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MOVE INC
Form DEF 14A
April 28, 2010

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement Soliciting Material Under Rule 14a-12
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials

Move, Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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1) Amount previously paid:

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3) Filing Party:

4) Date Filed:

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Move, Inc.
910 East Hamilton Avenue
Campbell, California 95008

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS To Be Held June 16, 2010

To Our Stockholders:

The annual meeting of stockholders of Move, Inc., a Delaware corporation, will be June 16, 2010, at 9:30 a.m., local time, at the Company's offices located at 910 East Hamilton Ave., 6th Floor, Campbell, California 95008, for the following purposes:

1. To elect the six directors nominated for election by the Governance and Nominating Committee of our board of directors, as listed in the enclosed proxy statement, each to serve for a term through the annual meeting of stockholders in 2011 and until their respective successors have been duly elected and qualified;
2. To ratify the appointment of Move, Inc.'s independent auditors for the fiscal year ending December 31, 2010; and
3. To transact such other business as may properly come before the meeting or any postponement or adjournment thereof.

The foregoing matters are described in more detail in the enclosed proxy statement. Only stockholders of record at the close of business on the record date, April 19, 2010 (the "Record Date"), are entitled to receive notice of and vote at the annual meeting or any postponement or adjournment thereof.

Pursuant to rules promulgated by the Securities and Exchange Commission (the "SEC"), we are providing access to our proxy materials over the Internet. On or about May 7, 2010, we will mail our stockholders a Notice Regarding Availability of Proxy Materials (the "Notice"), in connection with the solicitation of proxies by our board of directors for use at the annual meeting of stockholders and any adjournments or postponements thereof. On or before the date of mailing, we will make our Proxy Statement, including this Notice of Annual Meeting, and the Annual Report, publicly available on the Internet so that it is accessible according to the instructions provided in the Notice. The Notice will instruct you as to how you may access and review all of the important information contained in the proxy materials. The Notice will also instruct you as to how you may submit your proxy over the Internet or by mail, including how to receive a printed copy of our proxy materials.

By Order of the Board of Directors,
JAMES S. CAULFIELD
Executive Vice President, General Counsel
and Secretary

Westlake Village, California
April 28, 2010

Whether or not you plan to attend the Annual Meeting, your vote is very important, and we encourage you to vote promptly. If you execute a proxy over the Internet or by mailing in a proxy card, but later decide to attend the annual meeting in person, or for any other reason desire to revoke your proxy, you may do so at any time before your proxy is voted.

PROXY STATEMENT

This proxy statement is furnished on behalf of the board of directors of Move, Inc., a Delaware corporation (“Move” or the “Company”), for use at Move’s annual meeting of stockholders to be held on June 16, 2010, at 9:30 a.m., local time, and any postponement or adjournment thereof. The annual meeting will be held at the Company’s offices located at 910 East Hamilton Ave., 6th Floor, Campbell, California 95008.

These proxy solicitation materials were first made available on or about May 7, 2010, to stockholders entitled to vote at the annual meeting.

ABOUT THE MEETING

What is the purpose of the annual meeting?

At the annual meeting, stockholders will vote on the matters outlined in the accompanying Notice of Annual Meeting of Stockholders, including the election of six directors and ratification of the appointment of the Company’s independent auditors.

There are currently nine directors serving on the board of directors of the Company. All directors to be elected by the holders of our common stock and the holders of our Series B Convertible Participating Preferred Stock (the “Series B Preferred Stock”), voting as a single class, will be elected for a term of one year. Accordingly, six of our current directors -- Joe F. Hanauer, Steven H. Berkowitz, Kenneth K. Klein, Geraldine B. Laybourne, V. Paul Unruh and Bruce G. Willison -- have been nominated and are being submitted for re-election to our holders of common stock and Series B Preferred Stock, voting as a single class as indicated under “Who is entitled to vote?” below.

Separately, by virtue of their ownership of the outstanding shares of the Series B Preferred Stock, Elevation Partners, L.P. and its affiliate Elevation Employee Side Fund, LLC (together “Elevation”) are currently entitled to elect two directors to our board (each, a “Series B Director”) pursuant to the Certificate of Designation of the Series B Preferred Stock. Following their purchase of the Series B Preferred Stock in 2005, Elevation elected Roger B. McNamee and Fred D. Anderson to the board as the Series B Directors. As with the other directors, under the Restated Certificate of Incorporation Mr. Anderson and Mr. McNamee’s current terms expire at this annual meeting. Elevation has indicated its intent to re-elect Mr. Anderson and Mr. McNamee as the Series B Directors at the annual meeting. Because Mr. Anderson and Mr. McNamee will be elected by Elevation, their election will not be voted on by holders of our common stock or Series A Preferred Stock. See the “Management – Directors and Executive Officers” section of this proxy statement for more information.

In addition, pursuant to its ownership of our sole outstanding share of Series A Preferred Stock (the “Series A Preferred Stock”), the National Association of REALTORS® (the “NAR”) has the right to elect one director to our board (the “Series A Director”). At our 2009 Annual Meeting, the NAR elected Catherine B. Whatley to serve as the Series A Director. Ms. Whatley’s term expires at this annual meeting. The NAR has notified us that it intends to re-elect Catherine B. Whatley to serve as the Series A Director as of our 2010 Annual Meeting.

Who is entitled to vote?

Only stockholders of record who owned our common stock or Series B Preferred Stock at the close of business on the Record Date are entitled to vote at the annual meeting or any postponement or adjournment of the meeting. Pursuant to the Certificate of Designation of the Series B Preferred Stock, the holders of the Series B Preferred Stock are entitled, on an as converted basis, to vote with the holders of common stock, voting as a single class, on any matter to come before the stockholders of the Company. The holders of the common stock are not entitled to vote on the election of the Series B Directors.

Pursuant to its ownership of our sole outstanding share of Series A Preferred Stock, the NAR has the right to elect the Series A Director. The holders of the common stock are not entitled to vote on the election of the Series A Director.

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What is the board of directors' recommendation on the proposals?

The board of directors recommends a vote FOR the election of Joe F. Hanauer, Steven H. Berkowitz, Kenneth K. Klein, Geraldine B. Laybourne, V. Paul Unruh and Bruce G. Willison as directors.

The board of directors recommends a vote FOR the proposal to ratify the appointment of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending December 31, 2010.

How do I vote?

The Notice will instruct you as to how you may submit your proxy over the Internet. If you would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice.

If your shares are held in "street name" by your broker or bank, you might receive a form from your broker or bank seeking instructions as to how your shares should be voted. If you do not instruct your broker or bank how to vote, your broker or bank will vote your shares if it has discretionary power to vote on a particular matter. The election of directors is a non-routine item under NYSE rules applicable to brokers. As a result, brokers who do not receive instructions from you as to how to vote will not be able to vote your shares. The ratification of the appointment of independent auditors is currently a routine item under NYSE rules applicable to brokers. As a result, brokers who do not receive instructions as to how to vote on this matter generally may vote on this matter in their discretion.

If you are a stockholder of record, the shares on your proxy represent ALL of your shares. If you do not return your proxy card(s) or vote over the Internet, your shares shown on your proxy will not be voted.

You may also attend the annual meeting and vote in person if you are a stockholder of record on the Record Date. If your shares are held in street name, you may vote your shares in person only if you have a legal proxy from the entity that holds your shares, giving you the right to vote the shares. A legal proxy is a written document from your brokerage firm or bank authorizing you to vote certain shares it holds in its name. If you attend the meeting and vote your shares by ballot, your vote at the meeting will revoke any vote you submitted over the Internet or by mail. Even if you currently plan to attend the meeting, we recommend that you also vote by proxy, as described above, so that your vote will be counted if you later decide not to attend the meeting.

Can I change my vote after I return my proxy?

Yes, you have the right to revoke your proxy at any time before the annual meeting by submitting another, later-dated proxy by mail or via the Internet, by notifying our corporate secretary in writing, or by voting in person at the annual meeting.

Who will count the votes?

Broadridge Financial Solutions, Inc. ("Broadridge") will count the votes and act as the inspector of elections.

What does it mean if I get more than one Notice?

If your shares are registered differently and are in more than one account, you may receive more than one Notice. We encourage you to have all accounts registered in the same name and address (whenever possible). You can accomplish this by contacting our transfer agent, Mellon Investor Services (800-356-2017), or, if your shares are held in street name, by contacting the broker or bank that holds your shares.

How many shares can vote?

As of the Record Date 155,930,969 shares of common stock were issued and outstanding. Each holder of common stock is entitled to one vote for each share of common stock held. In addition, as of the Record Date, approximately 116,324 shares of our Series B Preferred Stock, which are convertible into 27,696,192 shares of our common stock, were issued and outstanding. Each holder of Series B Preferred Stock is entitled to a number of votes equal to the number of shares of common stock into which all of the outstanding shares of Series B Preferred Stock held by such holder on the Record Date are convertible immediately prior to the vote, or approximately 238 votes for each such share of Series B Preferred Stock held.

What is a quorum?

The presence at the meeting in person or by proxy of the holders of a majority of the shares of stock entitled to vote at the meeting will constitute a quorum for the transaction of business. Proxies marked as abstaining on any matter to be acted upon by stockholders and “broker non-votes” will be treated as present for purposes of determining a quorum. A broker non-vote occurs when you fail to provide voting instructions for shares you hold in street name. Under those circumstances, your broker may be authorized to vote for you on some routine matters but is prohibited from voting on other matters. Those matters for which your broker cannot vote result in broker non-votes.

What is required to approve the proposals?

For the election of the directors (other than the Series B Directors and Series A Director), once a quorum has been established, the nominees for director shall be elected by a plurality of the votes cast at the meeting. Accordingly, the six nominees for director who are to be elected by holders of the common stock and the holders of Series B Preferred Stock, voting as a single class, who receive the most votes of the common stock and the Series B Preferred Stock (on an as converted basis) will become directors of the Company.

For the ratification of the appointment of the Company’s independent auditors, once a quorum has been established, the matter shall be approved if a majority of the votes cast at the meeting vote FOR the ratification.

Broker non-votes will be treated as not entitled to vote with respect to the election of a director and will have no impact on the outcome of the vote with respect to this proposal. Broker non-votes will have no impact on the outcome of the vote with respect with to the proposal to ratify the appointment of the Company’s independent auditors.

What happens if I abstain?

Proxies marked “abstain” will be counted as shares present for the purpose of determining the presence of a quorum. With respect to the election of directors, you may vote “FOR” one or more or all nominees or “WITHHOLD AUTHORITY” to vote for one or more or all nominees, with no separate provision to “abstain” in such vote. For proposals requiring the approval of holders of a majority of the shares of stock entitled to vote thereon that are present in person or represented by proxy at the meeting and are voted for or against the proposal, an abstention will have no impact on the outcome of the vote with respect to this proposal.

How will Move solicit proxies?

