

Dolan Co.
Form DEF 14A
April 04, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

THE DOLAN COMPANY

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

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

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

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

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.. Fee paid previously with preliminary materials.

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(3) Filing Party:

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April 4, 2012

Dear Fellow Stockholder:

We look forward to your attendance in person, virtually via the Internet, or by proxy, at the 2012 Annual Meeting of Stockholders of The Dolan Company. We will hold the meeting on Thursday, May 17, 2012, at the Minneapolis Club, 729 Second Avenue South, Minneapolis, MN 55402. The meeting will begin promptly at 9:00 a.m. central daylight time.

To participate via the Internet, go to www.virtualshareholdermeeting.com/DM12 where you will be able to hear an audio broadcast of the meeting and view the slides as they are presented. Please note that only stockholders of record as of March 22, 2012, who use their control number (included on your proxy card), will be able to vote via the Internet and submit questions during the meeting. If you do not have a control number at the time of the meeting, you will be able to attend via the Internet, but you will not be able to vote or submit questions.

Please read the accompanying Notice of Annual Meeting and Proxy Statement for more details about the annual meeting and matters that will be presented to stockholders for a vote.

I, and other members of our management team, as well as members of our board of directors, will be available to respond to your questions and comments. We look forward to this opportunity to communicate directly with our stockholders and share information about our operations and activities and hope that you are able to join us.

Your vote is very important to us. Whether you own a few shares or many, it is important that your shares are represented at our annual meeting. Please vote as soon as possible. We offer three convenient ways for you to vote in advance of the annual meeting on the Internet (which we recommend), by telephone, or, if you requested a paper copy of these materials, by completing and mailing the proxy card in the postage-paid envelope provided. Instructions regarding these voting options are described in the Notice Regarding the Availability of Proxy Materials we mailed to you and on the proxy card, if you requested one be sent to you.

We appreciate your continued support of The Dolan Company and look forward to meeting you at our annual meeting.

Very truly yours,

James P. Dolan

Chairman, Chief Executive Officer and President

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PROXY STATEMENT

Annual Meeting of Stockholders

May 17, 2012

Our board of directors is soliciting proxies for the 2012 Annual Meeting of Stockholders and we are providing these proxy materials in connection with that solicitation. You are receiving these proxy materials because you owned shares of our common stock on March 22, 2012, and are entitled to vote at the annual meeting. If you are unable to attend the annual meeting in person or virtually via the Internet, you may vote your shares by proxy. This proxy statement describes the proposals that we would like you to consider and vote on and provides additional information to you relating to these proposals so that you can make an informed decision.

Proposals You Are Asked to Vote on and the Board's Voting Recommendation

You will be asked to vote on three proposals at the annual meeting. Our board recommends that you vote your shares on these proposals as indicated below:

Proposal	Board's Voting Recommendation
1. Election of Anton J. Christianson and Bill L. Fairfield as Class II Directors;	FOR
2. Non-binding advisory vote to approve the compensation of our executive officers as disclosed in this proxy statement; and	FOR
3. Ratification of the appointment of McGladrey & Pullen, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012.	FOR

The board is not aware of any other matters to be presented to you for a vote at the annual meeting. If you grant a proxy by the Internet, telephone or by signing and returning a proxy card by mail, James P. Dolan, our chairman, chief executive officer and president, and Vicki J. Duncomb, our vice president and chief financial officer, or either of them, may, as your proxies, vote your shares in their discretion for any additional matters that properly come before the stockholders at the annual meeting. Further, if any director candidate is unavailable to serve as director prior to the election at the annual meeting, Mr. Dolan and Ms. Duncomb, or either of them, will vote your proxy for another candidate nominated by our board unless our board allows the vacancy to remain open or reduces the size of our board.

Stockholders Entitled to Vote at the Annual Meeting

If you owned shares of our common stock at the close of business on March 22, 2012, the record date, you may vote at the annual meeting. On that date, there were 30,575,062 shares of common stock outstanding and eligible to vote. The shares of common stock in our treasury on that date will not be voted. You have one vote for each share of common stock you held on that date. This includes shares for which you are the stockholder of record and those for which you are the beneficial owner.

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A complete list of stockholders entitled to vote at the annual meeting shall be open to the examination of any stockholder, upon request, for any purpose relevant to the annual meeting, during ordinary business hours, for ten days prior to the annual meeting at our offices at 222 South Ninth Street, Suite 2300, Minneapolis, Minnesota. The list will also be available at the annual meeting.

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beneficial owners. Our directors, officers and employees may solicit proxies personally, by mail, telephone, fax or over the Internet. We do not pay our directors, officers or employees any extra compensation for soliciting proxies.

Transfer Agent

Our transfer agent is Wells Fargo Shareholder Services. If you are a stockholder of record and need to change your name or address, need information regarding the transfer of your shares, or have other questions regarding your shares, please contact Wells Fargo Shareholder Services directly, at 1-800-468-9716, on the Internet at www.shareowneronline.com or in writing at Wells Fargo Shareholder Services, P.O. Box 64874, St. Paul, MN 55164-0874.

COMPANY GOVERNANCE

Corporate Governance Guidelines

Our board has adopted corporate governance guidelines. These, along with our committee charters, provide a framework for the governance of our company. These guidelines provide, among other things, that:

Our board of directors consists of a majority of independent directors and each of the board's three standing committees consists only of independent members. Currently, Mr. Dolan, our chairman, chief executive officer and president, is the only director who is not independent. Mr. Dolan does not serve on any of the board's committees.

Our directors possess the highest personal and professional ethics and are committed to the long-term interests of our company's stockholders.

No director serves on the boards of more than three public companies unless the board determines that in a particular situation the director's ability to serve effectively on our board is not impaired.

The nominating and corporate governance committee oversees and manages an annual evaluation of the board and each committee. The nominating and corporate governance committee is responsible for overseeing these guidelines and ensuring that we adhere to them. The nominating and corporate governance committee periodically reviews and reassesses the adequacy of these guidelines and recommends proposed changes to the board of directors for consideration.

Copies of our corporate governance guidelines and committee charters are available under Corporate Governance in the Investor Relations section of our web site at www.thedolancompany.com or by written request to our corporate secretary. Please refer to Communications with the Company and our Board in this proxy statement for information about how to contact our corporate secretary.

Our Codes of Ethics and Business Conduct Policies

We have adopted two codes of ethics: a Code of Business Conduct and Ethics, which we refer to as our Code of Conduct, and a Code of Ethics for Senior Financial Officers, Chief Operating Officer and Principal Executive Officer, which we refer to as our Code of Ethics. We adopted these policies to ensure that all of our directors, officers and employees observe the highest standards of ethics in conducting our business.

Under our Code of Conduct, our core values include respect for individuals, honesty, integrity and leadership by example. Among other things, our Code of Conduct:

requires all directors, officers and employees to conduct our business affairs fairly, free of conflicts of interest and in an ethical manner;

