-term incentive levels commensurate with his new position. Also in September 2013, the Management Committee was expanded to add four new members, including Mr. Mong and Mr. Moise, bringing A. H. Belo's total number of executive officers to seven.

### **Principles and Process of the Compensation Program**

The key principles and design objectives of the Company's executive compensation strategy are to:

focus executive compensation plan design on attracting and retaining top-caliber executive talent that can deliver the results that drive the Company's current strategy;

encourage coordinated and sustained effort toward maximizing shareholder value;

motivate and reward executives for achievement of the Company's financial objectives as well as the executive's individual non-financial objectives;

align the long-term interests of executives with those of the Company's shareholders through equity-based awards; and



minimize dilution and increase executive retention, including through the use of cash incentive awards that are predictable and time-based.

***Role of the Compensation Committee***

The Compensation Committee of the Board of Directors oversees the Company's overall compensation structure, policies and programs, and has responsibility for establishing, implementing and monitoring adherence to the

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Company's compensation philosophy. In carrying out its responsibilities, the Compensation Committee, with assistance from its executive compensation consultant, reviews and determines the compensation (including salary, annual incentive, long-term incentives and other benefits) of our NEOs. For a more complete description of the responsibilities of the Compensation Committee, see Corporate Governance Committees of the Board.

### ***Role of the Compensation Consultant***

The Compensation Committee has retained Mercer as its independent, outside consultant to advise the Compensation Committee on executive compensation matters. A representative from Mercer regularly attends Compensation Committee meetings, and reports directly to the Compensation Committee on matters relating to compensation for our executive officers, including the CEO. During 2013, Mercer, at the Compensation Committee's request:

advised in developing recommendations for the Compensation Committee on the size and structure of long-term incentive awards for our CEO and other executive officers;

provided the Compensation Committee ongoing advice and counsel on market compensation trends, legislative and regulatory updates and their impact on our executive compensation programs; and

assisted in the review of this CD&A.

### ***Role of Company Management***

The Compensation Committee makes the final decisions on CEO compensation, with advice from Mercer, as appropriate. Our senior management develops preliminary recommendations regarding compensation matters with respect to all executives other than the CEO and provides these recommendations to the Compensation Committee, which makes the final decisions as to these other executive officers. For 2013, the primary management liaisons to the Compensation Committee were Mr. Decherd, Mr. Moroney and Mr. Blizzard. The management team is responsible for the administration of the compensation program once Compensation Committee decisions are finalized.

### **2013 Compensation Program Overview**

The key components of our 2013 compensation program for our NEOs are:

base salary;

annual cash incentive bonuses or, in the case of Mr. Moise, quarterly sales commissions;

long-term equity-based and cash-based incentives; and

benefits.

Other than with respect to Mr. Mong and Mr. Moise, our two new NEOs, and increases in connection with Mr. Moroney's appointment to Chairman, President and Chief Executive Officer, our executive compensation program and levels are generally unchanged from the prior year and our NEOs did not receive increases in base salary, target bonus percentages or long-term incentive levels. The Company continued the use of individual non-financial objectives as a component of the annual cash incentive bonus opportunity, and the use of time-based cash as a component of the annual long-term incentive grants, a practice which was begun in 2012.

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Given the absence of similarly-sized peer companies in our industry, the Company used general compensation survey data provided by Towers Watson to review levels of base salaries, annual cash incentive targets and long-term incentives. The Towers Watson survey contained over 425 general industry companies and over 60 media companies. When available, A. H. Belo used linear regression to produce a compensation data set. Regression analysis was based on the target revenue of the Company. NEO positions were compared to positions with similar responsibilities in the general industry or media industry data set, as applicable, although the company identities were not provided as to such position comparisons. Median data was provided to the Compensation Committee for review and consideration as one factor for use in determining compensation levels for each NEO.

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Throughout 2013, the Compensation Committee, with the assistance of Mercer, reviewed and monitored trends in the industry, trends for companies facing similar business challenges and trends in the market generally, and considered recommendations to address such trends, in order to determine appropriate compensation policies.

**Base Salary**

Base salary is designed to provide a stable level of compensation that serves as a retentive tool to compensate our key executives for their respective roles and responsibilities.

In 2013, Mr. Moroney received an increase in base salary in connection with his appointment as Chairman, President and Chief Executive Officer. Prior to joining the Management Committee in September 2013, Mr. Mong and Mr. Moise received general wage increases. In addition, Mr. Moise received an increase in connection to his promotion to senior vice president. Our remaining NEOs' base salaries remained at 2012 levels.

Name	2012	2013	\$ Increase	% Increase
	Base Salary	Base Salary		
James M. Moroney III	\$ 540,000	\$ 600,000(1)	\$ 60,000	11%
Alison K. Engel	\$ 325,000	\$ 325,000	\$	0%
Robert W. Mong	\$ 356,254	\$ 363,379(1)	\$ 7,125	2%
Daniel J. Blizzard	\$ 280,000	\$ 280,000	\$	0%
Grant S. Moise	\$ 285,025	\$ 300,000(1)	\$ 14,975	5%
Robert W. Decherd	\$ 600,000	\$ 600,000	\$	0%

(1) These annualized amounts give effect to general wage increases or promotions that occurred during 2013, as applicable.

**Incentive Programs**

The Company's NEOs have the opportunity to earn incentive awards, which may be granted in the form of annual cash incentive bonuses, long-term equity-based incentive compensation (LTEI compensation or LTEIs), or long-term cash incentive compensation (LTCI compensation or LTCIs). Incentive awards are supplemental to the executive's base salary and are designed to focus executives on achieving key financial goals, encourage retention and motivation of participants, and reward them for market-driven results.

Annual cash incentive bonuses and LTEIs are provided under the A. H. Belo 2008 Incentive Compensation Plan and administered by the Compensation Committee. This plan was approved by shareholders in 2009 and is discussed in more detail above under Proposal Three: Approval of the Material Terms for Performance-Based Awards Under the A. H. Belo 2008 Incentive Compensation Plan. Officers of A. H. Belo and its subsidiaries, including A. H. Belo's CEO and its other NEOs, are eligible to participate in the ICP. Additional ICP participants may be selected by the Compensation Committee based on management's evaluation of an individual's ability to significantly affect A. H. Belo's results. LTCI compensation is granted outside of the ICP. Mr. Moise does not receive an annual cash incentive bonus, but rather participates in a quarterly sales commission plan tailored to his specific business objectives. Each of our incentive compensation programs are discussed in more detail below.

***Annual Cash Incentive Bonus Program***

**Overview.** Under the terms of the ICP, each A. H. Belo executive officer is eligible to receive an annual cash incentive bonus based on financial performance objectives established in the annual financial plan approved by the Board of Directors or other management objectives (such as individual non-financial objectives) approved by the Board of Directors. The financial and non-financial performance objectives may vary from year to year and reflect the cyclical nature of A. H. Belo's businesses due to fluctuating advertising demand and changes in media usage habits by consumers and advertisers, and other competitive conditions, including recruiting and retaining talent. All NEOs, with the exception of Mr. Moise, participate in the annual cash incentive bonus program.

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*Specific Program for 2013.* The Compensation Committee established a 2013 target bonus opportunity for the NEOs expressed as a percentage of base salary as follows: Mr. Moroney 70% (for the period January through

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August) and 85% (for the period September through December); Ms. Engel 55%; Mr. Mong 45%; Mr. Blizzard 45%; and Mr. Decherd 85%. With the exception of the target bonus percentage increase in connection to Mr. Moroney's appointment to Chairman, President and Chief Executive Officer, the target bonus percentages for NEOs remain unchanged from 2012. In setting the target bonus award opportunities for NEOs, the Committee took into account both pay-for-performance and retention considerations and used Towers Watson survey data as a market guide.

In order to calculate achievement under the ICP with respect to 2013 incentive bonuses, the Compensation Committee selected EBITDA as the financial performance measure, and individual non-financial objectives as the non-financial performance measure. The weighting given to these factors was 50% for EBITDA and 50% for individual non-financial objectives. For bonus calculation purposes, the Company defines EBITDA as earnings before interest, taxes, depreciation and amortization, with impairment expense, net investment-related gains or losses, and other income and expense added back, and with certain other adjustments which are described under EBITDA Goals and Results for 2013 below.

For financial performance, the minimum threshold for any cash incentive payout was set at 85% of the applicable EBITDA target. Mr. Decherd was evaluated against the consolidated EBITDA results of A. H. Belo ( Consolidated EBITDA ). Mr. Moroney was also evaluated against Consolidated EBITDA for the period from September 1, 2013 through December 31, 2013. Prior to September 1, 2013, Mr. Moroney was evaluated 15% against Consolidated EBITDA and 85% against EBITDA results at *The Dallas Morning News* ( TDMN EBITDA ). Ms. Engel and Mr. Blizzard were also evaluated 15% against Consolidated EBITDA results and 85% against TDMN EBITDA. This heavier weighting on TDMN EBITDA was based on the fact that the finance, accounting and human resources departments at A. H. Belo Corporate and *The Dallas Morning News* are combined, and Mr. Moroney, Ms. Engel and Mr. Blizzard spend the majority of their time on Dallas-based matters. Given his role as Editor, Mr. Mong was evaluated 100% against TDMN EBITDA. The Company believes that linking one-half of the bonus opportunity directly to financial performance, with an opportunity to earn a greater payout than target bonus amount if maximum financial performance is achieved, provides participants with significant motivation to achieve the Company's financial objectives. The bonus payout ranges from 10% at the minimum to 200% (175% for Mr. Mong) at the maximum, with payments pro-rated for performance achievement between the two points.

For individual non-financial objectives, there is no minimum threshold for any cash incentive payout. The bonus payout can range from zero to a maximum of 100% of target. The Company believes that given the transitional state of the newspaper industry and the unpredictability of core advertising revenues, which directly affect EBITDA, it is important to link one-half of the bonus opportunity to individual non-financial objectives (with a maximum payout capped at the target amount) that the NEOs can directly influence, and which have a positive impact on the Company and increase retention.

**EBITDA Goals and Results for 2013.** The table below shows the EBITDA goals for 2013 for each of the corresponding performance levels (threshold, target and maximum) and our actual EBITDA results for 2013. In order to give effect to the closing of the sale of *The Press Enterprise* in November 2013, the Consolidated EBITDA target level goals and actual results shown in the table below include *The Press Enterprise*'s financial performance only through October 31, 2013. Actual results shown in the table below include adjustments for items that are excluded for purposes of bonus calculation, as management's ability to control or influence such items is limited. The adjustments include variances above or below the levels set in the 2013 financial plan approved by the Board of Directors for share-based compensation expense, newsprint pricing, pension expense, workers compensation expense and bonus expense, as well as self-insured medical expense above or below actuarial projections and other miscellaneous one-time items.

Financial Metric	Threshold	Target	Maximum	Actual
	Level Goals		Level Goals	
	As	Level Goals	As	Results
	% of Target	(100%	% of Target	(as adjusted)
	(10%	Funding)	(200% Funding)	
	Funding)			
		(In thousands)		
Consolidated EBITDA	\$ 28,090	\$ 33,047	\$ 38,004	\$ 28,158
TDMN EBITDA	\$ 29,355	\$ 34,536	\$ 39,716	\$ 30,466

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The Company's 2013 Consolidated EBITDA results (as adjusted) exceeded threshold level goals and resulted in an achievement of 85.2% of target and, as a result, Mr. Moroney, Ms. Engel, Mr. Blizzard, and Mr. Decherd earned bonuses equal to 11.2% of their target Consolidated EBITDA bonus amounts. In 2013, TDMN EBITDA results (as adjusted) exceeded threshold level goals and resulted in an achievement of 88.2% of target and, as a result, Mr. Moroney, Ms. Engel, Mr. Mong and Mr. Blizzard earned bonuses equal to 29.3% of their target TDMN EBITDA bonus amounts.

Total EBITDA bonus amounts were: Mr. Moroney \$43,034; Ms. Engel \$23,761; Mr. Mong \$23,951; Mr. Blizzard \$16,749; and Mr. Decherd \$28,668.

***Individual Non-Financial Objectives and Results for 2013.*** In an industry that continues to experience significant challenges, the Company believes the use of individual non-financial objectives as a compensation tool increases retention and drives individual performance. For 2013, Mr. Decherd worked with each NEO to craft appropriate individual non-financial objectives, which were then reviewed (and, in the case of Mr. Moroney, approved) by the Compensation Committee. These objectives include qualitative objectives that are focused on strategic factors that create long-term shareholder value. Performance against these individual non-financial objectives was evaluated by Mr. Moroney and then reviewed and approved by the Compensation Committee. A summary of each NEO's performance against his or her individual non-financial objectives is described below.

***James M. Moroney III.*** In 2013, Mr. Moroney implemented a segmented print subscriber pricing strategy at *The Dallas Morning News*; implemented a Freemium/Premium digital subscription acquisition strategy; thoroughly researched launching a robust membership/loyalty program; continued to grow alternate sources of revenue specifically 508 Digital, Speakeasy and CrowdSource in order to decrease the Company's dependence of print ad revenue; continued to explore product development opportunities; enhanced the Company's data analytics capabilities by hiring an executive to lead that initiative; and seamlessly assumed the position of Chairman, President and Chief Executive Officer of the Company in September while continuing to serve as Publisher and Chief Executive Officer of *The Dallas Morning News*.

***Alison K. Engel.*** In 2013, Ms. Engel successfully led the Company's efforts to sell the operating assets of *The Press-Enterprise* in November for \$27.25 million; performed detailed modeling on potential uses of cash based on various strategic scenarios; continued to assess potential additional de-risking strategies for the Company's two defined benefit pension plans; and improved sales tax compliance to ensure the Company is charging, collecting and remitting sales tax on new products as appropriate.

***Robert W. Mong.*** In 2013, Mr. Mong increased the print and digital productivity of *The Dallas Morning News* reporting staff by refining and expanding the tools for measuring print, blogs, social media posts and writing clarity; diversified the projects *The Dallas Morning News* published such as JFK50, Girl in the Closet, West, Texas explosion investigation and analysis, and the assassination of a public official in Kaufman County; and increased his presence and influence on Twitter.

***Daniel J. Blizzard.*** In 2013, Mr. Blizzard successfully led the Company's efforts to sell the *Press-Enterprise* office building in July for \$30 million and two other non-core real estate assets in California and Rhode Island for \$0.6 million; oversaw the implementation of mandatory biometric screening for the Company's employees and spouses/domestic partners in Texas and California to increase awareness, encourage intervention and reduce future medical plan costs; and assisted Mr. Decherd and Mr. Moroney with the CEO transition.

***Robert W. Decherd.*** In 2013, Mr. Decherd successfully implemented the CEO succession planning process that he initiated in 2012, culminating in a smooth transition to Mr. Moroney as the Company's new Chairman, President and Chief Executive Officer in September; aggressively managed the Company's capital structure, including the implementation of a share repurchase program; managed both the sale of the *Press-Enterprise* office building in July for \$30 million and the process which led to the sale of the operating assets of *The Press-Enterprise* in November for \$27.25 million; and closely monitored progress of the Company's investments in digital and non-print initiatives.

After reviewing the detailed results of each NEO's performance against his or her individual non-financial objectives for 2013, the Compensation Committee determined that each NEO who participated in the annual cash

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incentive bonus program had met or exceeded their objectives and earned the target amount of their respective cash incentive opportunity as follows: Mr. Moroney \$211,061; Ms. Engel \$89,375; Mr. Mong \$81,761; Mr. Blizzard \$63,000; and Mr. Decherd \$255,000.

**Summary of Annual Cash Incentive Bonus Payouts.** The following table shows the total annual cash incentive bonus award opportunity available to each NEO for 2013 and the actual amount that each NEO achieved.