We have retained Broadridge to assist in the distribution of proxy materials. We will bear the costs and expenses of preparing and mailing proxy solicitation materials for the annual meeting and will reimburse brokerage firms and others for their reasonable out-of-pocket expenses for forwarding proxy solicitation materials to stockholders. We have not retained a proxy solicitation service to assist in soliciting proxies. If, however, a proxy solicitation service is retained, we will bear the costs of such service. Proxies may also be solicited in person, by telephone, or by facsimile by our directors, officers and employees without additional compensation being paid to these persons.

PROPOSAL 1 — ELECTION OF DIRECTORS

Our bylaws provide that the authorized number of directors may be fixed by resolution of the board of directors from time to time; provided, however, that the number of directors shall not be increased above eleven directors nor decreased below seven directors without stockholder approval. Currently, the board has fixed the number of directors at nine (9). At the beginning of 2009, there were eleven directors serving on our board. However, one of our directors, W. Michael Long, our former Chief Executive Officer, retired from his position as Chief Executive Officer and resigned from the board effective as of January 21, 2009, and another of our directors, William E. Kelvie, resigned from the board effective December 31, 2009. On March 26, 2009, the board fixed the number of directors on the board at ten, and on March 24, 2010, fixed the number of directors on the board at nine.

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Pursuant to our Restated Certificate of Incorporation, the terms of the directors that were elected at our annual meeting of stockholders in 2009 all expire at this 2010 annual stockholders meeting. Accordingly, all directors will be elected at this annual meeting for a term of one year. The Restated Certificate of Incorporation also provides that, notwithstanding the above, each director shall hold office until such director's successor is elected and qualified, or until such director's earlier death, resignation or removal.

Unless otherwise instructed, the proxy holders will vote the proxies received by them for the director nominees named on the Notice and the proxy card. If any nominee is unable or declines to serve as a director at the time of the annual meeting, the proxies will be voted for any nominee designated by the present board of directors to fill the vacancy. Each of the nominees named on the Notice and proxy card has agreed to serve as director, if elected.

The nominees nominated by the Governance and Nominating Committee of our board of directors for election as directors by the holders of our common stock and the holders of the Series B Preferred Stock, voting as a single class, are Joe F. Hanauer, Steven H. Berkowitz, Kenneth K. Klein, Geraldine B. Laybourne, V. Paul Unruh and Bruce G. Willison. As described elsewhere herein, Elevation has indicated its intent to re-elect Fred D. Anderson and Roger B. McNamee as the Series B Directors at the annual meeting, and the NAR has indicated its intent to re-elect Catherine B. Whatley as the Series A Director. Information about these nominees, our other directors and our executive officers is set forth below in the section entitled "Management — Directors and Executive Officers."

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR EACH OF THE DIRECTOR NOMINEES LISTED IN THE PROXY.

PROPOSAL 2 RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS

The Audit Committee of the board of directors has selected Ernst & Young LLP as the Company's independent auditors for the current fiscal year ending December 31, 2010. The Audit Committee has also pre-approved the engagement of Ernst & Young LLP to provide federal, state and Canadian tax return preparation, advisory and related services to the Company during 2010. Although ratification by the stockholders of the selection of Ernst & Young LLP as the Company's independent auditors is not required by law or by the bylaws of the Company, the Audit Committee believes it is appropriate to seek stockholder ratification of this appointment in light of the critical role played by the independent auditors in auditing the Company's financial statements. If this selection is not ratified at the annual meeting of stockholders, the Audit Committee may reconsider its selection of independent auditors for the fiscal year ending December 31, 2010.

One or more representatives of Ernst & Young LLP are expected to be present at the annual meeting and will have an opportunity to respond to appropriate questions and make a statement if they desire to do so.

Fees Billed for Services Rendered by Independent Auditors

Ernst & Young LLP served as the Company's principal independent accountants to audit the Company's financial statements for the fiscal years ended December 31, 2009 and December 31, 2008. The fees billed to us in those fiscal years for Ernst & Young's services were:

	Year ended December 31, 2009	Year ended December 31, 2008
Audit Fees(1)	\$ 1,124,000	\$ 1,237,000
Audit-Related Fees(2)	—	—
Tax Fees(3)	189,000	153,000
All Other Fees(4)	—	—
Total Fees	\$ 1,313,000	\$ 1,390,000

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- (1) “Audit Fees” are fees billed by Ernst & Young LLP for professional services rendered for the audit of the Company’s financial statements for 2009 and 2008, for the auditor’s report on the effectiveness of internal control over financial reporting as of December 31, 2009 and December 31, 2008, for the review of the Company’s financial statements included in the Company’s quarterly reports on Form 10-Q filed with the SEC during 2009 and 2008, and for services that are normally provided by auditors in connection with statutory and regulatory filings or engagements.
 - (2) “Audit Related Fees” are fees billed by Ernst & Young LLP for 2009 and 2008 for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not reported above under the caption “Audit Fees.” These services primarily relate to accounting and auditing consultation.
 - (3) “Tax Fees” are fees billed by Ernst & Young LLP for 2009 and 2008 for professional services rendered for tax compliance, tax advice and tax planning for the Company, and includes preparation of Canadian tax returns, review of the Company’s federal U.S. tax return, review of certain state tax returns, assistance with documentation of the validity of the Company’s net operating loss carry-forwards, and assistance with a Canadian research and development study.
 - (4) No fees were billed by Ernst & Young LLP for professional services rendered during 2009 and 2008 other than as stated above under the captions “Audit Fees,” “Audit Related Fees” and “Tax Fees.”

The Audit Committee’s policy is to approve in advance all audit services and permitted non-audit services provided by the Company’s independent auditors. In 2009 and 2008 the Audit Committee approved in advance any services provided by the independent auditors and the related fees. Those services involved only audit services, audit accounting consultation and general corporate tax services. In addition, the Audit Committee has authorized its financial expert to pre-approve on behalf of the Audit Committee auditing and permitted non-auditing services of \$50,000 or less to be provided by Ernst & Young LLP or any other accounting services firms, with the Audit Committee financial expert to report each pre-approval of services to the full committee at its next scheduled meeting after such pre-approval.

None of the audit and non-audit services described above for Ernst & Young LLP were approved by the Audit Committee pursuant to the “waiver of pre-approval” provisions set forth in applicable rules of the SEC.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY’S INDEPENDENT AUDITORS FOR 2010. THE PERSONS NAMED IN THE FORM OF PROXY WILL VOTE THE PROXY AS SPECIFIED. IF NO SPECIFICATION IS MADE, THE PROXY WILL BE VOTED “FOR” THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP.

MANAGEMENT

Directors and Executive Officers

The following table sets forth information regarding our nominees for election as directors, our incumbent directors, and our executive officers. We have included below certain information about the nominees for election as directors. The board of directors for the Company has concluded that the skills, qualifications and experience of each of the director nominees supports such nominee's membership on the Company's board of directors.

Name	Age	Position
Joe F. Hanauer	72	Director; Chairman of the Board of Directors
Fred D. Anderson	65	Director
Steven H. Berkowitz	51	Director and Chief Executive Officer
Kenneth K. Klein	66	Director
Geraldine B. Laybourne	62	Director
Roger B. McNamee	53	Director
V. Paul Unruh	61	Director
Catherine B. Whatley	59	Director
Bruce G. Willison	61	Director
Robert J. Krolik	41	Chief Financial Officer
Errol G. Samuelson	44	Chief Revenue Officer; President – REALTOR.com®
James S. Caulfield	46	Executive Vice President, General Counsel and Secretary

Mr. Steven H. Berkowitz, a director of the Company since June 12, 2008, was appointed by the board as the Company's Chief Executive Officer effective January 21, 2009.

Mr. W. Michael Long retired from the positions of Chief Executive Officer and director of the Company effective January 21, 2009, and is no longer an executive officer of the Company.

Ms. Lorna Borenstein, formerly President of the Company, resigned from the Company effective March 13, 2009, and is no longer an executive officer of the Company.

Mr. Lewis R. Belote, III was succeeded as the Company's Chief Financial Officer by Mr. Robert J. Krolik effective July 20, 2009, and is no longer an executive officer of the Company.

Mr. William E. Kelvie resigned as a director of the Company effective December 31, 2009.

Pursuant to the Certificate of Designation for the Series B Preferred Stock, the holders of Series B Preferred Stock, voting as a separate class, are entitled to elect the two Series B Directors. Thus by virtue of their ownership of the outstanding shares of our Series B Preferred Stock, Elevation currently has the right to designate and to elect two of our directors, and Elevation exercised that right in 2005, electing Messrs. Anderson and McNamee as directors. Messrs. Anderson and McNamee are both up for election as Series B Directors at this annual meeting. If, however, the aggregate number of shares of Series B Preferred Stock issued on the original issuance date, November 29, 2005 (100,000 such shares were issued on that date), that are outstanding on the record date for determining the stockholders entitled to vote at the next annual meeting falls below two-thirds of, but is at least one-third of, such aggregate number of shares, as adjusted for certain events, then the holders of such remaining shares will be entitled to elect at the annual meeting only one Series B Director. Subject to certain limitations, only holders of Series B Preferred Stock are entitled to remove or fill vacancies for Series B Directors.

In addition, pursuant to the Stockholders Agreement between the Company and Elevation dated November 29, 2005 (the "Elevation Stockholders Agreement"), following the conversion of any of the 100,000 shares of Series B Preferred Stock originally purchased by Elevation on November 29, 2005 into shares of common stock (and without duplication of the board seats provided for in the provisions above) for so long as Elevation holds at least a number of converted shares equal to two-thirds of the purchased shares on an as converted basis, Elevation Partners, L.P. shall have the right to nominate two directors for election to the board of directors, and for so long as Elevation holds a number of converted shares equal to less than two-thirds but at least one-third of the purchased shares on an as

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converted basis, Elevation Partners, L.P. shall have the right to nominate one director for election to the board of directors. The Elevation Stockholders Agreement also provides that Elevation is required to vote their shares in the manner recommended by the board of directors with respect to the election or removal of directors, other than any of the Series B Directors.

By virtue of its ownership of our sole outstanding share of Series A Preferred Stock, the NAR has the right to elect the Series A Director. In addition, if there is any vacancy in the office of the Series A Director, then a director to hold office for the unexpired term of the Series A Director may be elected by the vote or written consent of the holder of the Series A Preferred Stock.

Joe F. Hanauer has served as one of the Company's directors since November 1996, as vice chairman of our board of directors from November 2001 to January 2002, chairman of the board since January 2002, and lead independent director since December 2004; he was the National Association of REALTORS® representative on the board through November 2000. Since 1988, Mr. Hanauer, through Combined Investments, L.P., has directed investments in companies primarily involved in real estate and financial services. Mr. Hanauer is a former chairman and director of Grubb & Ellis Company, a former chairman and chief executive officer of Coldwell Banker Residential Group, Inc. and a member of the National Association of REALTORS®. Mr. Hanauer was a trustee of the Calamos Fund Complex, a fund complex of 19 portfolios, from 2001 to December 2009. Mr. Hanauer served as a director of MAF Bancorp Inc. from 1990 until its acquisition in August 2007. Mr. Hanauer serves as one of the Company's representatives on the Policy Advisory Board of the Joint Center for Housing Studies at Harvard University.

The board of directors believes Mr. Hanauer's expertise in the areas of real estate and financial services, his knowledge of the National Association of Realtors, his experience as chief executive officer of a public company, and his familiarity with Move's history and business give him the experience, qualifications and skills to serve as a director for the Company.

Fred D. Anderson has served as one of the Company's directors (as one of two Elevation representatives) since December 2005. Mr. Anderson co-founded and has been a Managing Director of Elevation Partners, L.P., a private equity firm focused on the media and entertainment industries since July 2004. From March 1996 to June 2004, Mr. Anderson served as Executive Vice President and Chief Financial Officer of Apple, Inc., a manufacturer of personal computers and related software. Prior to joining Apple, from August 1992 to March 1996, Mr. Anderson was Corporate Vice President and Chief Financial Officer of Automatic Data Processing, Inc., an electronic transaction processing firm. Mr. Anderson has also served on the board of directors of eBay Inc. since July 2003 and Palm, Inc. since October 2007. Mr. Anderson served as a director of Apple from 2004 to September 2006. On April 24, 2007, the SEC filed a complaint against Mr. Anderson and another former officer of Apple. The complaint alleged that Mr. Anderson failed to take steps to ensure that the accounting for an option granted in 2001 to certain executives of Apple, including himself, was proper. Simultaneously with the filing of the complaint, Mr. Anderson settled with the SEC, neither admitting nor denying the allegations in the complaint. In connection with the settlement, Mr. Anderson agreed to a permanent injunction from future violations of Sections 17(a)(2) and 17(a)(3) of the Securities Act of 1933 and Section 16(a) of the Exchange Act and Rules 13b2-2 and 16a-3 thereunder, and from aiding and abetting future violations of Sections 13(a), 13(b)(2)(A), 13(b)(2)(B) and 14(a) of the Exchange Act and Rules 12b-20, 13a-1, 13a-13, and 14a-9 thereunder. He also agreed to disgorge approximately \$3.5 million in profits and interest from the option he received and to pay a civil penalty of \$150,000. Under the terms of the settlement, Mr. Anderson may continue to act as an officer or director of public companies.

The board of directors believes Mr. Anderson's extensive global financial management expertise as the former Chief Financial Officer of global technology firms gives him the experience, qualifications and skills to serve as a director for the Company.

Steven H. Berkowitz has served as the Chief Executive Officer of the Company since January 21, 2009 and has served on the Company's board of directors since June 2008. Mr. Berkowitz served as Senior Vice President of the Online Services Group at Microsoft Corporation, a software and services company, from May 2006 to August 2008. Prior to joining Microsoft in May 2006, Mr. Berkowitz served as chief executive officer and a director of Ask Jeeves, an online search engine, from January 2004 until August 2005, when the business was sold to IAC/InterActiveCorp. After acquisition by IAC/InterActiveCorp., Ask Jeeves was renamed IAC Search and Media, and Mr. Berkowitz served as its chief executive officer until May 2006. Mr. Berkowitz was president of the Web Properties Division of Ask Jeeves from May 2001 until December 2003. Mr. Berkowitz also serves on the board of directors of TheLadders.com, a private company.

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The board of directors believes Mr. Berkowitz's executive level experience at Internet companies, including his experience as a Chief Executive Officer at a public internet company, gives him the experience, qualifications and skills to serve as a director for the Company.

Kenneth K. Klein has served as one of the Company's directors since August 1998. He is president and chief executive officer of a privately held group of companies involved in diversified residential and light commercial construction and land development, including Kleenco Construction Services, Inc. of which Mr. Klein has served as president and chief executive officer since 1980. Mr. Klein was national vice president of the National Association of Home Builders during the calendar years 1999 and 2000. He serves on the board of directors of First Fidelity Bank, an Oklahoma-based regional bank and is the chairman of the board of directors of Habitat for Humanity International.

The board of directors believes Mr. Klein's experience as an executive at the National Association of Home Builders and his residential and commercial construction expertise give him the experience, qualifications and skills to serve as a director for the Company.

Geraldine B. Laybourne has served as a director of the Company since June 2006. In 1998, Ms. Laybourne founded Oxygen Media, LLC, an independent cable television network with programming tailored to the interests of women, and served as its chairman and chief executive officer from its inception until its sale in November 2007. She has also served as a director for Symantec Corporation, a software company, since January 2008; Electronic Arts, Inc., a software company, since November 2008; Insight Communications Company, Inc., a telecommunications company, since February 2004; and J.C. Penney Company, Inc., a retail company, since December 2009.

The board of directors believes Ms. Laybourne's experience as a Chief Executive Officer of a media company and her expertise in the media industry give her the experience, qualifications and skills to serve as a director for the Company.

Roger B. McNamee has served as one of the Company's directors (as one of two Elevation representatives) since December 2005. Mr. McNamee co-founded and has been a managing director of Elevation Partners, L.P. since July 2004. Prior to joining Elevation, Mr. McNamee, as a principal of investment firm Integral Capital Partners, was a co-founder of Silver Lake Partners, a private equity firm, where he is also currently an advisory director. In 1991, Mr. McNamee co-founded the investment firm Integral Capital Partners, where he is currently an advisory director of the general partner of Integral's seventh investment fund and continues as a managing member of the general partner of its previous investment funds.

The board of directors believes Mr. McNamee's expertise in technology and related growth industries and his experience with public companies give him the experience, qualifications and skills to serve as a director for the Company.

V. Paul Unruh has served as one of the Company's directors since May 2003. For 25 years, Mr. Unruh worked at Bechtel, a privately held global engineering and construction services organization. Prior to his retirement in 2002, Mr. Unruh served as vice chairman of Bechtel Group, Inc. from January 2001 to December 2002 and president of Bechtel Enterprises, a development and financing subsidiary, from July 1997 to January 2001. During his 25-year tenure at Bechtel, Mr. Unruh held a number of management positions including Treasurer, Controller, and Chief Financial Officer. Mr. Unruh has also been a director of Symantec Corporation, a software company, since July 2005, and Heidrick & Struggles International, Inc., a provider of senior-level executive search and leadership services, since July 2004. Mr. Unruh also serves as the chair of Symantec's Audit Committee. Mr. Unruh was a director of VERITAS Software Corporation, a software company, from 2003 until its acquisition by Symantec in July 2005. Mr. Unruh is a licensed CPA in California.

The board of directors believes Mr. Unruh's senior management financial expertise and his prior experience with capital markets give him the experience, qualifications and skills to serve as a director for the Company.

Catherine B. Whatley has served as one of the Company's directors (as the National Association of REALTORS® representative) since June 2008. Ms. Whatley has also served as the NAR's representative on the board of directors of RealSelect, Inc., a wholly-owned subsidiary of the Company, since June 2008. Ms. Whatley currently serves on the Executive Committee and the board of directors of the NAR. She was the President of the NAR in 2003 and the

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Immediate Past President in 2004. Ms. Whatley has been president and owner of Buck & Buck, Inc. REALTORS® since 1986. Ms. Whatley served, until March, 2010, as a member and vice chair of the board of directors of JEA, a municipally-owned utility authority, and she serves on several REALTORS® association non-profit boards.

The board of directors believes Ms. Whatley's real estate-related experience and expertise and her prior experience as President of the National Association of Realtors give her the experience, qualifications and skills to serve as a director for the Company.

Bruce G. Willison has served as one of the Company's directors since December 2002. Mr. Willison has served as the Chairman and Chief Executive Officer of Grandpoint Capital Advisors, a newly formed middle market investment bank, since January 2009. In addition, since January 2006, Mr. Willison has served as Professor of Management at the UCLA Anderson School of Management. From 1999 to December 2005, Mr. Willison served as Dean of the UCLA Anderson School of Management. This appointment followed a 26-year career in the banking industry, most recently as president and chief operating officer of H.F. Ahmanson & Co., the parent company of Home Savings of America. Mr. Willison has also been a director of Health Net, Inc., an integrated managed care organization, since 2000, and a trustee of the SunAmerica Series Trust, a fund complex of 59 portfolios, since 2001. Mr. Willison was a director of IndyMac Bancorp. Inc., the parent company of IndyMac Bank, from July 2005 to July 2008.

The board of directors believes Mr. Willison's management expertise and his experience in the banking and financial industries give him the experience, qualifications and skills to serve as a director for the Company.

Robert J. Krolik became the Company's Chief Financial Officer on July 20, 2009. Mr. Krolik served as Vice President, Finance of eBay Marketplace, an online marketplace, since February 2008. Mr. Krolik served as International Chief Financial Officer and Operations Vice President of eBay from January 2007 to February 2008. Mr. Krolik served as Vice President and Chief Financial Officer of Shopping.com, Inc., an online shopping comparison site which was acquired by eBay, from 2005 to 2007, and served as Vice President, Finance, of Shopping.com from 2004 to 2005. Prior to joining Shopping.com, in 2004, Mr. Krolik served as Chief Financial Officer of DigitalThink, Inc., an e-learning company that was acquired by Convergys Corporation, from 2002 to 2004. Mr. Krolik is a graduate from the University of Texas at Austin and holds a CPA certification (inactive).

Errol G. Samuelson has served as Chief Revenue Officer for the Company since May, 2009, and as President of REALTOR.com® since February 2007. He was hired as Senior Vice President of Operations of Top Producer in August 2003, and has served as President of Top Producer since October 2003. From January 2002 to August 2003, Mr. Samuelson was an independent consultant and co-founder/principal of the consulting firm Pranix, Inc. From January 2001 to December 2001, Mr. Samuelson served as our Director of International Marketing and Vice President of Product Strategy.

James S. Caulfield has served as one of our Executive Vice Presidents, and as General Counsel and Secretary since October 2006. Mr. Caulfield has been a member of our legal department since February 2004 and has also served as our Senior Vice President, Deputy General Counsel and Assistant Secretary from March 2006 to October 2006. Prior to joining us, Mr. Caulfield was Vice President and General Counsel of Lincoln Financial Advisors Corporation, a financial planning firm, from March 2002 to February 2004.

MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

Other than Mr. Berkowitz, due to his position as our chief executive officer, and Ms. Whatley, as a member of the Board of Directors and Executive Committee of the NAR and the person currently elected to our board by the NAR, the board of directors has determined that each member of the board meets the requirements for being "independent" as defined by applicable law, SEC rules and regulations, and NASDAQ listing standards, each as they may be interpreted and amended from time to time. In 2009, our former director, Mr. Kelvie, was determined by the board to meet such requirements for being "independent," but our former director, Mr. Long, was not considered "independent" due to his position as our chief executive officer at the time.

With regard to the independence determinations discussed above, the board considered the relationship of Messrs. Anderson and McNamee with Elevation as described in the "Security Ownership of Certain Beneficial Owners and Management" section in this proxy statement. In 2009, the board also considered the potential payments of up to \$50,000 to a company affiliated with Mr. Kelvie for consulting services to be provided to the Company.