Name	2013 Target Award Opportunity		2013 Actual
	(% of Base Salary)	(Dollar Amount)	Award Paid (Dollar Amount)
James M. Moroney III	75%(1)	\$ 422,121	\$ 254,095
Alison K. Engel	55%	\$ 178,750	\$ 113,136
Robert W. Mong	45%	\$ 163,521	\$ 105,712
Daniel J. Blizzard	45%	\$ 126,000	\$ 79,749
Robert W. Decherd	85%	\$ 510,000	\$ 283,668

(1) In connection with his appointment as Chairman, President and Chief Executive Officer in September 2013, Mr. Moroney's target award opportunity increased from 70% to 85%.

**Quarterly Sales Commission Plan (Mr. Moise)**

Mr. Moise participates in a quarterly sales commission plan that is designed to incentivize increased sales and financial performance of the digital and niche publications businesses that Mr. Moise leads. With the Company's continued focus on diversifying revenue streams to restart topline growth, the quarterly sales commission plan particularly emphasizes the financial and operational performance of *The Dallas Morning News* two digital marketing businesses, 508 Digital and Speakeasy. 508 Digital focuses on serving the digital and social marketing needs of small and medium-sized businesses. 508 Digital generated approximately \$4.4 million in revenue in 2013. Almost 600 local advertisers signed on with 508 Digital in 2013, a 33% increase compared to 2012. Over 80% of these clients did not advertise with *The Dallas Morning News* prior to signing on with 508 Digital. Speakeasy specializes in content marketing distributed through social media channels and provides turnkey social media account management to middle-market business customers. Speakeasy generated approximately \$1.4 million in revenue in 2013. Approximately 25% of Speakeasy's clients that did not previously advertise with *The Dallas Morning News* have begun to use *The Dallas Morning News* other products. Overall, digital revenue increased 24% at *The Dallas Morning News*, primarily due to the continued growth associated with 508 Digital and Speakeasy. Mr. Moise also leads *The Dallas Morning News* niche publications businesses, which contributed approximately \$24.6 million in advertising revenue in 2013, a 3% increase from the prior year.

For 2013, Mr. Moise's commissions were based on the revenue and EBITDA of 508 Digital and the revenue of Speakeasy and all niche publications. Actual commissions earned under the sales commission plan for 2013 were \$147,845.

**Long-Term Incentive Compensation**

In developing long-term incentive compensation recommendations for 2013, the Compensation Committee's primary focus was to balance dilution, cost and retention concerns. The Compensation Committee decided to continue granting 50% of the total long-term incentive compensation amount in the form of time-based RSUs under the ICP and 50% in the form of time-based cash outside of the ICP. This 50/50 LTEI compensation and LTCI compensation structure is intended to accomplish several objectives, including: (1) managing share usage and dilution to acceptable levels; (2) aligning the interests of executives with those of shareholders; (3) providing retention to key executives over a multi-year period; (4) enhancing the Company's ability to recruit executives who can further diversify sources of revenue and grow EBITDA; and (5) ensuring that the total expense incurred is consistent with the value delivered to executives.

In order to determine appropriate long-term incentive compensation levels for the NEOs in 2013, the Compensation Committee reviewed general industry survey data for companies of a similar size and scope as A. H. Belo, a





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description of which can be found under 2013 Compensation Program Overview, and considered recommendations from senior management and its compensation consultant. The Compensation Committee also considered both executive and corporate performance, total cost, shareholder dilution, retention and recruiting with no specific goals or weightings assigned to such factors, when determining the size of the long-term incentive compensation grants.

**LTEI Compensation for 2013**

Under the terms of the ICP, each A. H. Belo executive officer is eligible to receive LTEI compensation. These awards are designed to offer competitive compensation that encourages the retention and motivation of key executives, and rewards them based upon market-driven results. The ICP provides the Compensation Committee with discretion to require performance-based standards to be met before grants vest. According to the ICP structure, the Compensation Committee determines each executive officer's intended LTEI compensation value, then determines the allocation of the LTEI compensation award among three available types of equity instruments: time-based RSUs, stock options and performance-related RSUs. Time-based RSUs encourage executives to remain with the Company and to focus on its long-term success. Stock options encourage and reward stock price performance, thus aligning the executive's interests with those of shareholders. Performance-related RSUs reward the achievement of A. H. Belo's cumulative annual financial performance goals. Since the ultimate value of the LTEI compensation awards depends upon the performance of A. H. Belo common stock, the interests of the executive officers are aligned with the financial interests of A. H. Belo's shareholders. For 2013, the Compensation Committee elected to award the full value of LTEI compensation in the form of time-based RSUs.

Each time-based RSU represents a contingent right to receive the value of one share of A. H. Belo Series A common stock. Time-based RSUs are valued as of the date of vesting and are paid 60% in shares of A. H. Belo Series A common stock and 40% in cash. Time-based RSUs granted in 2013 vest as follows: 40% on the third trading day following the annual earnings release date for the year ending December 31, 2013; and 30% each on the third trading day following the annual earnings release date for the years ending December 31, 2014 and 2015.

The following table displays the grant date fair market value of the LTEIs granted in 2013.

Name	LTEI Award	
	Number of Time-Based RSUs	Dollar Amount
James M. Moroney III	56,951	\$ 322,877
Alison K. Engel	33,018	\$ 175,000
Robert W. Mong	4,716	\$ 25,000
Daniel J. Blizzard	16,509	\$ 87,500
Grant S. Moise	4,716	\$ 25,000
Robert W. Decherd	91,981	\$ 487,500

**LTCI Compensation for 2013**

The LTCIs granted outside of the ICP in 2013 vested 50% on December 31, 2013 and the remaining 50% will vest on December 31, 2014. The following table displays the amounts of the LTCIs granted in 2013.

Name	LTCI Award
James M. Moroney III	\$ 322,877
Alison K. Engel	\$ 175,000
Robert W. Mong	\$ 25,000
Daniel J. Blizzard	\$ 87,500
Grant S. Moise	\$ 25,000
Robert W. Decherd	\$ 487,500

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### **Retirement Benefits**

Prior to the 2008 spin-off, Belo Corp. offered pension benefits to eligible employees through The G. B. Dealey Retirement Pension Plan (the Belo Plan ). In March 2007, Belo Corp. froze the Belo Plan and all affected employees were provided with transition benefits. At the time of the spin-off, Belo Corp. remained the sole sponsor and administrator of the Belo Plan for all of its approximately 9,300 participants, and A. H. Belo agreed to share investment oversight responsibilities with Belo Corp. and to reimburse Belo Corp. for 60 percent of each contribution Belo Corp. made to the Belo Plan.

The Company and Belo Corp. split the Belo Plan effective January 1, 2011. Under the agreement, benefit assets and liabilities allocable to the approximately 5,100 current and former employee participants of A. H. Belo and its newspaper businesses were transferred to two new defined benefit pension plans created, sponsored and managed by or on behalf of A. H. Belo (the A. H. Belo Plans ). Benefits under the A. H. Belo Plans remain frozen, and A. H. Belo is now solely responsible for contributions to the A. H. Belo Plans. The split of the Belo Plan does not change the amount of the benefits any participant has accrued or is currently receiving. As of December 31, 2013, there were approximately 4,100 current and former employee participants in the A. H. Belo Plans.

In conjunction with the freeze of the Belo Plan in 2007, A. H. Belo adopted two separate defined contribution plans at the time of the spin-off which were designed to provide supplemental retirement benefits over a five-year period for all A. H. Belo employees who were participants in the Belo Plan, including Mr. Moroney, Mr. Mong and Mr. Decherd. The A. H. Belo PTS Plan is an account-balance plan intended to qualify under the provisions of Section 401(a) of the Code. The A. H. Belo PTS Restoration Plan is a non-qualified plan and is intended to cover any transition supplement payments that exceed IRS limits to all qualified plan accounts.

Accrued benefits for 2012 under the PTS Plan were contributed in 2013. On July 1, 2013, the PTS Plan was merged with the A. H. Belo Savings Plan. Due to a short plan year, accrued benefits for 2013 under the PTS Plan were contributed in April 2013. No benefits were accrued for 2012 and contributed in 2013 to the PTS Restoration Plan. There will be no future contributions to the PTS Restoration Plan. For additional discussion of the PTS Plan and the PTS Restoration Plan, see Post-Employment Benefits.

### **Employment Agreements**

The Company does not have individual employment agreements with any of its current executive officers. The Company agreed to provide Mr. Decherd with certain compensation and benefits in connection with his retirement as the Company's Chairman, President and Chief Executive Officer and transition to his role as Vice Chairman, as further described below under Change in Control Arrangements and Other Agreements Upon Termination of Employment.

### **Change in Control and Severance Benefits**

The Compensation Committee believes that severance and change of control benefits are necessary in order to attract and retain the caliber of executives A. H. Belo needs in its most senior positions. These benefits are particularly important in an industry undergoing significant restructuring, providing for continuity of senior management and helping executives focus on business results, cost management and strategic initiatives.

#### ***CIC Plan***

No changes were made to the A. H. Belo Corporation Change In Control Severance Plan (the CIC Plan ) in 2013. Additional information regarding the levels of payments and benefits available upon termination of employment in connection with a change in control, including a definition of key terms and quantifications of benefits that would have been received by our NEOs had termination occurred on December 31, 2013, is found under Potential Payments on Change in Control or Upon Termination of Employment at December 31, 2013.

#### ***Severance Plan***

The Company continues to maintain the A. H. Belo Severance Plan (the Severance Plan ), which provides for severance payments for both officers and non-officer employees of A. H. Belo and its subsidiary companies in

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the event of termination of employment due to general involuntary separations including, but not limited to, reduction-in-force and cost re-engineering actions. Under the Severance Plan, any NEO, as well as each vice president-level and above employee, who is terminated due to such an action is eligible for a lump sum severance payment plus a certain amount of ongoing benefits coverage. No changes were made to this plan in 2013. For additional discussion, see Potential Payments on Change in Control or Upon Termination of Employment at December 31, 2013.

### **Tax Treatment**

The Company reviews and considers the deductibility under section 162(m) of the Code of compensation paid to the CEO and the other three most highly paid executives (excluding the CFO). Section 162(m) generally allows a deduction only if such compensation is less than \$1 million or is performance-based. The applicable awards granted under the ICP are intended to qualify as performance-based compensation and typically are fully tax-deductible for the Company, except for time-based RSUs and LTCIs. However, because there are uncertainties as to the application of regulations under Section 162(m), as with most tax matters, it is possible that the Company's deductions may be challenged or disallowed. Accordingly, there is no certainty that elements of compensation discussed in this proxy statement will in fact be deductible by the Company. The Company intends to continue seeking a tax deduction to the extent possible for all executive compensation, as long as the Company determines that doing so is in the best interests of A. H. Belo and its shareholders.

### **Considerations Regarding Shareholder Say on Pay and Say on Frequency Votes**

At our annual meeting of shareholders held on May 18, 2011, our shareholders voted overwhelmingly to adopt the recommendation of our Board to conduct future advisory votes on executive compensation every three years. Accordingly, shareholders are again being asked to approve an advisory resolution on executive compensation (say-on-pay) at this year's annual meeting of shareholders, and the next advisory vote on executive compensation will be held at the Company's 2017 annual meeting of shareholders, at which meeting another advisory vote on the frequency of future say-on-pay votes (say-on-frequency) will be held.

### **Compensation Committee Report**

In accordance with its written charter adopted by our Board of Directors, the Compensation Committee has oversight of the Company's overall compensation structure, policies and programs. In exercising its oversight responsibility, the Compensation Committee has retained a compensation consultant to advise the committee regarding market and general compensation trends.

The Compensation Committee, after consultation with its compensation consultant, has reviewed and discussed the CD&A with management, which has the responsibility for preparing the CD&A. Based upon this review and discussion, the Compensation Committee recommended to our Board that the CD&A be included in this proxy statement and incorporated by reference in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission for the year ended December 31, 2013.

### **COMPENSATION COMMITTEE**

Ronald D. McCray, Chairman

John A. Beckert

Louis E. Caldera

Tyree B. Miller

John P. Puerner

Nicole G. Small

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The following information summarizes annual and long-term compensation awarded to, earned by or paid to A. H. Belo's principal executive officer, principal financial officer, its three other most highly-paid executive officers and its former principal executive officer for services in all capacities to A. H. Belo for the years ended December 31, 2013, 2012 and 2011, respectively.

Name and Principal Position (a)	Year (b)	Salary \$(1) (c)	Bonus \$(2) (d)	Stock Awards \$(3) (e)	Non-Equity Incentive Plan Compensation \$(4) (g)	Change in Pension Value and Non- qualified Deferred Compen- sation Earnings \$(5) (h)	All Other Compensation \$(6) (i)	Total \$(j)
James M. Moroney III Chairman of the Board, President and Chief Executive Officer	2013	\$ 558,462	\$ 286,439	\$ 322,872	\$ 254,095	\$	\$ 83,177	\$ 1,505,045
	2012	\$ 520,481	\$ 125,000	\$ 250,000	\$ 394,514	\$ 106,421	\$ 82,140	\$ 1,478,556
	2011	\$ 467,500	\$	\$ 474,997	\$ 135,130	\$ 167,776	\$ 47,454	\$ 1,292,857
Alison K. Engel Senior Vice President/Chief Financial Officer and Treasurer	2013	\$ 325,000	\$ 175,000	\$ 174,995	\$ 113,136	\$	\$ 22,337	\$ 810,468
	2012	\$ 318,269	\$ 87,500	\$ 175,000	\$ 186,559	\$	\$ 38,162	\$ 805,490
	2011	\$ 300,000	\$	\$ 249,996	\$ 61,939	\$	\$ 14,156	\$ 626,091
Robert W. Mong Editor, <i>The Dallas Morning News</i>	2013	\$ 361,927	\$ 25,000	\$ 24,995	\$ 105,712	\$	\$ 61,843	\$ 579,477
	2012	\$	\$	\$	\$	\$	\$	\$
	2011	\$	\$	\$	\$	\$	\$	\$
Daniel J. Blizzard Senior Vice President and Secretary	2013	\$ 280,000	\$ 87,500	\$ 87,498	\$ 79,749	\$	\$ 14,115	\$ 548,862
	2012	\$ 271,923	\$ 43,750	\$ 87,500	\$ 131,505	\$	\$ 22,994	\$ 557,672
	2011	\$ 250,000	\$	\$ 124,998	\$ 41,293	\$	\$ 8,700	\$ 424,991
Grant S. Moise Senior Vice President, Business Development & Niche Products, <i>The Dallas Morning News</i>	2013	\$ 294,022	\$ 172,845	\$ 24,995	\$	\$	\$ 7,480	\$ 499,342
	2012	\$	\$	\$	\$	\$	\$	\$
	2011	\$	\$	\$	\$	\$	\$	\$
Robert W. Decherd Former Chairman of the Board, President and Chief Executive Officer	2013	\$ 600,000	\$ 487,500	\$ 487,499	\$ 283,668	\$	\$ 97,513	\$ 1,956,180
	2012	\$ 567,692	\$ 243,750	\$ 487,500	\$ 461,928	\$ 152,126	\$ 127,139	\$ 2,040,135
	2011	\$ 480,000	\$	\$ 899,997	\$ 168,474	\$ 236,590	\$ 61,441	\$ 1,846,502

(1) The amounts in column (c) for 2012 reflect a change in base compensation that was effective April 2012. The amounts in column (c) for 2013 reflect changes in base compensation that were effective for Mr. Moroney in September 2013, for Mr. Mong in March 2013 and for Mr. Moise in March 2013 and July 2013.

(2)

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In 2012 and 2013, LTCIs were granted outside of the ICP. Fifty percent of the LTCIs granted in each of 2012 and 2013 vested in 2013 and are represented in column (d). For further discussion see Compensation Discussion and Analysis Incentive Programs Long-Term Incentive Compensation. Since Mr. Moise participates in a quarterly sales commission plan, amounts in column (d) for Mr. Moise represent quarterly commissions earned in 2013, in addition to his LTCIs. See Compensation Discussion and Analysis Incentive Programs Quarterly Sales Commission Plan (Mr. Moise).