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The board of directors held a total of nine meetings during the year ended December 31, 2009. During that period, each director attended at least 75% of the aggregate of the total number of meetings of the board (held during the period for which he or she was a director) and the total number of meetings of all board committees on which that director served (during the periods that he or she served).

The board has the following standing committees: an Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended; a Management Development and Compensation Committee; and a Governance and Nominating Committee. Each of these committees has a written charter, and such charters, as well as our corporate governance guidelines and Code of Conduct and Business Ethics, can be found on our website at <http://investor.move.com>, by clicking on "Corporate Governance."

Audit Committee

The Audit Committee's principal functions are to:

- independently and objectively monitor the periodic reporting of our financial condition and results of operations, including risk-management oversight relating to such reporting;
- monitor reviews of the adequacy of the accounting and financial reporting processes and systems of internal control conducted by our independent registered public accountants and financial and senior management, including risk-management oversight relating to those functions;
- review and evaluate the independence and performance of our independent registered public accountants;
- approve related party transactions and oversee risk management in such areas as the Company's related party transaction approval process and compliance with the Company's Code of Conduct;
- retain and manage the relationship with our independent registered public accountants; and
- facilitate communication among our independent registered public accountants, management and the board of directors.

Our Audit Committee consists of Messrs. Klein, Willison and Unruh. Each of the members of the Audit Committee meets the standards of independence applicable to audit committee members under applicable SEC rules and NASDAQ listing standards. The board has determined that Mr. Unruh meets the requirements of an "audit committee financial expert" as defined in SEC rules and regulations. The Audit Committee held thirteen meetings during 2009.

Management Development and Compensation Committee

The Management Development and Compensation Committee's principal functions are to:

- review the ongoing development of our leadership development programs, succession planning, mission statement and operating values;
- review and approve goals and objectives relevant to the chief executive officer's compensation, evaluate his performance in light of those goals and objectives, and set his compensation level (including, but not limited to, salary, long-term and short-term incentive plans, retirement plans, deferred compensation plans, equity award plans, and change in control or other severance plans, as the committee deems appropriate) based on this evaluation;
- review and approve our overall compensation policies, including as they relate to the board, our chief executive officer and other executive and senior officers and employees;
- review and approve the compensation levels for executive officers (including, but not limited to, salary, long-term and short-term incentive plans, retirement plans, deferred compensation plans, equity award plans, and change in control or other severance plans, as the committee deems appropriate); and
- administer and make recommendations to the board with respect to our incentive-compensation plans and equity-based compensation plans.

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Our Management Development and Compensation Committee consists of Messrs. Hanauer and Willison, and also Mr. Anderson who was named to the Committee by our board of directors on March 26, 2009. Each of these directors is a non-employee director within the meaning of Section 16 of the Securities Exchange Act, an outside director within the meaning of Section 162(m) of the Internal Revenue Code, and an independent director under applicable NASDAQ listing standards. The Management Development and Compensation Committee held six meetings during 2009. The Management Development and Compensation Committee may delegate to the extent permitted by applicable law, SEC rules and Nasdaq listing standards, to one or more members of the committee or to an officer, the power to designate officers and employees of the Company and its subsidiaries who will receive awards, and the number and type of awards, under the Company's incentive compensation plans and equity-based incentive plans. See the "Compensation Discussion and Analysis" section of this proxy statement for further discussion of the committee's processes and procedures.

Governance and Nominating Committee

The Governance and Nominating Committee's principal functions are to:

- identify and make recommendations to the board of directors on individuals qualified to serve as our board members;
- review and re-evaluate our corporate governance guidelines at least twice per year;
- review and recommend the re-nomination of incumbent directors;
- review and recommend appointments to other committees;
- lead the board in its annual review of the board's performance; and
- perform other tasks, such as studying the size, committee structure, or meeting frequency of the board.

Our Governance and Nominating Committee consists of Mr. Hanauer and Ms. Laybourne, and also Mr. McNamee who was named to the Committee by our board of directors on March 26, 2009. Mr. Kelvie was a member of the Governance and Nominating Committee until his resignation from the board of directors effective December 31, 2009. Each of these directors is an independent director under applicable NASDAQ listing standards. The committee held three meetings during 2009.

The Governance and Nominating Committee will consider all stockholder recommendations for candidates for the board of directors, which should be sent by stockholders to the Governance and Nominating Committee in the care of our secretary, in accordance with the applicable timeliness and information requirements of our bylaws, Delaware law, and the SEC rules. To facilitate consideration by the Governance and Nominating Committee, the recommendation should also be accompanied by a full statement of the qualifications of the recommended nominee and the consent of the recommending stockholder to be named in our proxy materials. In addition to considering candidates suggested by stockholders, the Governance and Nominating Committee considers potential candidates recommended by current directors, company officers, employees and others.

Potential new directors are identified, screened, recommended, and nominated by the Governance and Nominating Committee. The Governance and Nominating Committee screens all potential candidates in the same manner regardless of the source of the recommendation. Any vacancy on the board of directors will be filled by the affirmative vote of a majority of the board members then in office, unless otherwise required by law or if the board determines that the vacancy may be filled by the stockholders.

In addition to the mandatory retirement age of 75, the Governance and Nominating Committee has adopted the following criteria for the evaluation of director nominees:

- the board of directors as a whole shall be appropriately diverse with members coming from targeted industries and a variety of career paths and skill sets, including experience in business and management, leadership and strategic planning and crisis response;
- the board of directors seeks to attract members from several industries, including technology, the Internet, real estate, real estate finance or related activities, financial services, media, marketing, accounting and finance, education and other core industries related to Move;

- that a preponderance of the board's members will have occupied positions in senior management, including CEO positions, with companies engaged in the industries referenced above and that the related companies will have generated at least \$250 million in revenues annually;
- all board members must be able to meet the time commitment of active board responsibility, and no candidate will be nominated for director if the board determines that such candidate serves on a number of other boards of directors, or has extensive other obligations, that prevent such candidate from meeting the time commitments required for service on the board;
- the board seeks members representing a diversity of skill sets in order to both enable the board to consider the variety of issues it expects to consider, as well as to offer management the kinds of resources they may need to operate more effectively; and
- board members are sought who possess personal integrity and high moral and ethical standards, and who can be expected to be committed to represent the long-term interests of stockholders.

The Governance and Nominating Committee has a formal policy with regard to the consideration of diversity in identifying nominees for the Company's board of directors. That policy provides that the Governance and Nominating Committee, in nominating individuals for the board of directors, shall consider the extent to which nominees would contribute to the diversity of the board of directors as a whole. The Governance and Nominating Committee policy defines "diversity" as a variety of career paths, skill sets, professional experiences, educational experiences, industry backgrounds, viewpoints and other individual qualities and attributes, as well as differences in race and gender. The policy also provides that the Governance and Nominating Committee, in considering individuals for the board of directors, will seek to attract members from the following industries: technology; the Internet; real estate, real estate finance or related activities; financial services; media; marketing; accounting and finance; education; and other core industries related to the Company. The Governance and Nominating Committee plans to assess the effectiveness of the aforesaid policy by considering from time to time whether the Committee's work is meeting that policy.

The board provides a process for stockholders to send communications to the entire board or any of the directors individually. Stockholders may send written communications to the board, or to any of the individual directors, in the care of our secretary. All communications will be compiled by the secretary and are forwarded to the addressees or distributed at the next scheduled board meeting.

The board of directors encourages its members to attend our annual meeting of stockholders. Messrs. Hanauer, Anderson, Kelvie, Klein, Berkowitz, McNamee, Unruh and Willison and Ms. Laybourne attended our 2009 annual meeting.

Corporate Governance Matters

Leadership Structure

According to the Company's bylaws, the roles of Chief Executive Officer and Chairman of the board of directors are to be distinct and not held by the same person. Although adopted as part of a settlement of a litigation claim, the board of directors believes such separation of roles is at present in the best interests of the Company. This structure helps ensure a greater role for the independent directors in the oversight of the Company and active participation of the independent directors in setting agendas and establishing priorities and procedures for the board of directors. This structure also helps the Chief Executive Officer focus on the management of the Company's day-to-day operations.

Risk Oversight

Companies face a variety of risks, including credit risk, liquidity risk, and operational risk. The board of directors believes an effective risk management system will (1) timely identify the material risks that the Company faces, (2) communicate necessary information with respect to material risks to senior executives and, as appropriate, to the board of directors or relevant committee of the board of directors, (3) implement appropriate and responsive risk management strategies consistent with Company's risk profile, and (4) integrate risk management into the Company's decision-making.

The board has designated the Audit Committee to take the lead in overseeing risk management in several areas important to the Company, such as financial controls, business transactions and integrity. The Audit Committee makes periodic reports to the board regarding briefings provided by management and advisors in these areas as well as the Committee's own analysis and conclusions regarding the adequacy of the Company's related processes. The board of directors, and its other committees, also incorporate risk-management oversight into their respective functions.

In addition, the board of directors encourages management to promote a corporate culture that incorporates risk management into the Company's strategies and day-to-day business operations.

Director Compensation

Non-employee directors (other than any director who is entitled to a seat on our board of directors on a contractual basis) receive an annual retainer of \$25,000 in cash, which is paid in quarterly installments. Each committee chair receives an additional annual retainer of \$5,000 in cash, except the chair of the Audit Committee, who receives \$10,000. Each non-employee director (other than any director who is entitled to a seat on our board of directors on a contractual basis) also receives \$1,500 in cash for each board meeting that the director attends in person (\$1,000 if the meeting is a telephonic meeting, or if the board member telephonically attends a meeting not arranged as a telephonic meeting) and that requires a significant commitment of time. Each member of the board's Audit Committee receives \$2,000 for attending an Audit Committee meeting (\$1,500 if the meeting is a telephonic meeting, or if the committee member telephonically attends a meeting not arranged as a telephonic meeting) that requires a significant commitment of time. Each member of any other committees of the board receives \$1,500 for each committee meeting attended (\$1,000 if the meeting is a telephonic meeting, or if the committee member telephonically attends a meeting not arranged as a telephonic meeting) that requires a significant commitment of time. Mr. Hanauer, in his capacity as chairman of our board, receives an additional annual retainer of \$70,000 in cash, paid in quarterly installments.

In June 2009, each non-employee director (other than any director who is entitled to a seat on our board of directors on a contractual basis) was granted 25,060 restricted shares of our common stock under our 1999 Stock Incentive Plan. Mr. Hanauer, in his capacity as chairman of our board, was granted an additional 25,060 restricted shares. Each restricted stock award will vest three years after the grant date. However, (i) all such restricted stock will immediately vest if the director is not nominated for re-election, is nominated for re-election but is not elected, or must resign due to health reasons, or upon such director's death, (ii) a pro rata portion of such unvested restricted stock will immediately vest upon the director's resignation or termination due to business conflicts with the Company, and (iii) a director's entitlement to all such unvested restricted stock will terminate immediately upon the director's resignation or termination for other reasons. No stock options have been granted to directors since 2003. Our employee directors do not receive any compensation for their services as a director.

On March 25, 2009, in connection with their service during 2008 on the Executive Committee our board of directors formed that year on an ad hoc basis, our board granted each member of the Executive Committee (except if a director entitled to a seat on our board on a contractual basis) 30,000 restricted shares of our common stock as additional compensation. One-half of such shares vested immediately on the grant date and the other half vested on the one-year anniversary of the grant date. Such members of the Executive Committee (i.e., Messrs. Hanauer and Willison) were each a non-employee director of the Company within the meaning of Section 16 of the Securities Exchange Act, an outside director within the meaning of Section 162(m) of the Internal Revenue Code, and an independent director under applicable NASDAQ listing standards. The Executive Committee's purposes were to monitor the Company's progress toward desired results, ensure management's focus was aligned with the board's expectations and report to the board, for approval, any changes to previous board actions.

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The following table summarizes the cash and other compensation paid by the Company in 2009 to the members of the board of directors for all services in all capacities, other than to Messrs. Long and Berkowitz, neither of whom received any compensation for their services as a director in 2009. Mr. Long resigned as a director for the Company, and as its Chief Executive Officer, on January 21, 2009, and on that same date Mr. Berkowitz, who already was a director for the Company, became the Company's Chief Executive Officer.

Table - Director Compensation

Name	Fees Earned or Paid in Cash (\$ (1))	Stock Awards (\$ (2))	Total (\$)
Joe F. Hanauer	120,000	147,852	267,852
Fred D. Anderson	—	—	—
William E. Kelvie(3)	37,000	52,626	89,626
Kenneth K. Klein	66,000	52,626	118,626
Geraldine B. Laybourne	37,000	52,626	89,626
Roger B. McNamee	—	—	—
V. Paul Unruh	55,000	52,626	107,626
Catherine B. Whatley	—	—	—
Bruce G. Willison	66,500	95,226	161,726

(1) Consists of the following amounts (which are described in the narrative preceding the table):

Director	Annual Retainer (\$)	Committee Chair Retainer (\$)	Meeting Fees (\$)
Hanauer (chair of the board of directors and of the Governance and Nominating Committee)	95,000	5,000	20,000
Anderson	—	—	—
Kelvie	25,000	—	12,000
Klein (chair of the Audit Committee)	25,000	10,000	31,000
Laybourne	25,000	—	12,000
McNamee	—	—	—
Unruh	25,000	—	30,000
Whatley	—	—	—
Willison (chair of the Management Development and Compensation Committee)	25,000	5,000	36,500

(2) Reflects the fair value of such stock awards as of the applicable grant date, computed in accordance with Financial Accounting Standards Board's Accounting Standards Codification Topic 718 ("FASB ASC Topic 718"). The grant date fair value of the stock awards is based on the fair market value of the underlying shares on the date of grant.

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The following table shows, by grant date, the restricted stock awarded to each director during 2009:

Name	Grant Date	Number of Shares (#)	Grant Date Fair Value of Restricted Stock Award (\$)
Hanauer	03/25/2009	30,000	42,600
	06/25/2009	50,120	105,252
Anderson	—	—	—
Kelvie	06/25/2009	25,060	52,626
Klein	06/25/2009	25,060	52,626
Laybourne	06/25/2009	25,060	52,626
McNamee	—	—	—
Unruh	06/25/2009	25,060	52,626
Whatley	—	—	—
Willison	03/25/2009	30,000	42,600
	06/25/2009	25,060	52,626

The aggregate numbers of stock options and shares of restricted stock held by each director as of December 31, 2009 are reflected in the following table, other than to Messrs. Long and Berkowitz, whose compensation is disclosed in the “Summary Compensation Table,” below, in this proxy statement:

Director	Stock Options	Restricted Stock
Hanauer	182,500	126,412
Anderson	—	—
Kelvie	45,000	24,316
Klein	65,000	55,706
Laybourne	—	55,706
McNamee	—	—
Unruh	40,000	55,706
Whatley	—	—
Willison	40,000	70,706

- (3) Mr. Kelvie resigned as a director of the Company effective December 31, 2009, holding a total of 55,706 shares of restricted stock that had not yet vested. Of these, 24,316 shares became vested upon his resignation and 31,390 shares were forfeited upon his resignation.

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SECURITY OWNERSHIP OF CERTAIN
BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information relating to beneficial ownership of our voting securities as of April 19, 2010 (the Record Date), by

- each stockholder known by us to be the beneficial owner of 5% or more of any class of our voting securities,
- each of our directors,
- each of the named executive officers listed in the “Summary Compensation Table” in this proxy statement and
- all of our directors and executive officers as a group.

Unless otherwise noted, the address for each stockholder listed is c/o Move, Inc., 910 East Hamilton Avenue, Campbell, California 95008.

Name of Beneficial Owner	Shares of Common Stock		Shares of Series A Preferred Stock (1)		Shares of Series B Preferred Stock (2)	
	Beneficially Owned		Beneficially Owned		Beneficially Owned	
	Number	Percent	Number	Percent	Number	Percent
The D3 Family Funds 19605 NE 8th Street Camas, WA 98607	28,155,339(3)	18.06%	—	—	—	—
Roger B. McNamee	27,711,842(4)(5)	15.09%	—	—	116,324.01(6)	100%
Elevation Partners, L.P. 2800 Sand Hill Road Suite 160 Menlo Park, CA 94025	27,696,192(5)	15.08%	—	—	116,324.01(6)	100%
Fred D. Anderson	27,696,192(5)	15.08%	—	—	116,324.01(6)	100%
FMR LLC 82 Devonshire Street Boston, MA 02109	19,603,860(7)	12.57%	—	—	—	—
TCS Capital GP, LLC 888 Seventh Avenue Suite 1504 New York, NY 10019	14,735,972(8)	9.45%	—	—	—	—
W. Michael Long	9,940,808(9)	6.00%	—	—	—	—
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	8,155,857(10)	5.23%	—	—	—	—
National Association of REALTORS® 430 North Michigan Ave. Chicago, IL 60611	3,935,329	2.52%	1	100%	—	—
Catherine B. Whatley	3,935,329(11)	2.52%	1(11)	100%	—	—
Lewis R. Belote, III	3,260,351(12)	2.05%	—	—	—	—
Lorna Borenstein	3,149,072(13)	1.98%	—	—	—	—
Steven H. Berkowitz	2,140,020(14)	1.36%	—	—	—	—
Errol Samuelson	1,195,125(15)	*	—	—	—	—
Joe F. Hanauer	1,003,048(16)	*	—	—	—	—
James S. Caulfield	734,062(17)	*	—	—	—	—
Robert Krolik	293,750(18)	*	—	—	—	—
Bruce G. Willison	223,506(19)	*	—	—	—	—
V. Paul Unruh	193,506(20)	*	—	—	—	—
Kenneth K. Klein	185,506(21)	*	—	—	—	—
Geraldine B. Laybourne	77,706(22)	*	—	—	—	—
All 12 directors and executive officers as a group(23)	37,693,400	20.16%	1	100%	116,324.01	100%

* Represents beneficial ownership of less than 1%.

- (1) We have authorized the issuance of one share of Series A Preferred Stock, which is held by the National Association of REALTORS®. Although the Series A preferred stockholder is generally not entitled to notice of any stockholders' meetings or to vote on any matters with respect to any question upon which holders of our common stock or of any other series of our preferred stock have the right to vote, except as may be required by law (in which case, the Series A Preferred Stock would have one vote per share and would vote together with the common stock as a single class), the holder of Series A Preferred Stock is entitled to elect one member of our board of directors.
- (2) By virtue of their ownership of all of the outstanding shares of our Series B Preferred Stock, Elevation currently has the right to elect two of our directors. In addition, the Series B Preferred Stock votes as a single class with the common stock on any matter to come before the stockholders of the Company, with each share of Series B Preferred Stock being entitled to cast a number of votes equal to the number of shares of Common Stock into which it is then convertible. Pursuant to the Elevation Stockholders Agreement, Elevation is required to vote their shares in the manner recommended by the board of directors with respect to the election or removal of directors, other than any directors designated by them.
- (3) The information shown is as of May 4, 2009 and is based upon information disclosed by, D3 Family Fund, L.P., D3 Family Bulldog Fund, L.P., D3 Family Canadian Fund, L.P., DIII Offshore Fund, L.P., Nierenberg Investment Management Company, Inc., Nierenberg Investment Management Offshore, Inc., and David Nierenberg in an amendment to a Schedule 13D filed with the SEC on May 4, 2009. Such persons reported that the D3 Family Fund, L.P. has shared power to dispose or to direct the disposition of and shared power to vote or direct the voting of 4,068,230 shares of our common stock; and that D3 Family Bulldog Fund, L.P. has shared power to dispose or to direct the disposition of and shared power to vote or direct the voting of 17,716,570 shares of our common stock; and that D3 Family Canadian Fund, L.P. has shared power to dispose or to direct the disposition of and shared power to vote or direct the voting of 1,865,393 shares of our common stock; and that DIII Offshore Fund, L.P. has shared power to dispose or to direct the disposition of and shared power to vote or direct the voting of 4,505,146 shares of our common stock; and that Nierenberg Investment Management Company, Inc. has shared power to dispose or to direct the disposition of and shared power to vote or direct the voting of 28,155,339 shares of our common stock; and that Nierenberg Investment Management Offshore, Inc. has shared power to dispose or to direct the disposition of and shared power to vote or direct the voting of 4,505,146 shares of our common stock; and that David Nierenberg has shared power to dispose or to direct the disposition of and shared power to vote or direct the voting of 28,155,339 shares of our common stock.
- (4) Includes 15,650 shares of common stock owned by the Roger and Ann McNamee Trust UTAD 3/27/96. Mr. McNamee and his wife are trustees of this trust.
- (5) Pursuant to Rule 13d-3 under the Exchange Act, Elevation Partners, L.P. ("Elevation Partners") may be deemed to beneficially own 27,690,104 shares of our common stock, which is issuable upon conversion of the Series B Preferred Stock held by Elevation Partners. Pursuant to Rule 13d-3 under the Exchange Act, Elevation Employee Side Fund, LLC ("Side Fund") may be deemed to beneficially own 6,088 shares of our common stock, which is issuable upon conversion of the Series B Preferred Stock held by Side Fund.

Each of Mr. Anderson and Mr. McNamee, our two Series B Directors, as well as each of Marc Bodnick, Paul Hewson, and Bret Pearlman (collectively, the "Managers") is a manager of Elevation Associates, LLC ("Elevation LLC"), which is the sole general partner of Elevation Associates, L.P. ("Elevation GP"). Elevation GP is the sole general partner of Elevation Partners. Each of the Managers, including Messrs. Anderson and McNamee, is a manager of Elevation Management, LLC ("Elevation Management"), which is the sole managing member of Side Fund. As managers of each of Elevation LLC and Elevation Management, the Managers, including Messrs. Anderson and McNamee, may be deemed to beneficially own any shares of our common stock deemed to be beneficially owned by Elevation LLC or Elevation Management. Elevation LLC may be deemed to beneficially own any shares of our common stock deemed to be beneficially owned by Elevation GP, which may be deemed to beneficially own any shares of our common stock deemed to be beneficially owned by Elevation Partners. Elevation Management may be deemed to beneficially own any shares of our common stock deemed to be beneficially owned by Side Fund. Each of Messrs. Anderson and McNamee disclaims beneficial ownership of such shares except to the extent of his pecuniary interest in his distributive share therein.