- (3) The amounts in column (e) reflect the aggregate grant date fair value of time-based RSU awards made in 2011, 2012 and 2013. For 2011, 2012 and 2013, the fair value estimates are based on a market price of \$7.76, \$5.00 and \$5.30 per share, respectively. There were no option awards in 2011, 2012 or 2013.
- (4) The amounts in column (g) for 2011 were paid by A. H. Belo in February 2012 in respect of 2011 performance relative to 2011 financial performance targets and goals. For 2012, amounts were paid by A. H. Belo in February 2013 in respect of 2012 performance relative to 2012 financial performance targets and goals, and individual non-financial objectives. For 2013, amounts were paid by A. H. Belo in February 2014 in respect of 2013 performance relative to 2013 financial performance targets and goals, and individual non-financial objectives.

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- (5) The amounts indicated in column (h) represent the change in pension value and earnings on non-qualified deferred compensation for each applicable NEO for the years ended December 31, 2011, 2012 and 2013. In 2013, the combined value of the change in pension value and earnings on non-qualified deferred compensation was less than zero for the applicable NEOs, and zero was entered into this column. In 2013, pension values decreased by \$87,056 for Mr. Moroney; \$52,052 for Mr. Mong; and \$86,370 for Mr. Decherd. In 2013, earnings from non-qualified deferred compensation were \$1,260 for Mr. Moroney; \$1,296 for Mr. Mong; and \$213 for Mr. Decherd. For further discussion, see [Post-Employment Benefits Pension Benefits at December 31, 2013](#) and [Post-Employment Benefits Non-Qualified Deferred Compensation for 2013](#). Ms. Engel, Mr. Blizzard and Mr. Moise do not participate in a pension plan; therefore, no amounts are reported in column (h) for them.
- (6) A. H. Belo contributed the following amounts to the A. H. Belo Savings Plan, PTS Plan and Health Savings Plan, and paid dividend equivalents on time-based RSUs as follows, which amounts are included in column (i):

Name	Year	Pension Transition			
		A. H. Belo Savings	Supplement	Dividend	Health Savings
		Plan	Plan	Equivalents	Account
		Contribution	Contribution		
James M. Moroney III	2013	\$ 3,825	\$ 49,894	\$ 28,457	\$ 1,000
	2012	\$ 3,750	\$ 24,206	\$ 53,184	\$ 1,000
	2011	\$ 3,506	\$ 24,206	\$ 19,742	\$
Alison K. Engel	2013	\$ 3,548	\$	\$ 18,288	\$ 500
	2012	\$ 3,750	\$	\$ 33,912	\$ 500
	2011	\$ 2,250	\$	\$ 11,906	\$
Robert W. Mong	2013	\$ 3,350	\$ 54,548	\$ 2,946	\$ 1,000
	2012	\$	\$	\$	\$
	2011	\$	\$	\$	\$
Daniel J. Blizzard	2013	\$ 3,825	\$	\$ 9,290	\$ 1,000
	2012	\$ 3,729	\$	\$ 18,265	\$ 1,000
	2011	\$ 1,875	\$	\$ 6,825	\$
Grant S. Moise	2013	\$ 3,825	\$	\$ 2,655	\$ 1,000
	2012	\$	\$	\$	\$
	2011	\$	\$	\$	\$
Robert W. Decherd	2013	\$ 3,825	\$ 36,158	\$ 53,549	\$ 1,000
	2012	\$ 3,750	\$ 17,542	\$ 101,999	\$ 1,000
	2011	\$ 3,600	\$ 17,542	\$ 37,451	\$

The PTS Plan contributions noted above represent payments made on behalf of the NEOs who participate in a pension plan. These contributions represent additional transition benefits earned by such NEOs who were participants in the Belo Plan on March 31, 2007, the date the Belo Plan was frozen. For more information, see [Post-Employment Benefits](#).

Dividend equivalents were paid in the second, third and fourth quarters of 2011 on RSUs for which shares had not been issued at the rate of \$0.06 per RSU. In 2012, dividend equivalents were paid in the first, second, third and fourth quarters on RSUs for which shares had not yet been issued at the rate of \$0.06 per RSU. In addition, a special dividend equivalent of \$0.24 per RSU was paid in the fourth quarter of 2012. In 2013, dividend equivalents were paid in the first, second, third and fourth quarters for which shares had not yet been issued at a rate of \$0.06 per RSU for the first and second quarter and at a rate of \$0.08 per RSU for the third and fourth quarter.

Amounts in the [All Other Compensation](#) column (i) for Mr. Decherd for 2011, 2012 and 2013 include \$7,920, \$7,920 and \$7,920 respectively, for life insurance purchased by A. H. Belo, and \$2,848, \$2,848 and \$2,982, respectively, for tax gross-ups.

The total value of executive perquisites and personal benefits paid by A. H. Belo in 2011, 2012 and 2013 did not exceed \$10,000 for any of the NEOs.

**Table of Contents****Grants of Plan-Based Awards in 2013**

The following table summarizes cash and equity based awards that were granted under the ICP during 2013.

Name (a)	Grant Date (b)	Threshold (\$) (c)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)		All Other Stock Awards: Number of Shares of Stock or Units #(2) (i)	Grant Date Fair Value of Stock and Option Awards \$(3) (l)
			Target (\$) (d)	Maximum (\$) (e)		
James M. Moroney III	3/7/2013	\$ 12,583	\$ 125,827	\$ 251,655		\$
	3/7/2013	\$	\$ 125,827	\$		\$
	3/7/2013	\$	\$	\$	47,169	\$ 249,996
	9/11/2013	\$ 8,523	\$ 85,233	\$ 170,466		\$
	9/11/2013	\$	\$ 85,233	\$		\$
	9/11/2013	\$	\$	\$	9,782	\$ 72,876
Alison K. Engel	3/7/2013	\$ 8,938	\$ 89,375	\$ 178,750		\$
	3/7/2013	\$	\$ 89,375	\$		\$
	3/7/2013	\$	\$	\$	33,018	\$ 174,995
Robert W. Mong	3/7/2013	\$ 8,176	\$ 81,760	\$ 143,080		\$
	3/7/2013	\$	\$ 81,760	\$		\$
	3/7/2013	\$	\$	\$	4,716	\$ 24,995
Daniel J. Blizzard	3/7/2013	\$ 6,300	\$ 63,000	\$ 126,000		\$
	3/7/2013	\$	\$ 63,000	\$		\$
	3/7/2013	\$	\$	\$	16,509	\$ 87,498
Grant S. Moise	3/7/2013	\$	\$	\$	4,716	\$ 24,995
Robert W. Decherd	3/7/2013	\$ 25,500	\$ 255,000	\$ 510,000		\$
	3/7/2013	\$	\$ 255,000	\$		\$
	3/7/2013	\$	\$	\$	91,981	\$ 487,499



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- (1) The Compensation Committee established 2013 target bonus opportunities expressed as a percentage of base salary for each of the NEOs as follows: Mr. Moroney, 70% (for the period January through August) and 85% (for the period September through December); Ms. Engel, 55%; Mr. Mong, 45%; Mr. Blizzard, 45%; and Mr. Decherd, 85%. Mr. Moise does not have an annual bonus opportunity under the ICP. His variable pay is based on a *Dallas Morning News* sales compensation plan. In connection with his appointment as Chairman, President and Chief Executive Officer, Mr. Moroney's target cash bonus opportunity was set at 85% of his base salary for the period from September 1, 2013 through December 31, 2013. For the first eight months of 2013, Mr. Moroney was eligible to receive a pro rata target bonus calculated in accordance with his compensation arrangements then-in effect. 2013 bonus opportunities were linked directly to the achievement of financial performance measures and individual non-financial performance objectives. The weighting given to these factors was 50% for EBITDA and 50% for individual non-financial objectives. See Compensation Discussion and Analysis Incentive Programs Annual Cash Incentive Bonus Program. The first row in columns (c), (d) and (e) for each NEO (other than Mr. Moise) relates to bonus opportunities that are based upon EBITDA. The second row in column (d) for each NEO (other than Mr. Moise) relates to bonus opportunities that were based upon individual non-financial objectives.
  
- (2) The NEOs were awarded one-half of their long-term incentive compensation in the form of time-based RSUs that are reflected in column (i). No stock option awards were made under the ICP in 2013. For additional discussion, see Compensation Discussion and Analysis Incentive Programs Long-Term Incentive Compensation. These time-based RSUs are valued as of the date of vesting and are paid 60% in shares of A. H. Belo Series A common stock and 40% in cash, and vest as follows: 40% vested on February 18, 2014, and the remainder of the awards vest 30% on the third trading day following each annual earnings release

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date for the years ending December 31, 2014 and 2015, provided that the executive remains employed through the vesting date. In connection with his appointment as Chairman, President and Chief Executive Officer, Mr. Moroney received a pro-rata award of long-term incentive grants with a value of \$475,000, which, in addition to his then-current level of long-term incentive compensation award, represents an annualized long-term incentive compensation value of \$975,000. This award will be payable one-half in the form of time-based RSUs under the ICP and one-half in the form of LTCIs outside of the ICP. The time-based RSUs vest 40% on February 18, 2014, and the remainder of the award vests 30% each on the third trading day following the annual earnings release date for the years ending December 31, 2014 and 2015. The LTCI award vests one-half on December 31, 2013 and one-half on December 31, 2014.

- (3) The fair value estimates do not include any adjustments for risk of forfeiture. The fair value of the time-based RSUs awarded March 7, 2013 in column (l) is based on the closing market price for a share of A. H. Belo Series A common stock on that date, which was \$5.30. The fair value of the time-based RSUs awarded September 11, 2013 in column (l) is based on the closing market price for a share of A. H. Belo Series A common stock on that date, which was \$7.45.

**Equity Holdings and Value Realization**

The following table contains information on all A. H. Belo equity awards that were outstanding as of December 31, 2013.

<b>Outstanding A. H. Belo</b>					
<b>Equity Awards at Fiscal Year-End 2013</b>					
	<b>Option Awards</b>			<b>Stock Awards</b>	
	<b>Number of Securities Underlying Unexercised Options (#) Exercisable</b>	<b>Option Exercise Price (\$)</b>	<b>Option Expiration Date</b>	<b>Number of Shares or Units of Stock That Have Not Vested (#)(2)(g)</b>	<b>Market Value of Shares or Units of Stock That Have Not Vested (\$)(3)(h)</b>
<b>Name (a)</b>	<b>(1)(b)</b>	<b>(e)</b>	<b>(f)</b>	<b>(g)</b>	<b>(h)</b>
James M. Moroney III	60,000	\$ 2.05	12/3/2018	9,782	\$ 73,072
	5,500	\$ 21.67	12/9/2015	47,169	\$ 352,352
	17,000	\$ 25.26	12/3/2014	30,000	\$ 224,100
				18,364	\$ 137,179
Alison K. Engel	27,000	\$ 2.05	12/3/2018	33,018	\$ 246,644
	700	\$ 21.67	12/9/2015	21,000	\$ 156,870
				9,666	\$ 72,205
Robert W. Mong	12,000	\$ 2.05	12/3/2018	4,716	\$ 35,229
	16,820	\$ 6.60	7/23/2018	3,000	\$ 22,410
	2,400	\$ 21.67	12/9/2015	1,934	\$ 14,447
	5,000	\$ 25.26	12/3/2014		

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Daniel J. Blizzard	1,000	\$ 21.67	12/9/2015	16,509	\$	123,322
	1,800	\$ 25.26	12/3/2014	10,500	\$	78,435
				4,833	\$	36,103
Grant S. Moise				4,716	\$	35,229
				3,000	\$	22,410
				1,934	\$	14,447
Robert W. Dechard	31,464	\$ 18.13	12/13/2016	91,981	\$	687,098
	22,400	\$ 21.67	12/9/2015	58,500	\$	436,995
	40,000	\$ 25.26	12/3/2014	34,795	\$	259,919

(1) All of the outstanding option awards held by the NEOs are fully vested.

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- (2) The amounts in column (g) reflect unvested time-based RSUs that, subject to retirement eligibility, remain subject to additional vesting requirements that depend upon the executive's continued employment with the Company. The form of RSU provides for accelerated vesting of equity awards for terminating employees that meet the criteria for early retirement (age 55 or greater with three years of service). Mr. Moroney, Mr. Mong, Mr. Blizzard and Mr. Decherd meet these criteria.

Vesting and scheduled vesting of all outstanding A. H. Belo RSU awards for each of the NEOs was/is as follows:

Vesting Date	Award Type	James M.	Alison K.	Robert W.	Daniel J.	Grant S.	Robert W.
		Moroney III	Engel	Mong	Blizzard	Moise	Decherd
February 18, 2014	Time-based RSU	56,143	33,373	5,320	16,686	5,320	100,837
February 1, 2015*	Time-based RSU	32,084	20,405	2,914	10,202	2,914	56,844
February 1, 2016*	Time-based RSU	17,088	9,906	1,416	4,954	1,416	27,595

- \* February 1 is used as a projected vesting date for purposes of 2015 and 2016. Actual vesting date is the third trading day after the earnings release date for A. H. Belo for the previous year ending December 31.

- (3) The fair market value at year-end for outstanding awards still subject to vesting is based on the closing market price of a share of A. H. Belo Series A common stock for the year ended December 31, 2013 of \$7.47.

**Option Exercises and Stock Vested in 2013**

The following table presents information on amounts realized from A. H. Belo stock awards vesting during 2013. No A. H. Belo options were exercised during 2013.

Stock Awards			
Name		Number of Shares	
		Acquired on Vesting (#)	Value Realized on Vesting \$(1)
James M. Moroney III		62,596	\$ 334,263
Alison K. Engel		40,628	\$ 216,954
Robert W. Mong		8,779	\$ 46,880
Daniel J. Blizzard		22,738	\$ 121,421
Grant S. Moise		3,932	\$ 20,997
Robert W. Decherd		119,836	\$ 639,924

- (1) The value realized upon vesting of these time-based RSUs is equal to the number of units vesting multiplied by the closing market price of a share of A. H. Belo Series A common stock on the vesting date. The vested stock award represents the January 28, 2010, March 9, 2011 and March 8, 2012 time-based RSU awards which vested on February 15, 2013, at a price of \$5.34.

**Post-Employment Benefits**

***Defined Benefit Pension Plan***

In connection with the spin-off of A. H. Belo from Belo Corp. in February 2008, A. H. Belo and Belo Corp. entered into a Pension Plan Transfer Agreement in October 2010 in order to split into separately sponsored plans the defined benefit pension plan that Belo Corp. had offered to certain employees. The split was effective January 1, 2011. As a result, A. H. Belo now sponsors two pension plans, the A. H. Belo Pension Plan I and the A. H. Belo Pension Plan II (the A. H. Belo Plans ), for A. H. Belo participants and is solely responsible for manag-

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ing and funding future contributions to such plans. Belo remains the sole sponsor for the Belo Plan and is responsible for management and funding contributions for the benefit of Belo participants but no longer A. H. Belo participants. The split of the Belo Plan did not change the amount of the benefits any participant has accrued or is currently receiving.

The A. H. Belo Plans provide for the payment of a monthly retirement benefit based on credited years of service and the average of five consecutive years of highest annual covered compensation out of the ten most recent calendar years of employment referred to as final monthly compensation. The formula for determining an individual participant's benefit is as follows: 1.1% times final monthly compensation times years of credited service plus 0.35% times final monthly compensation in excess of covered compensation times years of credited service (up to 35 years). Compensation covered under the A. H. Belo Plans includes regular pay plus overtime, bonuses, commissions, and any contribution made by the Company on behalf of an employee pursuant to a deferral election under any benefit plan containing a cash or deferred arrangement. Covered compensation excludes certain non-cash earnings and Company contributions to the Savings Plan. All participants are fully vested in their accrued benefit in the A. H. Belo Plans. Retirement benefits under the A. H. Belo Plans are paid to participants upon normal retirement at the age of 65 or later, or upon early retirement, which may occur as early as age 55. An early retirement reduction factor, which is applied to the participant's normal age 65 monthly benefit, is based on the participant's Social Security normal retirement age. The A. H. Belo Plans also provide for the payment of death benefits. Mr. Moroney, Mr. Mong and Mr. Decherd are currently eligible to receive benefits under the early retirement provisions of the A. H. Belo Plans.

The table below presents the present value of Mr. Moroney's, Mr. Mong's and Mr. Decherd's benefit under the A. H. Belo Pension Plan I at age 65, based upon credited years of service, including an additional five years of credited service granted in connection with the 2007 freeze of the Belo Plan, and covered compensation as of December 31, 2013. For the A. H. Belo Plans, A. H. Belo uses a December 31 measurement date for financial reporting purposes with respect to A. H. Belo's audited financial statements for the year ending December 31, 2013.

<b>Pension Benefits at December 31, 2013</b>				
<b>Name</b>	<b>Plan Name</b>	<b>Number of</b>	<b>Years of</b>	<b>Present</b>
<b>(a)(1)</b>	<b>(b)</b>	<b>Credited</b>	<b>Service</b>	<b>Value of</b>
		<b>(#)</b>	<b>(c)</b>	<b>Accumulated</b>
				<b>Benefit (\$)</b>
				<b>(d)(2)</b>
James M. Moroney III	A. H. Belo Pension Plan I	31		\$ 742,633
Robert W. Mong	A. H. Belo Pension Plan I	33		\$ 1,156,653
Robert W. Decherd	A. H. Belo Pension Plan I	39		\$ 1,379,537

(1) Ms. Engel, Mr. Blizzard and Mr. Moise are not participants in the A. H. Belo Plans, the PTS Plan or the PTS Restoration Plan.

(2) Amounts indicated in column (d) do not include pension transition supplement payments that the Company funded into the PTS Plan, a qualified defined contribution retirement plan, and the PTS Restoration Plan, a non-qualified plan. See All Other Compensation in the Summary Compensation Table.

**Pension Transition Benefits**

In connection with the spin-off from Belo Corp. on February 8, 2008, A. H. Belo adopted the PTS Plan and the PTS Restoration Plan, which are designed to provide those employees who previously participated in the Belo Plan and were affected by the freeze of the Belo Plan in 2007, a supplemental benefit over a five-year period to replace a portion of the pension benefit they would have earned had the Belo Plan not been frozen.

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For a participant to remain eligible for a contribution, the participant must remain an A. H. Belo employee through the last day of a designated plan year. The amount of any contribution is determined by applying an actuarially-determined factor to the participant's eligible compensation earned during a given plan year. Eligible compensation is limited to \$255,000 for all participants in the PTS Plan and PTS Restoration Plan.  
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benefits under the PTS Plan for 2012 were contributed in 2013. On July 1, 2013, the PTS Plan was merged with the A. H. Belo Savings Plan. Due to a short plan year, accrued benefits for 2013 under the PTS Plan were contributed in April 2013.

Mr. Moroney, Mr. Mong and Mr. Decherd are the only NEOs for whom amounts have been credited under the PTS Restoration Plan. No PTS Restoration Plan payments were made in 2011, 2012 or 2013. Their aggregate earnings in the year ending December 31, 2013 under the PTS Restoration Plan are as follows:

<b>Non-Qualified Deferred Compensation for 2013</b>				
<b>Name</b>	<b>Registrant Contributions in Last FYE (\$)(1)(c)</b>	<b>Aggregate Earnings in Last FYE (\$)(d)</b>	<b>Aggregate Withdrawals/ Distributions (\$)(e)</b>	<b>Aggregate Balance at Last FYE (\$)(f)</b>
James M. Moroney III	\$	\$ 1,260	\$	\$ 10,698
Robert W. Mong	\$	\$ 1,296	\$	\$ 12,132
Robert W. Decherd	\$	\$ 213	\$	\$ 1,383

**Change in Control Arrangements and Other Agreements Upon Termination of Employment**

The following descriptions reflect the amount of compensation that would have become payable to each of the NEOs under existing arrangements if there had been a change in control or the NEO's employment had terminated on December 31, 2013, given the NEO's compensation and service levels at A. H. Belo as of such date and, if applicable, based on A. H. Belo's closing stock price on that date. As used in this section, termination means the termination of a NEO's employment with the Company due to death, disability or retirement at or after age 55 with at least three years of service or involuntary termination without cause. These amounts are in addition to benefits that were available without regard to the occurrence of any termination of employment or change in control, including then-exercisable stock options, and benefits available generally to salaried employees.

Other than as described in the following paragraph, at December 31, 2013, the Company did not have individual written agreements with any of the NEOs that would provide guaranteed payments or benefits in the event of a termination of employment or a change in control. The actual amounts that would be paid upon a NEO's termination of employment or a change in control can be determined only at the time of any such event. Due to the number of factors that affect the nature and amount of any benefits provided upon any such event, the actual amounts paid or distributed may be higher or lower than the amounts set forth in the table that follows. Factors that could affect these amounts include the timing during the year of any such event, the Company's stock price and the executive's age.

In connection with Mr. Decherd's retirement as the Company's Chairman, President and Chief Executive Officer and transition to his role as Vice Chairman, the Company agreed to provide to Mr. Decherd an office and an executive assistant, beginning on January 1, 2014 and continuing until his retirement as a director of the Company. These benefits will survive any change in control of A. H. Belo, meaning that any remaining lease or parking obligation will be the responsibility of the Company and not Mr. Decherd's.

**Severance Plan**

The Severance Plan, an employee welfare benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, as amended, provides severance benefits to eligible employees, including the NEOs, following involuntary terminations of employment by the Company, including, but not limited to, reduction-in-force and re-engineering actions. The severance benefit provided under the Severance Plan for participants at or above the level of vice president is an amount equal to 1.0 week of base pay multiplied by the number of years of service, subject to a minimum benefit of 16 weeks of pay, plus six months of COBRA premiums. Severance benefits are paid in a lump sum following termination of employment and upon the execution of a release. Outplacement services also may be provided. In the event of an involuntary termination of employment by the Company, all unvested option and RSU awards are forfeited immediately and all vested options remain exercisable for one year from the date of termination.



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***CIC Plan Change in Control Benefits***

Under the CIC Plan, each designated executive is eligible for certain payments upon a change in control. The circumstances that would result in a change in control under the CIC Plan include: (1) the acquisition by a person or group of 30 percent or more of the combined voting power of the Company's voting securities (excluding voting securities held by Mr. Decherd and voting securities held by any entity over which Mr. Decherd has sole or shared voting power); (2) certain changes in the membership of the Company's Board of Directors that are not approved by the incumbent directors; (3) consummation of a business combination or sale of substantially all of the Company's assets, unless immediately following such transaction the beneficial owners of shares of A. H. Belo's common stock and other securities eligible to vote immediately prior to the transaction beneficially own more than 60 percent of the combined voting power of the voting securities of the continuing company resulting from such transaction; or (4) approval by A. H. Belo shareholders of a plan of liquidation or dissolution. In connection with any actual termination of employment, change in control or otherwise, A. H. Belo may determine to enter into or amend other agreements or arrangements that provide additional or alternative benefits that would be payable as a result of such events, as the Compensation Committee or Board determines appropriate.

The amounts presented in the table below with respect to change in control payments are based upon the terms of the CIC Plan had there been a termination of employment in connection with a change in control on December 31, 2013.

***ICP Change in Control Benefits***

Compensation and benefits of all plan participants, which include A. H. Belo's executive officers, under the Company's ICP may also be affected by a change in control of A. H. Belo. Generally under the ICP, a change in control event means the first of the following to occur, unless the A. H. Belo Board of Directors has adopted a resolution stipulating that such event will not constitute a change in control for purposes of the ICP:

specified changes in the majority composition of A. H. Belo's Board;

specified mergers or sales or dispositions of all or substantially all of A. H. Belo's assets;

shareholder approval of a plan of complete liquidation or dissolution of A. H. Belo; or

acquisition of more than 30 percent of the combined voting power of A. H. Belo common stock.

Following a change in control of A. H. Belo, ICP bonuses are paid in full at the higher of target or forecasted full-year results in the year of the change in control; stock options held by ICP participants become fully-vested and are immediately exercisable; time-based RSUs vest and are payable in full immediately; and performance-related RSUs vest at the higher of target or forecasted full-year results in the year of the change in control; and all vested units are payable in full immediately.

***Pension Transition Supplement Restoration Plan***

Effective February 8, 2008, A. H. Belo adopted the PTS Restoration Plan, as a non-qualified plan, to provide the portion of PTS Plan benefit that cannot be provided under the PTS Plan because of Code limitations on the amount of qualified plan benefits. Generally under the PTS Restoration Plan, a change in control will occur on the date that there is a:

change in ownership in the Company, wherein any person or group acquires more than 50% of the total fair market value or total voting power of A. H. Belo stock;

change in effective control of the Company, wherein (a) any person or group acquires 30% or more of the total voting power of A. H. Belo stock or (b) a majority of the members of A. H. Belo's Board are replaced during any 12-month period by persons not appointed or

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endorsed by a majority of A. H. Belo's Board prior to the date of such appointment or election; or

change in the ownership of a substantial portion of the assets of the Company, wherein any person or group acquired A. H. Belo assets having a total gross fair market value of 40 percent or more of the total gross fair market value of all A. H. Belo assets.

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Upon the occurrence of a change in control, as defined in the PTS Restoration Plan, the A. H. Belo Compensation Committee has the right, but not the obligation, to terminate the PTS Restoration Plan and distribute the entire balance of participants' accounts to the participants.

The approximate value of the severance benefits available to each of the NEOs, if there had been a termination of employment (as defined) due to death, disability or retirement, involuntary termination without cause, or had there been a termination of employment in connection with a change in control (as defined), on December 31, 2013, under the ICP, the Severance Plan or the CIC Plan, would have been as follows, based on a closing market price of \$7.47 per share for A. H. Belo's Series A common stock for the year ended December 31, 2013:

<b>Potential Payments on Change in Control or Upon Termination of Employment at December 31, 2013</b>			
<b>Name and Description of Benefit (a)</b>	<b>Termination/ Severance Plan (b)</b>	<b>Termination/ Change in Control (c)</b>	<b>Death, Disability or Retirement After Age 55 with Three Years Service (d)</b>
James M. Moroney III(4)			
Non-equity incentives(1)	\$	\$ 422,121	\$
Time-based RSUs(2)	\$ 786,703	\$ 786,703	\$ 786,703
LTCIs(2)	\$ 161,439	\$ 161,439	\$ 161,439
CIC Plan payments(3)	\$	\$ 2,621,868	\$
Severance Plan Payment	\$ 412,412	\$	\$
<b>Total</b>	<b>\$ 1,360,554</b>	<b>\$ 3,992,131</b>	<b>\$ 948,142</b>
Alison K. Engel			
Non-equity incentives(1)	\$	\$ 178,750	\$
Time-based RSUs(2)	\$ 475,719	\$ 475,719	\$ 475,719
LTCIs(2)	\$ 87,500	\$ 87,500	\$ 87,500
CIC Plan payments(3)	\$	\$ 1,022,397	\$
Severance Plan Payment	\$ 107,041	\$	\$
<b>Total</b>	<b>\$ 670,261</b>	<b>\$ 1,764,366</b>	<b>\$ 563,219</b>
Robert W. Mong(4)			
Non-equity incentives(1)	\$	\$ 163,521	\$
Time-based RSUs(2)	\$ 72,086	\$ 72,086	\$ 72,086
LTCIs(2)	\$ 12,500	\$ 12,500	\$ 12,500
CIC Plan payments(3)	\$	\$ 1,083,017	\$
Severance Plan Payment	\$ 246,993	\$	\$
<b>Total</b>	<b>\$ 331,579</b>	<b>\$ 1,331,124</b>	<b>\$ 84,586</b>
Daniel J. Blizzard			
Non-equity incentives(1)	\$	\$ 126,000	\$
Time-based RSUs(2)	\$ 237,860	\$ 237,860	\$ 237,860
LTCIs(2)	\$ 43,750	\$ 43,750	\$ 43,750
CIC Plan payments(3)	\$	\$ 776,402	\$
Severance Plan Payment	\$ 93,195	\$	\$
<b>Total</b>	<b>\$ 374,805</b>	<b>\$ 1,184,012</b>	<b>\$ 281,610</b>
Grant S. Moise			
Non-equity incentives(1)	\$	\$	\$
Time-based RSUs(2)	\$ 72,086	\$ 72,086	\$ 72,086
LTCIs(2)	\$ 12,500	\$ 12,500	\$ 12,500
CIC Plan payments(3)	\$	\$ 703,848	\$
Severance Plan Payment	\$ 99,349	\$	\$
<b>Total</b>	<b>\$ 183,934</b>	<b>\$ 788,434</b>	<b>\$ 84,586</b>
Robert W. Dechard			
Non-equity incentives(1)	\$	\$	\$
Time-based RSUs(2)	\$ 1,384,012	\$ 1,384,012	\$ 1,384,012
LTCIs(2)	\$ 243,750	\$ 243,750	\$ 243,750

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CIC Plan payments(3)	\$		\$	2,273,389	\$	
Severance Plan Payment	\$	471,904	\$		\$	
Total	\$	2,099,666	\$	3,745,243	\$	1,627,762

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- (1) In the event of a change in control, short-term, non-equity incentives (cash incentive bonuses) are paid in a lump sum to each executive at the higher of target or actual financial performance based on current full-year forecasted results (taking into consideration actual financial performance to date). The amounts in column (c) reflect the target bonus for each NEO. Cash bonuses are not automatically paid for executives terminating under other circumstances. See Compensation Discussion and Analysis Change in Control and Severance Benefits for a discussion of change in control events under the ICP.
- (2) Generally, all unvested LTEIs and LTCIs are forfeited immediately in the event an executive is terminated with or without cause or voluntarily resigns; however, the Compensation Committee retains discretion to accelerate the vesting of these awards in the case of involuntary severance without cause. In the event of a change in control or an executive's retirement after age 55 with at least three years of service, qualification for long-term disability, or death, vesting of all LTEIs and LTCIs are accelerated and payment is made as soon as practicable but no earlier than allowable under Section 409A of the Code.
- (3) As of December 31, 2013, a multiple of 2.0 would have applied to the Chief Executive Officer and a multiple of 1.5 would have applied to each of the other NEO's payments under the CIC Plan had a termination of employment in connection with a change in control occurred. This multiple is used to determine the total cash payment to be awarded to each executive, and is applied to the sum of the following components: (1) base salary in effect at the time of the change in control; (2) higher of the current target bonus in effect prior to the change in control or the average of the last three years' bonus payments; (3) employer-provided contributions to the A. H. Belo Savings Plan, PTS Plan payments and PTS Restoration Plan payments for the current year; and (4) employer cost of medical and dental benefits in excess of employee premiums. In addition to this change in control amount, the employee is also eligible for outplacement services valued at no more than \$25,000, plus reimbursement for any legal fees incurred to enforce the participant's rights under the plan. For each executive, the assumptions for outplacement costs and legal fees in the table above were \$25,000 and \$0, respectively. To the extent the cash payment and the value related to the acceleration of vesting for outstanding equity awards exceeds three times the employee's average taxable compensation earned during the five years preceding the year of the change in control, excise taxes will be assessed. For each of the executives listed in the table above, a gross-up payment would not be necessary.
- (4) In addition to the change in control payments available under the ICP and the CIC Plan, there are also change in control provisions in the PTS Restoration Plan. Upon the occurrence of a change in control, the Compensation Committee has the right, but not the obligation, to terminate the PTS Restoration Plan and distribute the entire balance of participants' accounts to the participants. At December 31, 2013, the balance in Mr. Moroney's PTS Restoration account was \$10,698; the balance of Mr. Mong's PTS Restoration account was \$12,132; and the balance of Mr. Decherd's PTS Restoration account was \$1,383. These amounts are not included in the table above. Ms. Engel, Mr. Blizzard, and Mr. Moise do not have PTS Restoration account balances as of December 31, 2013.