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Elevation Partners, Elevation GP and Elevation LLC have sole power to dispose and to direct the disposition of, and sole power to vote and direct the voting of 27,690,104 shares of our common stock. Side Fund and Elevation Management have sole power to dispose and to direct the disposition of and sole power to vote and direct the voting of 6,088 shares of our common stock. Each of the Managers has shared power to dispose and to direct the disposition of and shared power to vote and direct the voting of the 27,696,192 shares of our common stock held by Elevation Partners and Side Fund.

- (6) Includes approximately 116,298.44 shares of Series B Preferred Stock held by Elevation Partners and approximately 25.57 shares of Series B Preferred Stock held by Side Fund. As managers of each of Elevation LLC and Elevation Management, the Managers, including Messrs. Anderson and McNamee, may be deemed to beneficially own any shares of our Series B Preferred Stock deemed to be beneficially owned by Elevation LLC or Elevation Management. Elevation LLC may be deemed to beneficially own any shares of our Series B Preferred Stock deemed to be beneficially owned by Elevation GP, which may be deemed to beneficially own any shares of our Series B Preferred Stock deemed to be beneficially owned by Elevation Partners. Elevation Management may be deemed to beneficially own any shares of our common stock deemed to be beneficially owned by Side Fund. Each of Messrs. Anderson and McNamee disclaims beneficial ownership of such shares except to the extent of his pecuniary interest in his distributive share therein.
- (7) The information shown is as of December 31, 2009, and is based upon information disclosed by FMR LLC, Edward C. Johnson 3d, Fidelity Management & Research Company, and Fidelity Mid Cap Stock Fund in an amendment to a Schedule 13G filed with the SEC on February 16, 2010. Fidelity Management & Research Company, a wholly owned subsidiary of FMR LLC, is the beneficial owner of 18,113,593 shares of our common stock as a result of acting as investment adviser to various investment funds. The ownership of one investment company, Fidelity Mid Cap Stock Fund, amounted to 15,000,000 shares of our common stock. Such persons reported that Edward C. Johnson 3d and FMR LLC, through its control of Fidelity Management & Research Company, and the funds, each have sole power to dispose or to direct the disposition of 18,113,593 shares of our common stock. Sole power to vote these shares resides in the respective boards of trustees of the funds that have invested in the shares. Pyramis Global Advisors Trust Company ("PGATC"), an indirect wholly-owned subsidiary of FMR LLC and a bank, is the beneficial owner of 1,490,267 shares of our common stock. Edward C. Johnson 3d and FMR LLC, through its control of PGATC, each has sole dispositive power over 1,490,267 shares of our common stock and sole power to vote or to direct the voting of 1,490,267 shares of our common stock owned by the accounts managed by PGATC.
- (8) The information shown is as of December 31, 2009 and is based upon information disclosed by TCS Capital Investments, L.P., TCS Capital GP, LLC and Eric Semler in an amendment to a Schedule 13G filed with the SEC on February 16, 2010. Such persons reported that Eric Semler has sole power to dispose or to direct the disposition of and sole power to vote or direct the voting of 14,735,972 shares of our common stock and that TCS Capital GP, LLC has sole power to dispose or to direct the disposition of and sole power to vote or direct the voting of 14,735,972 shares of our common stock and that TCS Capital Investments, L.P. has sole power to dispose or to direct the disposition of and sole power to vote or direct the voting of 6,793,018 shares of our common stock.
- (9) Includes 9,750,000 shares issuable upon the exercise of options that are vested and exercisable as of June 18, 2010.
- (10) The information shown is as of December 31, 2009, and is based upon information reported by BlackRock, Inc. in a Schedule 13G filed with the SEC on January 29, 2010, including that BlackRock, Inc. has sole power to dispose of, or direct the disposition of, and sole power to vote, or direct the voting of, 8,155,857 shares of our common stock. The shares listed in the table are beneficially owned by the following subsidiaries of BlackRock, Inc.: BlackRock Institutional Trust Company, N.A., BlackRock Fund Advisors, BlackRock Investment Management, LLC and BlackRock International Ltd.
- (11) The common stock shown includes 3,935,329 shares of common stock held by the National Association of REALTORS®, of which Ms. Whatley currently serves as a director. Ms. Whatley disclaims beneficial ownership of all of this common stock.

The Series A preferred stock shown includes one share of Series A Preferred Stock held by the National Association of REALTORS®, of which Ms. Whatley currently serves as a director. Ms. Whatley disclaims beneficial ownership of this Series A preferred stock.

- (12) Includes 3,230,000 shares issuable upon the exercise of options that are vested and exercisable as of June 18, 2010.
- (13) Includes 3,000,000 shares issuable upon the exercise of options that are vested and exercisable as of June 18, 2010.
- (14) Includes 633,771 shares of restricted stock that are subject to vesting and non-transferable as of the Record Date. Also includes 1,006,249 shares issuable upon the exercise of options that are vested and exercisable as of June 18, 2010.
- (15) Includes 1,193,437 shares issuable upon the exercise of options that are vested and exercisable as of June 18, 2010. Also includes 1,688 shares otherwise owned by Mr. Samuelson.
- (16) Includes 111,412 shares of restricted stock that are subject to vesting and non-transferable as of the Record Date. Also includes 162,500 shares issuable upon the exercise of options that are held by Mr. Hanauer that are vested and exercisable as of June 18, 2010. Also includes 406,348 shares held by Ingleside Interests, L.P. Mr. Hanauer is a general partner of this entity. Mr. Hanauer disclaims beneficial ownership of these shares except to the extent of his pecuniary interest in this entity.
- (17) Includes 734,062 shares issuable upon the exercise of options that are vested and exercisable as of June 18, 2010.
- (18) Includes 150,000 shares of restricted stock that are subject to vesting and non-transferable as of the Record Date. Also includes 143,750 shares issuable upon the exercise of options that are vested and exercisable as of June 18, 2010.
- (19) Includes 55,706 shares of restricted stock that are subject to vesting and non-transferable as of the Record Date. Also includes 40,000 shares issuable upon the exercise of options that are vested and exercisable as of June 18, 2010.
- (20) Includes 55,706 shares of restricted stock that are subject to vesting and non-transferable as of the Record Date. Also includes 40,000 shares issuable upon the exercise of options that are vested and exercisable as of June 18, 2010.
- (21) Includes 55,706 shares of restricted stock that are subject to vesting and non-transferable as of the Record Date. Also includes 45,000 shares issuable upon the exercise of options that are vested and exercisable as of June 18, 2010.
- (22) Includes 55,706 shares of restricted stock that are subject to vesting and non-transferable as of the Record Date.
- (23) The group does not include Messrs. Long or Belote, nor Ms. Borenstein, since each of them ceased to be an executive officer prior to the Record Date. Includes shares issuable upon the exercise of options that are vested and exercisable as of June 18, 2010. Also includes shares of our common stock issuable upon conversion of the Series B Preferred Stock held by Elevation Partners and Side Fund, which shares are deemed to be beneficially owned by Mr. Anderson and Mr. McNamee as described in footnote 5 above.

COMPENSATION DISCUSSION AND ANALYSIS

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In the paragraphs that follow, we will give an overview and analysis of our compensation program and policies and the material compensation decisions we have made, and the factors considered with respect to those decisions, under those programs and policies with respect to our “Named Executive Officers:”

- Steven H. Berkowitz, our Chief Executive Officer;
- Robert Krolik, our Chief Financial Officer;
- Errol Samuelson, our Chief Revenue Officer and President – REALTOR.com;
- James S. Caulfield, our Executive Vice President, General Counsel and Secretary;
- W. Michael Long, our former Chief Executive Officer;
- Lorna Borenstein, our former President; and
- Lewis R. Belote, our former Chief Financial Officer.

Compensation Policy Overview

The Company's Management Development and Compensation Committee (the "Committee") of the board of directors acts on behalf of the board to discharge the board's responsibilities relating to management development and compensation of the Company's executive officers and directors. The Committee reviews and sets base salary levels, target bonuses, and other elements of compensation for the chief executive officer ("CEO") and other named executive officers of the Company each year. The Committee also administers the Company's incentive and equity plans for all employees, including the Homestore.com, Inc. 1999 Stock Incentive Plan and the Homestore.com, Inc. 2002 Stock Incentive Plan (collectively, the "Stock Incentive Plans"). In administering the Stock Incentive Plans and reviewing and setting the total compensation packages for Company executive officers, the Committee looks to several performance factors and objectives, which are described below. Generally, these same factors are used in determining the compensation for employees throughout the Company.

The Committee's philosophy and objective in compensating executive officers of the Company is to achieve Company success by attracting, motivating, rewarding and retaining key executives and employees. The Committee believes that it can achieve such success by relating compensation to Company and individual performance, and increases in stockholder value. Consistent with this philosophy, the Committee believes that to help the Company become a strong, profitable and attractive enterprise, a proper combination of cash and equity compensation provides the best incentive to attract talented executive management, encourage outstanding performance and align management and stockholder interests.

Compensation Objectives

The objective of our compensation program is to relate compensation to corporate and individual performance, and increases in stockholder value, while providing a total compensation package that is competitive and enables the Company to attract, motivate, reward and retain key executives and employees. In furtherance of this objective, our program is designed to "pay for performance," align the interests of our executive officers with those of our stockholders and retain the services of executives upon whose special effort the successful operation of the Company is largely dependent. Compensation paid to our executive officers reflects the level of job responsibility, as well as individual and Company performance. As employees progress to higher levels in the Company, we believe that an increasing proportion of their pay should be linked to Company performance and stockholder returns since they are more able to affect the Company's results. Because the Named Executive Officers have the ability to make the most significant impact on stockholder value, a greater amount of their compensation is related to Company performance.

Pay for Performance

The Committee believes compensation should incentivize and reward performance. Accordingly, the Committee designs our compensation programs to provide increased compensation for outstanding individual and Company performance. Likewise, where individual and/or Company performance falls short of expectations, the programs provide lower compensation. However, the objectives of pay-for-performance and retention must be balanced such that in periods of temporary downturns in Company performance, the programs should ensure that successful high-achieving employees at all levels of the Company will remain motivated and committed to the Company.