**Table of Contents****DIRECTOR COMPENSATION****Director Compensation for 2013**

Non-employee directors receive compensation for their Board and committee service. Officers of the Company who also serve as A. H. Belo directors (Mr. Moroney and Mr. Decherd) do not receive separate compensation for Board service. Based on recommendations from the Compensation Committee, the Board determines the amount of non-employee director compensation each year and designates the manner in which it is paid. An annual retainer is paid on the date of the Company's annual meeting of shareholders for service through the date of the next annual meeting. Non-employee directors who are initially elected at a time other than at an annual meeting of shareholders receive a proportionate share of compensation relative to the service provided during an ordinary term of service. Vesting and payment dates for equity awards are adjusted to coincide with dates of awards relative to the previous award dates.

During 2013, non-employee directors on the A. H. Belo Board received an annual retainer package with a nominal value of \$112,000. The annual retainer is for the 2013-2014 term of service beginning May 16, 2013, the date of the Company's 2013 annual meeting of shareholders, through May 15, 2014, the date of the 2014 annual meeting of shareholders. One-half of the Board's annual retainer was paid in cash and the remaining one-half was paid in the form of time-based RSUs. The number of time-based RSUs was determined based on the closing market price of A. H. Belo Series A common stock on the date of the award. Annual awards for 2013-2014 were made on May 16, 2013.

Directors' time-based RSU awards vest on the date of the annual shareholders meeting approximately one year following the initial grant or on the next regularly scheduled shareholders meeting date for prorated awards made during a service period. Payment of vested time-based RSUs is made 60% in shares of A. H. Belo Series A common stock and 40% in cash. Payment will be made within 10 business days following the date of the annual shareholders meeting approximately three years following the initial grant. Directors who voluntarily resign or retire from A. H. Belo Board service prior to the vesting of time-based RSUs will receive a proportionate amount of the award based on actual service. Vesting is accelerated and payment is made immediately for time-based RSUs held by a director who becomes disabled or dies.

A. H. Belo directors who served as committee chairs in 2013 received an additional \$8,000 in cash. A. H. Belo reimburses directors for travel expenses incurred in attending meetings. No additional fee is paid to directors for attendance at Board and committee meetings.

The following table sets forth compensation for each A. H. Belo non-employee director for service as a director during the year ended December 31, 2013:

**Non-Employee Director Compensation**

Name (a)	Fees Earned or Paid	Stock	All Other	Total (h)
	in Cash (b)	Awards (c)(2)	Compensation (g)(3)	
John A. Beckert(1)	\$ 61,392	\$ 56,000	\$ 7,907	\$ 125,299
Louis E. Caldera	\$ 56,000	\$ 56,000	\$ 7,981	\$ 119,981
Dealey D. Herndon	\$ 56,000	\$ 56,000	\$ 8,420	\$ 120,420
Ronald D. McCray	\$ 64,000	\$ 56,000	\$ 8,221	\$ 128,221
Tyree B. Miller	\$ 64,000	\$ 56,000	\$ 8,420	\$ 128,420
John P. Puerner	\$ 64,000	\$ 56,000	\$ 8,420	\$ 128,420
Nicole G. Small	\$ 56,000	\$ 56,000	\$ 7,907	\$ 119,907

(1) Mr. Beckert was appointed to serve as a committee chair in September 2013 and received a prorated cash fee of \$5,392 for such service.



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- (2) The amounts indicated in column (c) for stock awards are based on the grant date fair value of awards made May 16, 2013.
- (3) The amounts in column (g) reflect dividend equivalents with respect to RSUs paid in the first, second, third and fourth quarters of 2013 for which shares have not been issued. The first and second quarter dividend equivalents were \$0.06 per RSU. The third and fourth quarter dividend equivalents were \$0.08 per RSU.

Following are the time-based RSU holdings of each of A. H. Belo's non-employee directors as of December 31, 2013:

Name	May 2011 Award Payable in May 2014	May 2012 Award Payable in May 2015	May 2013 Award Payable in May 2016
John A. Beckert	7,992	13,023	9,195
Louis E. Caldera	7,954	13,023	9,195
Dealey D. Herndon	7,954	13,023	9,195
Ronald D. McCray	7,954	13,023	9,195
Tyree B. Miller	7,954	13,023	9,195
John P. Puerner	7,954	13,023	9,195
Nicole G. Small	7,992	13,023	9,195

Prior to 2010, A. H. Belo directors received a portion of their annual compensation in the form of stock options for the purchase of Series B common stock. The option exercise price is equal to the closing market price of Series A common stock on the date of grant. All director options have now vested and expire 10 years from the date of grant. Following are the stock option holdings of each of A. H. Belo's non-employee directors as of December 31, 2013:

Name	Outstanding and Exercisable  Stock Options
John A. Beckert	
Louis E. Caldera	5,225
Dealey D. Herndon	47,051
Ronald D. McCray	
Tyree B. Miller	
John P. Puerner	41,826
Nicole G. Small	



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**CERTAIN RELATIONSHIPS**

A. H. Belo has a written Code of Business Conduct and Ethics. One policy in the Code provides that all directors, officers and employees avoid business and personal situations that may give rise to a conflict of interest. A conflict of interest under the Code occurs when an individual's private interest interferes or appears to interfere with A. H. Belo's interest. The Code provides that the Audit Committee (or its designee) is generally responsible for enforcement of the Code relating to members of the Board of Directors; and the Company's Management Committee (or its designee) is generally responsible for enforcement of the Code relating to officers and employees.

The Board has adopted a written related person transaction policy and procedures pursuant to which significant transactions involving the Company and related persons, as defined in Item 404(a) and accompanying instructions of SEC Regulation S-K, are subject to review by the Nominating and Corporate Governance Committee. Transactions subject to the policy are any transaction within the scope of Item 404(a) and accompanying instructions of the Regulation S-K, which are transactions exceeding \$120,000 in which executive officers, directors or greater than 5% shareholders, or members of their immediate families, have a direct or indirect material interest. In determining whether to approve or ratify a related person transaction, the Nominating and Corporate Governance Committee will take into account, among other factors it deems appropriate, whether the related person transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related person's interest in the transaction.

During 2013, Mr. Moroney and Mr. Decherd served as officers and directors of A. H. Belo and directors of Belo Corp., until the consummation of the acquisition of Belo Corp. by Gannett Co., Inc. in December 2013. Ms. Herndon served as a director of both A. H. Belo. and Belo Corp. until the consummation of such transaction.

In connection with the 2008 spin-off of A. H. Belo from Belo Corp., the two companies entered into a separation and distribution agreement, a services agreement, a tax matters agreement and an employee matters agreement, effective as of the spin-off date. During 2013, cash flows between A. H. Belo and Belo Corp. were not significant to the ongoing operations of A. H. Belo.

The Company is not aware of any other related person transactions that would require disclosure.

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**ANNUAL REPORT AND ADDITIONAL MATERIALS**

Our 2013 annual report to shareholders is being distributed with this proxy statement. **Copies of our Annual Report on Form 10-K for the year ended December 31, 2013 may be obtained without charge upon written or oral request to A. H. Belo Corporation, Attention: Secretary, P. O. Box 224866, Dallas, Texas 75222-4866, (214) 977-8200. Our Annual Report on Form 10-K is also available free of charge on [www.ahbelo.com](http://www.ahbelo.com), along with our Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to all these reports as soon as reasonably practicable after the reports are electronically filed with or furnished to the SEC.**

**Householding Information**

If you and others who share your mailing address own A. H. Belo common stock in street name, meaning through bank or brokerage accounts, you may have received a notice that your household will receive only one Notice or only one set of proxy materials from each company whose stock is held in such accounts. This practice, known as householding, is designed to reduce the volume of duplicate information and reduce printing and mailing costs. If you hold shares through a bank or brokerage firm and would like to receive a separate copy of this proxy statement and the 2013 annual report, please contact the Investor Relations Department of A. H. Belo Corporation (P. O. Box 224866, Dallas, Texas 75222-4866, (214) 977-8200), and we will promptly send additional copies on request. In addition, if you wish in the future to receive your own set of proxy materials or if your household is currently receiving multiple copies of the proxy materials and you would like in the future to receive only a single set of proxy materials at your address, please notify the brokerage firm, bank, broker-dealer or other similar organization where your shares are held.

**How to Receive Future Proxy Statements and Annual Reports Online**

You can elect to receive future A. H. Belo proxy statements and annual reports over the Internet instead of receiving paper copies in the mail. Registered shareholders may elect electronic delivery of future proxy materials and other shareholder communications when voting via the Internet at [www.proxyvote.com](http://www.proxyvote.com). When prompted, indicate that you agree to receive or access proxy materials electronically in future years.

If you hold your shares in broker or nominee name and are not given an opportunity to consent to electronic delivery when you vote your shares online, you may contact the holder of record through which you hold your shares and ask about the availability of Internet delivery.

If you do consent to Internet delivery, a notation will be made in your account so that when future proxy statements and annual reports become available, you will receive an email notice instructing you on how to access them over the Internet.

**SHAREHOLDER PROPOSALS FOR 2015 MEETING**

In order to propose business for consideration or nominate persons for election to the A. H. Belo Board, a shareholder must comply with the advance notice provisions of our bylaws and all applicable SEC requirements. The bylaws provide that any such proposals or nominations must be submitted to and received by us between February 14, 2015 and March 16, 2015 in order to be considered at the 2015 annual meeting, and must satisfy the other requirements in our bylaws regarding such proposals or nominations. If the shareholder does not also comply with the requirements of SEC Rule 14a-4, we may exercise discretionary voting authority under proxies we solicit to vote on any such proposal or nomination made by a shareholder. A shareholder who is interested in submitting a proposal for inclusion in our proxy materials for the 2015 annual meeting may do so by submitting the proposal to the attention of A. H. Belo's Secretary by no later than December 2, 2014 and following the procedures described in the Company's bylaws and SEC Rules 14a-8 and 14a-18.

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**GENERAL**

At the date of this proxy statement, we do not know of any matters to be presented for action at the annual meeting other than those described in this proxy statement. If any other matters should come before the annual meeting, the persons named in the accompanying form of proxy will have discretionary authority to vote all proxies in accordance with their best judgment, unless otherwise restricted by law.

By Order of the Board of Directors

DANIEL J. BLIZZARD

*Secretary*

Dated: April 1, 2014

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**APPENDIX A**

**MAJORITY VOTING IN THE ELECTION OF DIRECTORS**

**Excerpted from A. H. Belo Corporation**

**Corporate Governance Guidelines**

The complete current version of the Corporate Governance Guidelines as approved and adopted by the

Board of Directors is posted on A. H. Belo's website at [www.ahbelo.com](http://www.ahbelo.com).

A copy of the Corporate Governance Guidelines may be obtained without charge upon written or oral request to:

A. H. Belo Corporation Attention: Secretary,

P. O. Box 224866 Dallas, Texas 75222-4866 (214) 977-8200.

**Board Composition & Qualifications**

*Majority Voting in the Election of Directors; Director Resignation Policy*

If a nominee for director who is an incumbent director does not receive the vote of at least a majority of the votes cast in an uncontested election at any meeting for the election of directors at which a quorum is present, the director will promptly tender his or her resignation to the Board. For purposes of this Corporate Governance Guideline, a majority of votes cast means that the number of votes cast for a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast include votes to withhold authority in each case and exclude abstentions with respect to that director's election.

The Nominating and Corporate Governance Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board will act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee's recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board with respect to his or her resignation.

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**APPENDIX B**

**INDEPENDENCE STANDARDS**

**Excerpted from A. H. Belo Corporation**

**Corporate Governance Guidelines**

The complete current version of the Corporate Governance Guidelines as approved and adopted by the

Board of Directors is posted on A. H. Belo's website at [www.ahbelo.com](http://www.ahbelo.com).

A copy of the Corporate Governance Guidelines may be obtained without charge upon written or oral request to

A. H. Belo Corporation, Attention: Secretary,

P. O. Box 224866, Dallas, Texas 75222-4866, (214) 977-8200.

**Board Composition & Qualifications**

*Independence*

A majority of the directors comprising the Board shall be independent directors. An independent director is a director who meets the New York Stock Exchange ( NYSE ) standards of independence, as determined by the Board. The Board has adopted the standards set forth on Attachment A to these Guidelines to assist it in making determinations of a director's independence.

**Board Committees:**

*Number, Structure and Independence of Committees*

The Board has three standing committees: Audit, Compensation, and Nominating and Corporate Governance. All members of the Audit, Compensation, and Nominating and Corporate Governance Committees shall be directors who meet the NYSE standards of independence as determined by the Board. Directors who serve on the Audit Committee must meet additional independence criteria described in Attachment A to these Guidelines and be financially literate as determined by the Board.

**Attachment A: Independence Standards**

A director shall be independent if the director meets each of the following standards and otherwise has no material relationship with A. H. Belo, either directly, or as a partner, stockholder, or officer of an organization that has a relationship with A. H. Belo. For purposes of these standards, A. H. Belo means A. H. Belo Corporation and its consolidated subsidiaries, collectively.

1. the director is not, and in the past three years has not been, an employee of A. H. Belo;
2. an immediate family member of the director is not, and in the past three years has not been, employed as an executive officer of A. H. Belo;
3. (a) neither the director nor a member of the director's immediate family is a current partner of A. H. Belo's outside auditing firm; (b) the director is not a current employee of A. H. Belo's outside auditing firm; (c) no member of the director's immediate family is a current employee of A. H. Belo's outside auditing firm and personally works on A. H. Belo's audit; and (d) neither the director nor a

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member of the director's immediate family was within the past three years (but is no longer) a partner or employee of A. H. Belo's outside auditing firm and personally worked on A. H. Belo's audit within that time;

4. neither the director nor a member of the director's immediate family is, or in the past three years has been, part of an interlocking directorate in which a current executive officer of A. H. Belo served on the compensation committee of another company at the same time the director or the director's immediate family member served as an executive officer of that company;
5. neither the director nor a member of the director's immediate family has received, during any 12-month period in the past three years, any direct compensation from A. H. Belo in excess of \$120,000, other than compensation for Board service, compensation received by the director's immediate family member for service as a non-executive employee of A. H. Belo, and pension or other forms of deferred compensation for prior service;

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6. the director is not a current executive officer or employee, and no member of the director's immediate family is a current executive officer, of another company that makes payments to or receives payments from A. H. Belo, or during any of the last three fiscal years has made payments to or received payments from A. H. Belo, for property or services in an amount that, in any single fiscal year, exceeded the greater of \$1 million or 2% of the other company's consolidated gross revenues;
7. the director is not an executive officer of a non-profit organization to which A. H. Belo makes or in the past three fiscal years has made, contributions that, in any single fiscal year, exceeded the greater of \$1 million or 2% of the non-profit organization's consolidated gross revenues;
8. the director is not, and during the last fiscal year has not been, a partner in, or a controlling shareholder or executive officer of, a business corporation, non-profit organization, or other entity to which A. H. Belo was indebted at the end of A. H. Belo's last full fiscal year in an aggregate amount in excess of 2% of A. H. Belo's total consolidated assets at the end of such fiscal year;
9. the director is not, and during the last fiscal year has not been, a member of, or of counsel to, a law firm that A. H. Belo has retained during the last fiscal year or proposes to retain during the current fiscal year; or
10. the director is not, and during the last fiscal year has not been, a partner or executive officer of any investment banking firm that has performed services for A. H. Belo, other than as a participating underwriter in a syndicate, during the last fiscal year or that A. H. Belo proposes to have perform services during the current fiscal year.

The Board may determine that a director or nominee is independent even if the director or nominee does not meet each of the standards set forth in paragraphs (7) through (10) above as long as the Board determines that such person is independent of management and free from any relationship that in the judgment of the Board would interfere with such person's independent judgment as a member of the Board and the basis for such determination is disclosed in A. H. Belo's annual proxy statement.

In addition, a director is not considered independent for purposes of serving on the Audit Committee, and may not serve on that committee, if the director: (1) receives, either directly or indirectly, any consulting, advisory or other compensatory fee from A. H. Belo Corporation or any of its subsidiaries other than: (a) fees for service as a director, and (b) fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with A. H. Belo; or (2) is an affiliated person of A. H. Belo Corporation or any of its subsidiaries; each as determined in accordance with Securities and Exchange Commission regulations.

For purposes of this Attachment A, an immediate family member means a person's spouse, parents, children, siblings, mother and father-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.

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**Exhibit I**

**A. H. BELO 2008 INCENTIVE COMPENSATION PLAN**

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**A. H. BELO**

**2008 INCENTIVE COMPENSATION PLAN**

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**A. H. BELO**

**2008 INCENTIVE COMPENSATION PLAN**

A. H. Belo Corporation, a Delaware corporation ( A. H. Belo ), establishes the A. H. Belo 2008 Incentive Compensation Plan (the Plan ), effective as of the date on which Belo Corp. distributes to its shareholders all of the common stock of A. H. Belo (the Distribution Date ).

1. **Purpose.** The purpose of the Plan is to attract and retain the best available talent and encourage the highest level of performance by directors, executive officers and selected employees, and to provide them incentives to put forth maximum efforts for the success of A. H. Belo's business, in order to serve the best interests of A. H. Belo and its shareholders.

2. **Term.** The Plan will expire on the tenth anniversary of the Distribution Date.

3. **Definitions.** The following terms, when used in the Plan with initial capital letters, will have the following meanings:

(a) **Appreciation Right** means a right granted pursuant to Section 7.

(b) **Award** means the award of an Incentive Compensation Plan Bonus; the grant of Appreciation Rights, Stock Options, Performance Shares or Performance Units; or the grant or sale of Restricted Shares or Restricted Stock Units.

(c) **Board** means the Board of Directors of A. H. Belo.

(d) **Change in Control** means the occurrence of any of the following:

(i) individuals who, as of the effective date of the Plan, were members of the Board (the Incumbent Directors ) cease for any reason to constitute at least a majority of the Board; provided, however, that any individual becoming a director after the effective date of the Plan whose election, or nomination for election, by the Company's shareholders was approved by a vote of at least a majority of the Incumbent Directors will be considered as though such individual were an Incumbent Director, other than any such individual whose assumption of office after the effective date of the Plan occurs as a result of an actual or threatened proxy contest with respect to election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a person (as such term is used in Section 13(d) of the Exchange Act) (each, a Person ), other than the Board;

(ii) the consummation of (A) a merger, consolidation or similar form of corporate transaction involving the Company (each of the events referred to in this clause (A) being hereinafter referred to as a Reorganization ) or (B) a sale or other disposition of all or substantially all the assets of the Company (a Sale ), unless, immediately following such Reorganization or Sale, (1) all or substantially all the individuals and entities who were the beneficial owners (as such term is defined in Rule 13d-3 under the Exchange Act (or a successor rule thereto)) of shares of the Company's common stock or other securities eligible to vote for the election of the Board outstanding immediately prior to the consummation of such Reorganization or Sale (such securities, the Company Voting Securities ) beneficially own, directly or indirectly, more than 60% of the combined voting power of the then outstanding voting securities of the corporation or other entity resulting from such Reorganization or Sale (including a corporation or other entity that, as a result of such transaction, owns the Company or all or substantially all the Company's assets either directly or through one or more subsidiaries) (the Continuing Entity ) in substantially the same proportions as their ownership, immediately prior to the consummation of such Reorganization or Sale, of the outstanding Company Voting Securities (excluding any outstanding voting securities of the Continuing Entity that such beneficial owners hold immediately following the consummation of the Reorganization or Sale as a result of their ownership prior to such consummation of voting securities of any corporation or other entity involved in or forming part of such Reorganization or Sale other than the Company or a Subsidiary), (2) no Person (excluding any employee benefit plan (or related trust) sponsored or maintained by the Continuing Entity or any corporation or other entity controlled by the Continuing Entity) beneficially owns, directly or indirectly, 30% or more of the combined voting power of the then

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outstanding voting securities of the Continuing Entity and (3) at least a majority of the members of the board of directors or other governing body of the Continuing Entity were Incumbent Directors at the time of the execution of the definitive agreement providing for such Reorganization or Sale or, in the absence of such an agreement, at the time at which approval of the Board was obtained for such Reorganization or Sale;

(iii) the shareholders of the Company approve a plan of complete liquidation or dissolution of the Company; or

(iv) any Person, corporation or other entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act) becomes the beneficial owner, directly or indirectly, of securities of the Company representing 30% or more of the combined voting power of the Company Voting Securities; provided, however, that for purposes of this subparagraph (iv), the following acquisitions will not constitute a Change in Control: (A) any acquisition directly from the Company, (B) any acquisition by the Company or any Subsidiary, (C) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any Subsidiary, (D) any acquisition by an underwriter temporarily holding such Company Voting Securities pursuant to an offering of such securities or (E) any acquisition pursuant to a Reorganization or Sale that does not constitute a Change in Control for purposes of Section 3(d)(ii).

For purposes of applying the provisions of Section 3(d)(ii)(B)(2) and Section 3(d)(iv) at any time on or after the Effective Date, neither Robert W. Decherd nor any Person holding voting securities of the Continuing Entity or Company Voting Securities, as applicable, over which Robert W. Decherd has sole or shared voting power will be considered to be the beneficial owner of 30% or more of such voting securities or Company Voting Securities.

(e) **Code** means the Internal Revenue Code of 1986, as in effect from time to time.

(f) **Committee** means the Compensation Committee of the Board and, to the extent the administration of the Plan has been assumed by the Board pursuant to Section 17, the Board.

(g) **Common Stock** means the Series A Common Stock, par value \$.01 per share, and the Series B Common Stock, par value \$.01 per share, of A. H. Belo or any security into which such Common Stock may be changed by reason of any transaction or event of the type described in Section 14. Shares of Common Stock issued or transferred pursuant to the Plan will be shares of Series A Common Stock or Series B Common Stock, as determined by the Committee in its discretion. Notwithstanding the foregoing, the Committee will not authorize the issuance or transfer of Series B Common Stock if the Committee determines that such issuance or transfer would cause the Series A Common Stock to be excluded from trading in the principal market in which the Common Stock is then traded.

(h) **Date of Grant** means (i) with respect to Participants, the date specified by the Committee on which an Award will become effective and (ii) with respect to Directors, the date specified in Section 12.

(i) **Director** means a member of the Board who is not a regular full-time employee of A. H. Belo or any Subsidiary.

(j) **Evidence of Award** means an agreement, certificate, resolution or other type or form of writing or other evidence approved by the Committee which sets forth the terms and conditions of an Award. An Evidence of Award may be in any electronic medium, may be limited to a notation on the books and records of A. H. Belo and need not be signed by a representative of A. H. Belo or a Participant or a Director.

(k) **Exchange Act** means the Securities Exchange Act of 1934, as amended.

(l) **Grant Price** means the price per share of Common Stock at which an Appreciation Right not granted in tandem with a Stock Option is granted.

(m) **Incentive Compensation Plan Bonus** means an award of annual incentive compensation made pursuant to and subject to the conditions set forth in Section 11.

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(n) **Management Objectives** means the measurable performance objectives, if any, established by the Committee for a Performance Period that are to be achieved with respect to an Award. Management Objectives may be described in terms of company-wide objectives (*i.e.*, the performance of A. H. Belo and all of its Subsidiaries) or in terms of objectives that are related to the performance of the individual Participant or of the division, Subsidiary, department, region or function within A. H. Belo or a Subsidiary in which the Participant receiving the Award is employed or on which the Participant's efforts have the most influence. The achievement of the Management Objectives established by the Committee for any Performance Period will be determined without regard to the effect on such Management Objectives of any acquisition or disposition by A. H. Belo of a trade or business, or of substantially all of the assets of a trade or business, during the Performance Period and without regard to any change in accounting standards by the Financial Accounting Standards Board or any successor entity and without regard to changes in applicable tax laws.

The Management Objectives applicable to any Award to a Participant who is, or is determined by the Committee to be likely to become, a covered employee within the meaning of Section 162(m) of the Code (or any successor provision) will be limited to specified levels of, growth in, or performance relative to performance standards set by the Compensation Committee relating to or peer company performance in, one or more of the following performance measures (excluding the effect of extraordinary or nonrecurring items):

- (i) earnings per share;
- (ii) earnings before interest, taxes, depreciation and amortization (EBITDA);
- (iii) net income;
- (iv) net operating profit;
- (v) revenue;
- (vi) operating margins;
- (vii) share price;
- (viii) total shareholder return (measured as the total of the appreciation of and dividends declared on the Common Stock);
- (ix) return on invested capital;
- (x) return on shareholder equity;
- (xi) return on assets;
- (xii) working capital targets;
- (xiii) cost reduction;
- (xiv) debt reduction; and
- (xv) industry specific measures of audience or revenue share.

If the Committee determines that, as a result of a change in the business, operations, corporate structure or capital structure of A. H. Belo (other than an acquisition or disposition described in the first paragraph of this Section 3(n) or the manner in which A. H. Belo conducts its business, or any other events or circumstances, the Management Objectives are no longer suitable, the Committee may in its discretion modify such Management Objectives or the related minimum acceptable level of achievement, in whole or in part, with respect to a Performance Period as the Committee deems appropriate and equitable, except 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, the Committee will not make any modification of the Management Objectives or minimum acceptable level of achievement.

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(o) **Market Value per Share** means, at any date, the closing sale price of the Common Stock on that date (or, if there are no sales on that date, the last preceding date on which there was a sale) in the principal market in which the Common Stock is traded.

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(p) **Option Price** means the purchase price per share payable on exercise of a Stock Option.

(q) **Participant** means a person who is selected by the Committee to receive benefits under the Plan and who is at that time (i) an executive officer or other key employee of A. H. Belo or any Subsidiary or (ii) the holder of a stock option or restricted stock units issued by Belo Corp. to whom A. H. Belo is obligated to issue a Stock Option and/or Restricted Stock Units pursuant to the terms of that certain Employee Matters Agreement dated as of the Distribution Date by and between Belo Corp. and A. H. Belo.

(r) **Performance Share** means a bookkeeping entry that records the equivalent of one share of Common Stock awarded pursuant to Section 10.

(s) **Performance Period** means, with respect to an Award, a period of time within which the Management Objectives relating to such Award are to be measured. The Performance Period for an Incentive Compensation Plan Bonus will be a period of 12 months, and, unless otherwise expressly provided in the Plan, the Performance Period for all other Awards will be established by the Committee at the time of the Award.

(t) **Performance Unit** means a unit equivalent to \$100 (or such other value as the Committee determines) granted pursuant to Section 10.

(u) **Restricted Shares** means shares of Common Stock granted or sold pursuant to Section 8 as to which neither the ownership restrictions nor the restrictions on transfer have expired.

(v) **Restricted Stock Units** means an award pursuant to Section 9 of the right to receive shares of Common Stock at the end of a specified deferral period, subject to the satisfaction of certain conditions.

(w) **Rule 16b-3** means Rule 16b-3 under Section 16 of the Exchange Act (or any successor rule to the same effect), as in effect from time to time.

(x) **Spread** means the excess of the Market Value per Share on the date an Appreciation Right is exercised over (i) the Option Price provided for in the Stock Option granted in tandem with the Appreciation Right or (ii) if there is no tandem Stock Option, the Grant Price provided for in the Appreciation Right, in either case multiplied by the number of shares of Common Stock in respect of which the Appreciation Right is exercised.

(y) **Stock Option** means the right to purchase shares of Common Stock upon exercise of an option granted pursuant to Section 6.

(z) **Subsidiary** means (i) any corporation of which at least 50% of the total combined voting power of all outstanding shares of stock is owned directly or indirectly by A. H. Belo, (ii) any partnership of which at least 50% of the profits interest or capital interest is owned directly or indirectly by A. H. Belo and (iii) any other entity of which at least 50% of the total equity interest is owned directly or indirectly by A. H. Belo.

**4. Shares Available Under Plan.** The number of shares of Common Stock that may be issued or transferred (i) upon the exercise of Appreciation Rights or Stock Options, (ii) as Restricted Shares and released from all restrictions, (iii) as Restricted Stock Units, (iv) in payment of Performance Shares, Performance Units or Incentive Compensation Plan Bonuses will not exceed in the aggregate 8 million shares. Such shares may be shares of original issuance or treasury shares or a combination of the foregoing. The number of shares of Common Stock available under this Section 4 will be subject to adjustment as provided in Section 14 and will be further adjusted to include shares that (i) relate to Awards that expire or are forfeited or (ii) are transferred, surrendered or relinquished to or withheld by A. H. Belo in satisfaction of any Option Price or in satisfaction of any tax withholding amount. Upon payment in cash of the benefit provided by any Award, any shares that were covered by that Award will again be available for issue or transfer under the Plan.

**5. Limitations on Awards.** Awards under the Plan will be subject to the following limitations:

(a) No more than an aggregate of 4 million shares of Common Stock, subject to adjustment as provided in Section 4, will be issued or transferred as Restricted Shares and Restricted Stock Units (excluding the award of any Restricted Shares or Restricted Stock Units to Directors pursuant to Section 12).

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(b) No more than 8 million shares of Common Stock, subject to adjustment only as provided in Section 14, will be issued pursuant to Stock Options that are intended to qualify as incentive stock options under Section 422 of the Code.

(c) The maximum aggregate number of shares of Common Stock that may be subject to Stock Options, Appreciation Rights, Restricted Stock Units, Performance Shares or Restricted Shares granted or sold to a Participant during any calendar year will not exceed 800,000 shares, subject to adjustment only as provided in Section 14. The foregoing limitation will apply without regard to whether the applicable Award is settled in cash or in shares of Common Stock.

(d) The maximum aggregate cash value of payments to any Participant for any Performance Period pursuant to an award of Performance Units will not exceed \$5 million.

(e) The payment of an Incentive Compensation Plan Bonus to any Participant will not exceed \$5 million.

**6. Stock Options.** The Committee may from time to time authorize grants to any Participant and, subject to Section 12, to any Director of options to purchase shares of Common Stock upon such terms and conditions as it may determine in accordance with this Section 6. Each grant of Stock Options may utilize any or all of the authorizations, and will be subject to all of the requirements, contained in the following provisions:

(a) Each grant will specify the number of shares of Common Stock to which it relates.

(b) Each grant will specify the Option Price, which will not be less than 100% of the Market Value per Share on the Date of Grant.

(c) Each grant will specify whether the Option Price will be payable (i) in cash or by check acceptable to A. H. Belo, (ii) by the actual or constructive transfer to A. H. Belo of shares of Common Stock owned by the Participant or Director for at least six months (or, with the consent of the Committee, for less than six months) having an aggregate Market Value per Share at the date of exercise equal to the aggregate Option Price, (iii) with the consent of the Committee, by authorizing A. H. Belo to withhold a number of shares of Common Stock otherwise issuable to the Participant or Director having an aggregate Market Value per Share on the date of exercise equal to the aggregate Option Price or (iv) by a combination of such methods of payment; provided, however, that the payment methods described in clauses (ii) and (iii) will not be available at any time that A. H. Belo is prohibited from purchasing or acquiring such shares of Common Stock.

(d) To the extent permitted by law, any grant may provide for deferred payment of the Option Price from the proceeds of sale through a bank or broker of some or all of the shares to which such exercise relates.

(e) Successive grants may be made to the same Participant or Director whether or not any Stock Options or other Awards previously granted to such Participant or Director remain unexercised or outstanding.

(f) Each grant will specify the required period or periods of continuous service by the Participant or Director with A. H. Belo or any Subsidiary that are necessary before the Stock Options or installments thereof will become exercisable.