Key compensation elements that are tied to both the Named Executive Officer's performance and the Company's performance include:

- a base salary that may be increased based on a review of the executive's performance in his or her specific role with the Company;
- a cash bonus that is based on an assessment of the executive's performance against pre-determined quantitative and qualitative measures, within the context of the Company's overall performance;
- equity incentive compensation in the form of stock options, the value of which is determined by the performance of the Company's common stock, and that are subject to vesting schedules that require continued employment with the Company for specified time periods for vesting to occur;

- equity incentive compensation in the form of restricted stock, which is sometimes granted to attract or retain key executives, such as our new Chief Executive Officer. Restricted stock, when granted to executive officers, generally may not be sold by the executive for a period of a year or more, or as to specified numbers of shares, vests only according to a vesting schedule that requires continued employment with the Company for a specified period (or periods) of time for vesting to occur; and
- equity compensation in the form of performance-based restricted stock units (“RSUs”) which will not vest unless the Company meets certain Adjusted EBITDA (defined below) and revenue targets for the applicable fiscal year(s).

Base salary and cash bonuses are designed to reward annual achievements and reflect the Named Executive Officer’s contribution to Company performance, level of responsibility, experience and effectiveness. Equity compensation is designed to retain and motivate executives to achieve greater long term results.

Alignment with Stockholder Interests

The Committee seeks to align the interests of our Named Executive Officers with those of our stockholders by evaluating executive performance on the basis of key financial measurements that it believes closely correlate with long-term stockholder value. The primary compensation element used to align the Named Executive Officer’s interests with our stockholders is equity incentive compensation in the form of stock options and RSUs and, in limited circumstances, restricted stock. The Company’s stock ownership and holding requirements also further this objective.

Retention of Key Employees

Compensation should foster long-term employee commitment to the Company’s sustained success. Although many Company employees receive a mix of both annual and long-term incentives, employees at higher levels have a greater proportion of their compensation tied to longer-term performance because they are in a position to have a more substantial influence on long-term results. Key elements of compensation tied to the retention of our Named Executive Officers include:

- extended vesting terms for equity incentive compensation, such as stock options and restricted stock; and
- RSUs that vest only if the executive remains employed with the Company and the Company achieves certain financial performance targets for the applicable fiscal year.

Additional Compensation Considerations

Our compensation philosophy for all employees also applies to our Named Executive Officers, and includes:

- Compensation should reflect the value of the job in the marketplace. To attract and retain a highly skilled work force, we must remain competitive with the pay of other employers who compete with us for talent.
- Compensation policies should be clear to employees. In order for compensation to be an effective motivator, employees should understand how their efforts and Company performance can affect their pay.
- Compensation and benefit programs should be fair and equitable. Although programs and individual pay levels will by their nature reflect differences in job responsibilities, the given market or geographic region, and related considerations, the overall structure of compensation and benefit programs should be broadly similar across the organization. Perquisites for executives should be rare and limited to those that are important to the executive’s ability to effectively carry out his or her responsibilities.

The Committee's Processes

The Committee utilizes a number of processes to ensure the Company's executive compensation program achieves its objectives. Among them are:

Establishing and Assessing Company Performance

The Committee reviews prior Company financial performance to assist in establishing the total compensation ranges at the outset of the year, as well as to determine cash incentive awards at the end of the year. The Committee annually makes the determination as to which financial measures to use from the following group: revenue and/or revenue growth; Adjusted EBITDA (defined as earnings before interest, taxes, depreciation and amortization, and certain other non-cash and non-recurring items, principally impairment charges, restructuring charges, litigation settlement charges, and stock-based compensation charges); net income and/or growth; earnings per share; operating cash flow; return on income; return on equity; and overall economic performance and growth in the industry. In 2009, as it had in 2008, the Committee used revenue and Adjusted EBITDA to measure overall corporate financial results, adjudging them appropriate measures for such purposes and as appropriately reflecting overall Company financial goals and performance.

In reviewing the applicable financial measures each year, the Committee generally relies upon the pre-determined formula discussed below with respect to the basis for payments under the cash incentive bonus plans, but uses its discretion and may take into account other factors such as short-term changes in the business or economic environment, and individual officer contributions and performance. The formula allocates a certain percentage of the potential bonus to the Company performance elements, as well as a percentage to the individual performance element. The Committee establishes the weighting of the elements based upon the person's position and ability to influence overall Company performance.

In order to establish the specific Company financial targets on which the potential bonuses are based, the executives present a proposed Company financial plan to the Committee. The Committee reviews the proposed plan to confirm the adequacy of the financial targets and to evaluate whether the plan presents an appropriate challenge, without unnecessary risk, in light of the given economic and industry environment and the Company's relative strategic position. The Committee then provides its modifications to management before approving the final financial plan.

Establishing and Assessing Individual Performance

Individual performance has a strong impact on the compensation of all employees, including the Named Executive Officers. With respect to the CEO, the Committee meets with the CEO in executive session annually at the beginning of the year to agree upon the CEO's performance objectives (both individual and Company). At the end of the year, the Committee meets in executive session to conduct a performance review of the CEO, based on achievement of the agreed-upon objectives for the year, including the CEO's self-evaluation, and a summary of the evaluations made by the other members of the board of directors. The assessment of the CEO is therefore conducted by the entire board and communicated to the CEO.

For the other Named Executive Officers, the Committee receives a performance assessment and compensation recommendation from the CEO and also exercises its judgment based on its and the board's interactions with the executive officers over the course of the year. As with the CEO, the performance evaluation of these executives is based on achievement of pre-determined Company and individual objectives based on a percentage formula allocating potential bonus amounts to Company financial targets and individual performance objectives. At the beginning of the year, the CEO solicits the proposed individual performance objectives from each of the Named Executive Officers and then reviews these objectives to insure they are appropriate for the officer and the Company, providing modifications or additional objectives as the CEO believes necessary prior to sending to the Committee to review. The Committee evaluates the proposed objectives, providing its own modifications and additions in order to confirm that each executive is setting suitable objectives. With respect to these individual objectives, the Committee focuses on establishing personal criteria that are specific, challenging but achievable, and further the development of the individual as an executive, as well as the Company's business plan. At the end of the year, each executive provides a performance self-evaluation measured against the executive's pre-specified objectives. The CEO reviews each executive's performance and may modify the executive's own assessment as the CEO believes appropriate for

presentation to the Committee. The CEO provides his or her assessment of performance to the Committee along with the corresponding recommended bonus amount based on the pre-established potential percentage and the extent to which such executive has or has not met the delineated objectives. The Committee then provides its own performance evaluation of the Named Executive Officers to determine their total compensation. The full board also receives the CEO's assessment of the other Named Executive Officers, but does not play a role in determining the compensation for those executives, with the exception of the Chief Financial Officer ("CFO"), for which the Audit Committee chairperson is consulted since the CFO's individual performance objectives consistently include support of the Audit Committee's activities throughout the year.

Market Data

The Committee considers competitive market compensation paid by other companies within the Company's peer group, but does not attempt to maintain a target percentile within a peer group or otherwise rely on that data to determine executive compensation. In 2006, the Committee reviewed our compensation practices against a peer group of companies in conjunction with the retention of a compensation consultant, Radford Surveys + Consulting ("Radford"). Radford selected the peer group consisting of twenty-one companies in related industries reflective of our business model and competitive talent market, with revenues of approximately \$200 million to \$1 billion. The following companies comprised the full peer group:

1-800-Flowers.com; Alloy; aQuantive; CheckFree; CNET Networks; FactSet Research Systems; CSI Commerce; InfoSpace; InfoUSA; Interactive Data; Martha Stewart Omnimedia; Monster Worldwide; NetBank; Netflix; Priceline.com; PRIMEDIA; SAVVIS; United Online; ValueClick; ValueVision Media; and Zones.

Radford then analyzed published surveys and publicly available data to review the overall executive compensation programs of these companies in comparison with the Company's practices in order to make compensation recommendations to the Committee, as discussed below (the "Radford Study").

Role of Compensation Consultant

Periodically, the Committee may utilize an outside compensation consultant to assist in reviewing and establishing compensation programs for the Named Executive Officers. In 2006, the board requested that the Committee recommend a comprehensive equity incentive program for the Company's senior management team. The Committee retained Radford to assist in preparing such a program. Radford made an assessment of the Company's overall executive compensation structure including base salary, total cash awards, existing long-term incentives, the value of current executive equity holdings, and historical equity usage, including the total expense and impact to earnings per share. The Committee and Radford analyzed this assessment relative to the peer group, the parameters recommended by proxy consulting firms such as Institutional Shareholder Services, the current business needs, and long-term Company strategy. Based on this review and analysis, as discussed below under "Equity Incentives," in 2006 the Committee recommended to the board maintaining existing base salaries and cash incentive levels, but granting a combination of time-vested stock options and performance-based RSUs contingent on achieving certain Company financial targets in 2008. In 2008 and 2009, the Committee continued to rely on the 2006 Radford assessment by adhering to the equity incentive plan established in 2006 and retaining existing base salaries for Named Executive Officers.

The Company's executives did not participate in the selection of Radford and, except for the foregoing, the Company does not receive any other services from Radford with respect to executive compensation. The Company has not used the services of any other compensation consultant in matters affecting Named Executive Officer or director compensation. In the future, the Company or the Committee may engage or seek the advice of Radford or other compensation consultants.

Role of Executive Officers in Compensation Determinations

As noted above, the CEO and the Committee together assess the performance of the other Named Executive Officers and determine their compensation, following an initial recommendation from the CEO. The full board also receives the CEO's assessment of the other executives, but does not play a role in determining the compensation for those executives, with the exception of the CFO, for which the Audit Committee chair is consulted.

Elements Used to Achieve Compensation Objectives

Described below are the elements of compensation the Committee uses to achieve the compensation objectives discussed above.

Annual cash compensation

Base Salary

Base salary is the fixed element of the executive's annual cash compensation. The value of base salary reflects the Named Executive Officer's level of responsibility, relative experience and breadth of knowledge, and internal pay equity. Base salaries are evaluated annually but are not automatically increased if the Committee believes that other elements of compensation, such as cash or equity incentives, are more appropriate in light of our stated compensation program objectives. This strategy is consistent with the Company's primary intent of weighting compensation towards achieving performance objectives.

Cash Incentive

The Committee, with input from the CEO, annually establishes a bonus plan for each Named Executive Officer. The bonus plan sets forth the executive's individual and Company performance goals and bonus potential. Our Named Executive Officers generally have the opportunity to earn a cash incentive bonus equal to 100% of their base salary by achieving the target level performance goals, and up to 200% of their base salary for exceptional performance in excess of target. As discussed under "Executive Compensation for 2009" below, the performance objectives include Company financial performance objectives and individual performance objectives. Because the executive officers have an increased ability to affect financial results, the Committee links a substantial proportion of their incentive compensation to the Company's financial performance. The allocated percentage varies based on the executive's position, and generally reflects the ability that an executive in their position would have to influence Company performance as applicable.

With respect to the individual performance element, as discussed above, the executive is given an opportunity at the beginning of the year to prepare a list of his/her business objectives, and provide these to the CEO, who in turn discusses the objectives with the executive and presents these objectives, with any of the CEO's appropriate additional objectives or modifications, to the Committee. Individual performance goals will naturally vary among executives and from year to year, but generally focus on specific strategic and productivity goals, as well as internal and external relationship and leadership goals.