(g) Any grant may specify the Management Objectives that must be achieved as a condition to the exercise of the Stock Options.

(h) Any grant may provide for the earlier exercise of the Stock Options in the event of a Change in Control or other similar transaction or event.

(i) Stock Options may be (i) options which are intended to qualify under particular provisions of the Code, (ii) options which are not intended to so qualify or (iii) combinations of the foregoing.

(j) On or after the Date of Grant, the Committee may provide for the payment to the Participant or Director of dividend equivalents thereon in cash or Common Stock on a current, deferred or contingent basis.

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(k) No Stock Option will be exercisable more than ten years from the Date of Grant.

(l) The Committee will have the right to substitute Appreciation Rights for outstanding Options granted to one or more Participants or Directors, provided the terms and the economic benefit of the substituted Appreciation Rights are at least equivalent to the terms and economic benefit of such Options, as determined by the Committee in its discretion.

(m) Any grant may provide for the effect on the Stock Options or any shares of Common Stock issued, or other payment made, with respect to the Stock Options of any conduct of the Participant determined by the Committee to be injurious, detrimental or prejudicial to any significant interest of A. H. Belo or any Subsidiary.

(n) Each grant will be evidenced by an Evidence of Award, which may contain such terms and provisions, consistent with the Plan, as the Committee may approve, including without limitation provisions relating to the Participant's termination of employment or Director's termination of service by reason of retirement, death, disability or otherwise.

**7. Appreciation Rights.** The Committee may also from time to time authorize grants to any Participant and, subject to Section 12, to any Director of Appreciation Rights upon such terms and conditions as it may determine in accordance with this Section 7. Appreciation Rights may be granted in tandem with Stock Options or separate and apart from a grant of Stock Options. An Appreciation Right will be a right of the Participant or Director to receive from A. H. Belo upon exercise an amount which will be determined by the Committee at the Date of Grant and will be expressed as a percentage of the Spread (not exceeding 100%) at the time of exercise. An Appreciation Right granted in tandem with a Stock Option may be exercised only by surrender of the related Stock Option. Each grant of an Appreciation Right may utilize any or all of the authorizations, and will be subject to all of the requirements, contained in the following provisions:

(a) Each grant will state whether it is made in tandem with Stock Options and, if not made in tandem with any Stock Options, will specify the number of shares of Common Stock in respect of which it is made.

(b) Each grant made in tandem with Stock Options will specify the Option Price and each grant not made in tandem with Stock Options will specify the Grant Price, which in either case will not be less than 100% of the Market Value per Share on the Date of Grant.

(c) Any grant may provide that the amount payable on exercise of an Appreciation Right may be paid (i) in cash, (ii) in shares of Common Stock having an aggregate Market Value per Share equal to the Spread or (iii) in a combination thereof, as determined by the Committee in its discretion.

(d) Any grant may specify that the amount payable to the Participant or Director on exercise of an Appreciation Right may not exceed a maximum amount specified by the Committee at the Date of Grant (valuing shares of Common Stock for this purpose at their Market Value per Share at the date of exercise).

(e) Successive grants may be made to the same Participant or Director whether or not any Appreciation Rights or other Awards previously granted to such Participant or Director remain unexercised or outstanding.

(f) Each grant will specify the required period or periods of continuous service by the Participant or Director with A. H. Belo or any Subsidiary that are necessary before the Appreciation Rights or installments thereof will become exercisable, and will provide that no Appreciation Rights may be exercised except at a time when the Spread is positive and, with respect to any grant made in tandem with Stock Options, when the related Stock Options are also exercisable.

(g) Any grant may specify the Management Objectives that must be achieved as a condition to the exercise of the Appreciation Rights.

(h) Any grant may provide for the earlier exercise of the Appreciation Rights in the event of a Change in Control or other similar transaction or event.



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(i) On or after the Date of Grant, the Committee may provide for the payment to the Participant or Director of dividend equivalents thereon in cash or Common Stock on a current, deferred or contingent basis.

(j) No Appreciation Right will be exercisable more than ten years from the Date of Grant.

(k) Any grant may provide for the effect on the Appreciation Rights or any shares of Common Stock issued, or other payment made, with respect to the Appreciation Rights of any conduct of the Participant determined by the Committee to be injurious, detrimental or prejudicial to any significant interest of A. H. Belo or any Subsidiary.

(l) Each grant will be evidenced by an Evidence of Award, which may contain such terms and provisions, consistent with the Plan, as the Committee may approve, including without limitation provisions relating to the Participant's termination of employment or Director's termination of service by reason of retirement, death, disability or otherwise.

**8. Restricted Shares.** The Committee may also from time to time authorize grants or sales to any Participant and, subject to Section 12, to any Director of Restricted Shares upon such terms and conditions as it may determine in accordance with this Section 8. Each grant or sale will constitute an immediate transfer of the ownership of shares of Common Stock to the Participant or Director in consideration of the performance of services, entitling such Participant or Director to voting and other ownership rights, but subject to the restrictions set forth in this Section 8. Each such grant or sale may utilize any or all of the authorizations, and will be subject to all of the requirements, contained in the following provisions:

(a) Each grant or sale may be made without additional consideration or in consideration of a payment by the Participant or Director that is less than the Market Value per Share at the Date of Grant, except as may otherwise be required by the Delaware General Corporation Law.

(b) Each grant or sale may limit the Participant's or Director's dividend rights during the period in which the shares of Restricted Shares are subject to any such restrictions.

(c) Each grant or sale will provide that the Restricted Shares will be subject, for a period to be determined by the Committee at the Date of Grant, to one or more restrictions, including without limitation a restriction that constitutes a substantial risk of forfeiture within the meaning of Section 83 of the Code and the regulations of the Internal Revenue Service under such section.

(d) Any grant or sale may specify the Management Objectives that, if achieved, will result in the termination or early termination of the restrictions applicable to the shares.

(e) Any grant or sale may provide for the early termination of any such restrictions in the event of a Change in Control or other similar transaction or event.

(f) Each grant or sale will provide that during the period for which such restriction or restrictions are to continue, the transferability of the Restricted Shares will be prohibited or restricted in a manner and to the extent prescribed by the Committee at the Date of Grant (which restrictions may include without limitation rights of repurchase or first refusal in favor of A. H. Belo or provisions subjecting the Restricted Shares to continuing restrictions in the hands of any transferee).

(g) Any grant or sale may provide for the effect on the Restricted Shares or any shares of Common Stock issued free of restrictions, or other payment made, with respect to the Restricted Shares of any conduct of the Participant determined by the Committee to be injurious, detrimental or prejudicial to any significant interest of A. H. Belo or any Subsidiary.

(h) Each grant or sale will be evidenced by an Evidence of Award, which may contain such terms and provisions, consistent with the Plan, as the Committee may approve, including without limitation provisions relating to the Participant's termination of employment or Director's termination of service by reason of retirement, death, disability or otherwise.

**9. Restricted Stock Units.** The Committee may also from time to time authorize grants or sales to any Participant and, subject to Section 12, to any Director of Restricted Stock Units upon such terms and conditions as it

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may determine in accordance with this Section 9. Each grant or sale will constitute the agreement by A. H. Belo to issue or transfer shares of Common Stock to the Participant or Director in the future in consideration of the performance of services, subject to the fulfillment of such conditions as the Committee may specify. Each such grant or sale may utilize any or all of the authorizations, and will be subject to all of the requirements, contained in the following provisions:

- (a) Each grant or sale may be made without additional consideration from the Participant or Director or in consideration of a payment by the Participant or Director that is less than the Market Value per Share on the Date of Grant, except as may otherwise be required by the Delaware General Corporation Law.
- (b) Each grant or sale will provide that the Restricted Stock Units will be subject to a deferral period, which will be fixed by the Committee on the Date of Grant, and any grant or sale may provide for the earlier termination of such period in the event of a Change in Control or other similar transaction or event.
- (c) During the deferral period, the Participant or Director will not have any right to transfer any rights under the Restricted Stock Units, will not have any rights of ownership in the Restricted Stock Units and will not have any right to vote the Restricted Stock Units, but the Committee may on or after the Date of Grant authorize the payment of dividend equivalents on such shares in cash or Common Stock on a current, deferred or contingent basis.
- (d) Any grant or sale may provide for the effect on the Restricted Stock Units or any shares of Common Stock issued free of restrictions, or other payment made, with respect to the Restricted Stock Units of any conduct of the Participant determined by the Committee to be injurious, detrimental or prejudicial to any significant interest of A. H. Belo or any Subsidiary.
- (e) Each grant or sale will be evidenced by an Evidence of Award, which will contain such terms and provisions as the Committee may determine consistent with the Plan, including without limitation provisions relating to the Participant's termination of employment or Director's termination of service by reason of retirement, death, disability or otherwise.

**10. Performance Shares and Performance Units.** The Committee may also from time to time authorize grants to any Participant and, subject to Section 12, to any Director of Performance Shares and Performance Units, which will become payable upon achievement of specified Management Objectives, upon such terms and conditions as it may determine in accordance with this Section 10. Each such grant may utilize any or all of the authorizations, and will be subject to all of the requirements, contained in the following provisions:

- (a) Each grant will specify the number of Performance Shares or Performance Units to which it relates.
- (b) The Performance Period with respect to each Performance Share and Performance Unit will be determined by the Committee at the time of grant.
- (c) Each grant will specify the Management Objectives that, if achieved, will result in the payment of the Performance Shares or Performance Units.
- (d) Each grant will specify the time and manner of payment of Performance Shares or Performance Units which have become payable, which payment may be made in (i) cash, (ii) shares of Common Stock having an aggregate Market Value per Share equal to the aggregate value of the Performance Shares or Performance Units which have become payable or (iii) any combination thereof, as determined by the Committee in its discretion at the time of payment.
- (e) Any grant of Performance Shares may specify that the amount payable with respect thereto may not exceed a maximum specified by the Committee on the Date of Grant. Any grant of Performance Units may specify that the amount payable, or the number of shares of Common Stock issued, with respect to the Performance Units may not exceed maximums specified by the Committee on the Date of Grant.
- (f) On or after the Date of Grant, the Committee may provide for the payment to the Participant or Director of dividend equivalents on Performance Shares in cash or Common Stock on a current, deferred or contingent basis.

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(g) Any grant may provide for the effect on the Performance Shares or Performance Units or any shares of Common Stock issued, or other payment made, with respect to the Performance Shares or Performance Units of any conduct of the Participant determined by the Committee to be injurious, detrimental or prejudicial to any significant interest of A. H. Belo or any Subsidiary.

(h) Each grant will be evidenced by an Evidence of Award, which will contain such terms and provisions as the Committee may determine consistent with the Plan, including without limitation provisions relating to the payment of the Performance Shares or Performance Units in the event of a Change in Control or other similar transaction or event and provisions relating to the Participant's termination of employment or Director's termination of service by reason of retirement, death, disability or otherwise.

**11. Incentive Compensation Plan Bonuses.** The Committee may from time to time authorize payment of annual incentive compensation in the form of an Incentive Compensation Plan Bonus to a Participant, which will become payable upon achievement of specified Management Objectives. Incentive Compensation Plan Bonuses will be payable upon such terms and conditions as the Committee may determine, subject to the following provisions:

(a) The Committee will specify the Management Objectives that, if achieved, will result in the payment of the Incentive Compensation Plan Bonus.

(b) The amount of the Incentive Compensation Plan Bonus will be determined by the Committee based on the level of achievement of the specified Management Objectives. The Incentive Compensation Plan Bonus will be paid to the Participant following the close of the calendar year in which the Performance Period relating to the Incentive Compensation Plan Bonus ends, but not later than the 15<sup>th</sup> day of the third month following the end of such calendar year, provided the Participant continues to be employed by A. H. Belo or a Subsidiary on the Incentive Compensation Plan Bonus payment date (unless such employment condition is waived by the Company).

(c) Payment of the Incentive Compensation Plan Bonus may be made in (i) cash, (ii) shares of Common Stock having an aggregate Market Value per Share equal to the aggregate value of the Incentive Compensation Plan Bonus which has become payable or (iii) any combination thereof, as determined by the Committee in its discretion at the time of payment.

(d) If a Change in Control occurs during a Performance Period, the Incentive Compensation Plan Bonus payable to each Participant for the Performance Period will be determined at the target level of achievement of the Management Objectives, without regard to actual performance, or, if greater, at the actual level of achievement at the time of the closing of the Change in Control, in both instances without proration for less than a full Performance Period. The Incentive Compensation Bonus will be paid not later than 60 days after the closing of the Change in Control.

(e) Each grant may be evidenced by an Evidence of Award, which will contain such terms and provisions as the Committee may determine consistent with the Plan, including without limitation provisions relating to the Participant's termination of employment by reason of retirement, death, disability or otherwise.

**12. Awards for Directors.**

(a) On the date of (i) the 2008 annual meeting of Belo Corp. shareholders and (ii) each annual meeting of A. H. Belo shareholders occurring after 2008, or such other time as the Compensation Committee determines and approves, each Director will be granted (i) an Award that has a fair market value (as hereinafter determined) on the Date of Grant equal to 50% of the Director's annual compensation from A. H. Belo and (ii) if the Director so elects, an Award that has a fair market value on the Date of Grant equal to all or any portion of the Director's remaining annual compensation from A. H. Belo. Any such election will be irrevocable when made and, to the extent the Director's election will result in a deferral of compensation subject to Section 409A of the Code, must be made by the Director in writing no later than the last day of the calendar year immediately preceding the calendar year in which the date of the annual shareholders meeting occurs. The form of the Award will be determined by the Committee in its discretion; provided, however, that unless the Committee determines and approves otherwise, Awards made to Directors will be in the form of Stock Options. For purposes of this Section 12, the date of an annual meeting of shareholders of A. H. Belo is the date on which the meeting is convened.

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(b) An Award granted to a Director pursuant to this Section 12 will constitute payment of all or a portion of the Director's annual compensation for services to be performed by the Director for the 12-month period beginning on the date of the annual meeting of shareholders on which the Award is granted. If, however, a Director is elected to the Board as of a date other than the date of an annual meeting of A. H. Belo shareholders, (i) the Director's annual compensation will be prorated based on the number of days remaining in the year in which the Director is elected to the Board (for this purpose the year will begin on the date of the annual meeting of shareholders immediately preceding the date of the Director's election to the Board) and (ii) 50% of the Director's prorated annual compensation will be paid in the form of an Award valued on the date of the Director's election to the Board, subject to the Director's election to receive up to 100% of his or her prorated annual compensation in the form of an Award valued on such date. Any such election will be irrevocable when made; and to the extent the Director's election will result in a deferral of compensation subject to Section 409A of the Code, must be made no later than 30 days after the date of the Director's election to the Board and will apply only to compensation paid for services to be performed by the Director after the date of his written election. Any portion of a Director's compensation from A. H. Belo that is not paid to the Director in the form of an Award will be paid in cash on the date of the annual meeting of shareholders or the date of the Director's election to the Board, as applicable.

(c) For purposes of this Section 12:

(i) the fair market value of a Stock Option or an Appreciation Right awarded to a Director will be determined by the Committee using the Black-Scholes Option Pricing Model; a generally accepted binomial pricing model that takes into account as of the Date of Grant (A) the Option Price or Grant Price, as applicable, (B) the expected term of the Stock Option or Appreciation Right, (C) the Market Value per Share of the Common Stock on the Date of Grant, (D) the volatility of the Common Stock, (E) the expected dividends on the Common Stock and (F) the risk-free interest rate for the expected term of the Stock Option or Appreciation Right; or any other pricing model used by A. H. Belo to value Stock Options for financial reporting purposes;

(ii) the fair market value of a Restricted Stock Unit, a Restricted Share or a Performance Share awarded to a Director will be equal to the Market Value per Share of the Common Stock on the Date of Grant without regard to any restrictions, limitations or conditions with respect to such Award; and

(iii) the fair market value of a Performance Unit awarded to a Director will be its stated value.

**13. Transferability.** Unless the Committee determines otherwise on or after the Date of Grant, (i) no Award will be transferable by a Participant or Director other than by will or the laws of descent and distribution, and (ii) no Stock Option or Appreciation Right granted to a Participant or Director will be exercisable during the Participant's or Director's lifetime by any person other than the Participant or Director, or such person's guardian or legal representative.

**14. Adjustments.** The Committee will make or provide for such adjustments in (i) the maximum number of shares of Common Stock specified in Section 4 and Section 5, (ii) the number of shares of Common Stock covered by outstanding Stock Options, Appreciation Rights, Performance Shares and Restricted Stock Units granted under the Plan, (iii) the Option Price or Grant Price applicable to any Stock Options and Appreciation Rights, and (iv) the kind of shares covered by any such Awards (including shares of another issuer) as is equitably required to prevent dilution or enlargement of the rights of Participants and Directors that otherwise would result from (x) any stock dividend, stock split, combination of shares, recapitalization or other change in the capital structure of A. H. Belo, or (y) any merger, consolidation, spin-off, split-off, spin-out, split-up, reorganization, partial or complete liquidation or other distribution of assets, issuance of rights or warrants to purchase securities, or (z) any other corporate transaction, equity restructuring or other event having an effect similar to any of the foregoing. In the event of any such transaction or event, the Committee, in its discretion, may provide in substitution for any or all outstanding Awards such alternative consideration as it, in good faith, may determine to be equitable in the circumstances and may require in connection with such substitution the surrender of all Awards so replaced.

**15. Fractional Shares.** A. H. Belo will not be required to issue any fractional share of Common Stock pursuant to the Plan. The Committee may provide for the elimination of fractions or for the settlement of fractions in cash.

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**16. Withholding Taxes.** To the extent that A. H. Belo is required to withhold federal, state, local or foreign taxes in connection with any payment made or benefit realized by a Participant or other person under the Plan, and the amounts available to A. H. Belo for such withholding are insufficient, it will be a condition to the receipt of such payment or the realization of such benefit that the Participant or such other person make arrangements satisfactory to A. H. Belo for payment of the balance of such taxes required to be withheld. In addition, if permitted by the Committee, the Participant or such other person may elect to have any withholding obligation of A. H. Belo satisfied with shares of Common Stock that would otherwise be transferred to the Participant or such other person in payment of the Participant's Award. However, without the consent of the Committee, shares of Common Stock will not be withheld in excess of the minimum number of shares required to satisfy A. H. Belo's withholding obligation.

**17. Administration of the Plan.**

(a) Unless the administration of the Plan has been expressly assumed by the Board pursuant to a resolution of the Board, the Plan will be administered by the Committee, which at all times will consist of two or more Directors appointed by the Board, all of whom (i) will meet all applicable independence requirements of the New York Stock Exchange or the principal national securities exchange on which the Common Stock is traded and (ii) will qualify as non-employee directors as defined in Rule 16b-3 and as outside directors as defined in regulations adopted under Section 162(m) of the Code, as such terms may be amended from time to time. A majority of the Committee will constitute a quorum, and the action of the members of the Committee present at any meeting at which a quorum is present, or acts unanimously approved in writing, will be the acts of the Committee.

(b) The Committee has the full authority and discretion to administer the Plan and to take any action that is necessary or advisable in connection with the administration of the Plan, including without limitation the authority and discretion to interpret and construe any provision of the Plan or of any agreement, notification or document evidencing an Award. The interpretation and construction by the Committee of any such provision and any determination by the Committee pursuant to any provision of the Plan or of any such agreement, notification or document will be final and conclusive. No member of the Committee will be liable for any such action or determination made in good faith.

**18. Amendments and Other Matters.**

(a) The Plan may be amended from time to time by the Committee or the Board but may not be amended without further approval by the shareholders of A. H. Belo if such amendment would result in the Plan no longer satisfying any applicable requirements of the New York Stock Exchange (or the principal national securities exchange on which the Common Stock is traded), Rule 16b-3 or Section 162(m) of the Code.

(b) Neither the Committee nor the Board will authorize the amendment of any outstanding Stock Option to reduce the Option Price without the further approval of the shareholders of A. H. Belo. Furthermore, no Stock Option will be cancelled and replaced with Stock Options having a lower Option Price without further approval of the shareholders of A. H. Belo. This Section 18(b) is intended to prohibit the repricing of underwater Stock Options and will not be construed to prohibit the adjustments provided for in Section 14.

(c) The Committee may also permit Participants and Directors to elect to defer the issuance of Common Stock or the settlement of Awards in cash under the Plan pursuant to such rules, procedures or programs as it may establish for purposes of the Plan. The Committee also may provide that deferred issuances and settlements include the payment or crediting of dividend equivalents or interest on the deferral amounts.

(d) The Plan may be terminated at any time by action of the Board. The termination of the Plan will not adversely affect the terms of any outstanding Award.

(e) The Plan does not confer upon any Participant any right with respect to continuance of employment or other service with A. H. Belo or any Subsidiary, nor will it interfere in any way with any right A. H. Belo or any Subsidiary would otherwise have to terminate such Participant's employment or other service at any time.

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(f) If the Committee determines, with the advice of legal counsel, that any provision of the Plan would prevent the payment of any Award intended to qualify as performance-based compensation within the meaning of Section 162(m) of the Code from so qualifying, such Plan provision will be invalid and cease to have any effect without affecting the validity or effectiveness of any other provision of the Plan.

19. **Governing Law.** The Plan, all Awards and all actions taken under the Plan and the Awards will be governed in all respects in accordance with the laws of the State of Delaware, including without limitation, the Delaware statute of limitations, but without giving effect to the principles of conflicts of laws of such State.

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**FIRST AMENDMENT TO**

**A. H. BELO**

**2008 INCENTIVE COMPENSATION PLAN**

A. H. Belo Corporation, pursuant to authorization of the Compensation Committee of the Board of Directors, adopts the following amendment to the A. H. Belo 2008 Incentive Compensation Plan (the Plan ).

1. Subsection (c) (i) of Section 12 of the Plan is amended in its entirety to read as follows:

(i) the fair market value of a Stock Option or an Appreciation Right awarded to a Director will be determined by the Committee using the Black-Scholes Option Pricing Model; a generally accepted binomial pricing model that takes into account as of the Date of Grant (A) the Option Price or Grant Price, as applicable, (B) the expected term of the Stock Option or Appreciation Right, (C) the Market Value per Share of the Common Stock on the Date of Grant, (D) the volatility of the Common Stock, (E) the expected dividends on the Common Stock and (F) the risk-free interest rate for the expected term of the Stock Option or Appreciation Right; or any other pricing model approved by the Compensation Committee used by A. H. Belo to value Stock Options, provided that such other pricing model shall not be used if it would result in the granting of Stock Options or Appreciation Rights to purchase a greater number of shares of Common Stock than would be granted under the Black-Scholes Option Pricing Model.

2. The foregoing amendments will be effective as of July 23, 2008.

Executed at Dallas, Texas as of this 23rd day of July, 2008.

A. H. BELO CORPORATION

By: /s/ Sheila Hartley  
Sheila Hartley  
Vice President/Human Resources

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**NOTICE TO PARTICIPANTS**

**IN THE**

**A. H. BELO SAVINGS PLAN AND**

**THE SEPARATE BELO SAVINGS PLAN**

**MAINTAINED BY BELO CORP.**

**(the Savings Plans )**

You should have received by separate correspondence a Notice of Internet Availability of Proxy Materials (the Notice ) informing you of your ability to access the A. H. Belo Corporation ( A. H. Belo or the Company ) proxy materials on the website referred to in the Notice or to request to receive a printed set of the proxy materials. The proxy materials relate to the 2014 Annual Meeting of Shareholders of A. H. Belo that will be held in the lobby of the TXCN Building at 570 Young Street, Dallas, Texas, on May 15, 2014, at 1:30 p.m. (local time). The A. H. Belo Board of Directors has fixed the close of business on March 20, 2014 as the record date (the Record Date ) for the determination of shareholders entitled to receive notice of and to vote at the 2014 Annual Meeting of Shareholders or any adjournment(s) thereof. The annual meeting will be held for the purpose of electing directors, ratifying the appointment of KPMG LLP as the Company s independent registered public accounting firm, approving the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan, voting on an advisory resolution on executive compensation (say-on-pay), and considering any other matters that properly may come before the meeting or any postponement or adjournment of the meeting.

**Directions to the Trustee**

Only Fidelity Management Trust Company, as the trustee of each of the Savings Plans ( Fidelity ), can vote the shares of A. H. Belo stock held by each of the Savings Plans. However, under the terms of your plan, you are entitled to instruct Fidelity how to vote the shares of A. H. Belo stock that were allocated to your plan account at the close of business on the Record Date. Voting instructions with respect to shares held in the Savings Plans must be received by 11:59 p.m. Eastern Time on May 13, 2014, and may not be provided at the meeting.

The Notice you received includes instructions on how to access the proxy materials and how to provide your voting instructions to Fidelity via the Internet. It also provides information on how to request a printed set of the proxy materials, including a voting instruction card. Your participation is important and your vote is confidential. Please take the time to vote your plan shares via the Internet using the instructions included in the Notice, by using the toll-free telephone number provided in the proxy materials, or, if you opt to receive paper copies, by completing the voting instruction card and returning it in the envelope provided.

With respect to each of the Savings Plans, Fidelity will vote all A. H. Belo shares held by that plan in accordance with the voting instructions that are received via mail, telephone, or Internet on or before May 13, 2014 from participants in that plan, unless Fidelity determines such instructions are contrary to the requirements of the Employee Retirement Income Security Act of 1974, as amended (ERISA). If you sign, date and return a paper voting instruction card but do not check any boxes on the card, then Fidelity will vote your plan shares FOR all nominees standing for election as directors, FOR ratification of the appointment of KPMG LLP as the Company s independent registered public accounting firm, FOR approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan and FOR approval of an advisory resolution on executive compensation (say-on-pay). In addition, at its discretion, Fidelity is authorized to vote on any other matter that properly may come before the meeting or any adjournment or postponement of the meeting.

**Confidentiality and Instructions**

Your voting instructions to Fidelity are strictly confidential and will not be revealed, directly or indirectly, to any director, officer, or other employee of A. H. Belo or to anyone else, except as otherwise required by law. Therefore, you should feel completely free to instruct Fidelity to vote your plan shares in the manner you think best.

**Voting Deadline**

Because of the time required to tabulate voting instructions from participants before the annual meeting, Fidelity must establish a cut-off date for receipt of voting instructions. The cut-off date is May 13, 2014. Fidelity cannot ensure that voting instructions received after the cut-off date will

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be tabulated. Therefore, it is important that you act promptly to vote your plan shares on or before May 13, 2014. If Fidelity does not receive timely instructions

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from you with respect to your plan shares, Fidelity will vote your shares in the same proportion as the shares for which voting instructions have been received from other participants in your Savings Plan.

**Further Information**

**If you are a direct shareholder of A. H. Belo, please note that you must vote your directly-owned shares and your plan shares separately. You may not use the card or the voter identification information with respect to your directly-owned shares to vote your plan shares. Your direct vote of non-plan shares is not confidential.**

If you have questions regarding the information provided to you, you may contact the plan administrator at (800) 835-5098 between 8:00 a.m. and 5:00 p.m., Central Time, Monday through Friday.

Your ability to instruct Fidelity how to vote your plan shares is an important part of your rights as a participant. Please consider the proxy materials carefully and provide your voting instructions to us promptly.

April 1, 2014

FIDELITY MANAGEMENT TRUST COMPANY

as Trustee of the A. H. BELO SAVINGS PLAN and

as Trustee of the BELO SAVINGS PLAN

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***A. H. BELO CORPORATION***

***ATTN: CORPORATE SECRETARY***

***508 YOUNG STREET***

***DALLAS, TX 75202***

**YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY**

**We encourage you to take advantage of Internet or telephone voting.**

**Both are available 24 hours a day, 7 days a week.**

Internet and telephone voting is available through 11:59 p.m. Eastern Time the day prior to the annual meeting date. Voting instructions with respect to A. H. Belo Corporation shares held in the A. H. Belo Savings Plan and the separate Belo Savings Plan maintained by Belo Corp, (together, the Savings Plans ) must be received by 11:59 p.m. Eastern Time on May 13, 2014, and may not be provided at the meeting.

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time the day prior to the annual meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time the day prior to the annual meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

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

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

M68624-P46277-Z62639

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

**A. H. BELO CORPORATION**

**For All**   **Withhold All**   **For All Except**

To withhold authority to vote for any individual nominee(s), mark **For All Except** and write the number(s) of the nominee(s) on the line below.

**The Board of Directors recommends a vote FOR the following nominees:**

..   ..   ..

1. Election of Directors

**Nominees**

- 01) John A. Beckert
- 02) Robert W. Decherd
- 03) Tyree B. Miller
- 04) James M. Moroney III

**The Board of Directors recommends a vote FOR the following proposals:**

**For**   **Against**   **Abstain**

- 2. Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm.   ..   ..   ..
- 3. Approval of the material terms for performance - based awards under the A. H. Belo 2008 Incentive Compensation Plan.   ..   ..   ..
- 4. Approval of an advisory resolution on executive compensation (say-on-pay).   ..   ..   ..

**NOTE:** Any other matters that may properly come before the meeting or any adjournment(s) thereof.

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

Signature [PLEASE SIGN  
WITHIN BOX]

Date

Signature (Joint Owners)

Date

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Company's 2014 Proxy Statement, Annual Report for Year Ended December 31, 2013, Map and Notice to Plan Participants

are available at [www.proxyvote.com](http://www.proxyvote.com).

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**A. H. BELO CORPORATION**

**Annual Meeting of Shareholders**

**May 15, 2014 at 1:30 PM**

**This proxy is solicited by the Board of Directors**

Appointment of Proxies: The undersigned hereby appoints James M. Moroney III, Alison K. Engel, and Daniel J. Blizzard, or any one or more of them, as proxies, each with the power to appoint his or her substitute, and hereby authorizes each of them to represent and to vote as designated on the reverse side all the shares of the common stock of A. H. Belo Corporation ( "A.H. Belo" ) held of record by the undersigned on March 20, 2014, at the 2014 Annual Meeting of Shareholders, and any adjournment or postponement thereof.

Voting Instructions by Participants in the Savings Plans: This proxy/voting instruction card, when properly completed and returned by you, constitutes voting instructions to Fidelity Management Trust Company ( "Fidelity" ), as the trustee of each of the Savings Plans, to vote the shares of A. H. Belo common stock allocated to your plan account as of March 20, 2014 at the 2014 Annual Meeting of Shareholders, and any adjournment or postponement thereof, and also constitutes voting instructions to Fidelity for a proportionate number of shares of A. H. Belo common stock in the Savings Plans for which voting instructions have not been received. Your instructions to Fidelity will be held in confidence and will be made available only to the inspectors of the election at the Annual Meeting, none of whom is an employee of A. H. Belo. Please use the other side of this form in giving your instructions.

**THIS PROXY/VOTING INSTRUCTION CARD, WHEN PROPERLY COMPLETED AND RETURNED BY YOU, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY YOU. YOU ARE ENCOURAGED TO SPECIFY YOUR CHOICE BY MARKING THE APPROPRIATE BOXES. IF YOU SIGN, DATE AND RETURN A PROXY/VOTING INSTRUCTION CARD BUT DO NOT CHECK ANY BOXES ON THE**

**CARD, THEN THIS PROXY/VOTING INSTRUCTION CARD WILL BE VOTED FOR ALL NOMINEES UNDER PROPOSAL 1, FOR PROPOSALS 2, 3, AND 4, AND IN THE PROXYHOLDERS OR THE TRUSTEE S, AS APPLICABLE, DISCRETION ON ANY OTHER MATTER PRESENTED AT THE MEETING.**

**Continued and to be signed on reverse side**