Equity Awards

Stock Options and RSUs

The Company relies heavily on long-term equity based compensation to compensate and incentivize its executive officers. The Committee's practice is to authorize stock option grants based on employee performance and value to the Company, and to use grants to attract and hire talented professionals in key positions. The Committee does not have a policy that creates automatic option grants each year, but instead reviews option awards annually for the executives and other key employees.

The Committee typically grants stock options to executive officers in connection with significant increases in responsibilities, and periodically to achieve the Company's retention objective. Grants are based on the executive's level of responsibility, anticipated future contribution to Company results, past performance, peer group and comparable company data, and other relevant factors. The Committee considers the grant size and the appropriate combination of stock options and RSUs when making award decisions but does not adhere to any set formula for making such allocations.

When determining the appropriate combination of stock options and RSUs, the Committee also considers the accounting cost of these grants, the number of outstanding shares available for grant, competitive market trends, the status of the executive's existing equity holdings from prior awards, if any, other components of the executive's compensation (e.g., by review of tally sheets) and the potential benefits of options and RSUs as a compensation tool.

The Committee believes that combined grants of stock options and RSUs balance its objective of motivating the Named Executive Officers to deliver long-term value to our stockholders, with rewarding the executive's performance. Stock options have value only to the extent the price of the Company stock on the date of exercise exceeds the price of the Company's stock on the grant date, and thus are an effective compensation element only if the stock price grows over the term of the award. In this sense, stock options are a motivational tool and align management's interests with those of stockholders. RSUs offer executives the opportunity to receive shares of Company stock on the date of vesting, but are contingent upon achieving certain Company financial performance targets established by the Committee. In this regard, RSUs serve to reward, motivate and retain executives, since the value of the Company's stock will tend to be enhanced if the performance targets are met.

Grant Timing and Price

In March of 2007, the Committee adopted an option grant policy, which formalized its practice since 2002 of approving all option grants, which are generally non-qualified options, with the exception of specific grant powers delegated to the CEO. The Committee delegated to the CEO the authority to grant stock options of 25,000 or fewer shares to employees, provided that the CEO may not grant options to any officer of the Company who is subject to the reporting requirements of Section 16(a) of the Securities Exchange Act of 1934, without the prior approval of the Committee. All grants by the CEO are subsequently reviewed by the Committee. Under the policy, option grants to executive officers and other key employees recommended by the CEO are generally considered annually in connection with the Committee's year-end review of management performance and executive compensation, notwithstanding the timing of the Company's annual earnings release or other disclosures. We do not coordinate the timing of equity award grants with the release of material nonpublic information.

Other Elements

Employment Agreements and Severance Benefits

The Company has entered into employment agreements and/or executive retention and severance agreements with each of its Named Executive Officers. The agreements allow the Company to retain and attract highly-qualified executives, ensure the continued employment and dedication of these executive officers during potential change-in-control transactions, and generally promote stability among its Named Executive Officers which furthers the Company's overall success. Change-in-control benefits align executive and stockholder interests by enabling the executives to consider change-in-control arrangements that are in the best interests of the stockholders and other constituents of the Company without undue concern over whether the transaction would jeopardize their own employment. The potential severance and change-in-control benefits are more fully described below in "Potential Payments upon Termination or Change in Control." The potential benefit levels established by the Committee are based upon the executive's annual base and cash incentive salary and generally do not provide severance or any other benefits in excess of one year. In addition, the agreements provide for accelerated vesting of stock options upon certain triggering conditions. The Committee believes the terms and conditions triggering the severance benefits are competitive with similar positions in the Company's peer group and that these benefits create an appropriate balance to ensure executive commitment to the Company's business goals. Each Named Executive Officer has also committed not to solicit our employees for a period of one year following the termination of the executive's employment with the Company.

Retirement and Welfare Benefits

The Named Executive Officers are offered the same retirement and welfare benefits as the rest of the Company's full time employees. These benefits include medical, vision and dental coverage, disability and life insurance and the Move 401(k) Plan. The cost of these benefits is partially borne by the employee, including each Named Executive Officer.

Perquisites

Except for Company matching contributions to the 401(k) plan, a Company-paid driving service to which Mr. Berkowitz is entitled under his employment agreement and associated with travel between his residence and the Company's location in Campbell, California (but which service he did not use in 2009) and Company-paid travel for

Mr. Samuelson's spouse and other Company-paid benefits that were agreed to upon his promotion in February 2007 to President of REALTOR.com®, all as set forth in the "Summary Compensation Table," below, under the "All Other Compensation" column, the Company currently does not provide prerequisites or personal benefits to the Named Executive Officers.

Executive Compensation for 2009

Utilizing the elements and processes described above, the following is a discussion of the Committee's 2009 compensation decisions for each of the Named Executive Officers.

Base Salary

Mr. Berkowitz – On January 21, 2009, the Company entered into an employment agreement with Mr. Berkowitz, providing a base salary of \$525,000. The Committee has not increased his base salary.

Mr. Krolik – On June 26, 2009, the Company entered into an employment agreement with Mr. Krolik, providing a base salary of \$325,000 which commenced upon his start date with Company, July 20, 2009. The Committee has not increased his base salary.

Mr. Samuelson – Mr. Samuelson has been employed with the Company since August 2003, originally managing three software subsidiaries, including Top Producer. In February 2007, the Company promoted Mr. Samuelson to Executive Vice President and President of both REALTOR.com® and Top Producer and assumed responsibility for the entire Real Estate Services segment. In conjunction with these increased responsibilities and in recognition of the outstanding services Mr. Samuelson has consistently provided the Company, his base salary was increased to \$325,000, effective February 22, 2007. In determining the amount of his annual base pay the CEO and Committee looked to his immediate predecessor's base pay, as well as whether this compensation was consistent with the position and the competitive market based on Mr. Samuelson's experience and value to the Company. The Company did not increase Mr. Samuelson's base salary upon his being named in 2009 as Chief Revenue Officer for the Company and has not since increased his base salary.

Mr. Caulfield – Mr. Caulfield has been employed with the Company since February, 2004, originally as Vice President, Senior Corporate Counsel, in our Legal Department. In March, 2006, he was promoted to Senior Vice President, Deputy General Counsel and Assistant Secretary, positions he held through October, 2006. In October, 2006, Mr. Caulfield was promoted to serve as the Company's Executive Vice President, General Counsel and Secretary. In conjunction with these increased responsibilities and in recognition of his many contributions to the Company, his salary was increased to \$275,000 effective as of December 1, 2006. In determining the amount of his annual base pay the Committee considered his immediate predecessor's base pay and relative experience, as well as whether this compensation was consistent with the position and the competitive market based on Mr. Caulfield's experience and value to the Company. The Company has not since increased Mr. Caulfield's base salary.

Mr. Long – In 2002, the Company entered into an employment agreement with Mr. Long, providing a base salary of \$500,000, and did not increase his base salary. Mr. Long retired from his position as Chief Executive Officer (and resigned from the board) effective as of January 21, 2009.

Ms. Borenstein – On April 26, 2007, the Company entered into an employment agreement with Ms. Borenstein, providing a base salary of \$450,000, and did not increase her base salary thereafter. Ms. Borenstein resigned from the company effective March 13, 2009.

Mr. Belote – In 2002, the Company entered into an employment agreement with Mr. Belote, providing a base salary of \$350,000. In June 2007, the Committee increased Mr. Belote's annual base salary to \$385,000, and has not since increased his base salary. Mr. Belote ceased to serve as the Company's Chief Financial Officer effective July 20, 2009.

As stated above, in order to attract and retain outstanding performers, the Company must provide an attractive base salary commensurate with the executive's experience and competitive against other employers. The Committee believes that the 2009 annual base salaries for the Named Executive Officers were appropriate.

Annual Cash Incentive Bonuses

As discussed under “Elements Used to Achieve Compensation Objectives,” the Committee, with input from both the CEO and the other executive officers, establishes target bonus amounts, expressed as a percentage of base salary, at the beginning of each year. Bonus payouts for the year are determined by the Company’s financial results and individual performance results for the year relative to the predetermined performance measures. The bonuses paid for 2009 appear in the table at the end of this “Annual Cash Incentive Bonuses” section and also in the “Summary Compensation Table,” below, under the “Nonequity Incentive Plan Compensation” column.

The 2009 target bonus opportunity for each of the Named Executive Officers was based 60% on the achievement of Company financial performance goals and 40% on individual performance goals. For each Named Executive Officer, however, as with all participants in this management incentive program (“MIP”) but excluding our Chief Executive Officer, the target amount of the individual-performance portion of the bonus was reduced by six percent (the “MIP Adjustment”). These reductions, collectively, were used to help fund a special bonus pool (the “MIP Special Pool”) from which our Chief Executive Officer made discretionary, additional bonus awards to those MIP participants adjudged to warrant special bonus recognition for their 2009 efforts and achievements. The 2009 target bonus opportunity for each of the Named Executive Officers, aggregate of both the Company financial portion and the individual performance portion, was 100% of the executive’s base salary (50% for Mr. Krolik, who did not become employed by the Company (as our Chief Financial Officer) until after the second half of 2009 had commenced), subject to the effect of the MIP Adjustment.

For all Named Executive Officers other than Messrs. Caulfield and Krolik, actual bonus amounts could range from 0% of base salary for performance at or below a threshold level to 200% of base salary for exceptional performance (subject to the effect of the MIP Adjustment). For Mr. Krolik, who did not join the Company until after the second half of 2009 had begun, the actual bonus amount could range from 0% of his base salary for performance below a threshold level to 100% of base salary for exceptional performance (subject to the effect of the MIP Adjustment). Also, in the cases of Messrs. Berkowitz and Krolik, the aggregate target bonus amount for each of them was further reduced by a pro-rata reflecting the portion of 2009 during which he had not yet been employed by the Company. Mr. Caulfield’s maximum bonus potential was 100% of base salary.

As discussed above, the Committee allocates a portion of annual cash incentives to achievement of Company financial goals and a portion to achievement of individual performance goals, but retains the discretion to modify such allocations, except that an executive cannot earn more than the maximum percentage amount. The Committee incorporates flexibility into the annual cash bonus opportunity to better reflect the evolving nature of our business, and therefore may adjust upward or downward the bonus portions related to the Company and individual performance objectives.

Although the Company financial and individual performance goals were set at levels the Committee believed were achievable, the maximum bonus of 200% (available for all Named Executive Officers other than Messrs. Caulfield and Krolik), and for Mr. Krolik 100%, would have required extraordinary performance for both the individual and Company measures. In 2009, none of the Named Executive Officer achieved such level of performance. Generally, the Committee sets the performance requirements for target and maximum cash bonus awards such that the relative ability to achieve these goals is consistent from year to year.

Corporate Financial Performance Element

The corporate financial performance element of the 2009 cash incentive bonuses was based on a financial matrix consisting of Adjusted EBITDA and revenue components. In order for an executive to earn a cash incentive award based on this element, the Company had to exceed the “Threshold” performance goals of \$20.065 million of Adjusted EBITDA and \$210.83 million of revenue. Assuming the Threshold performance levels were exceeded, the extent of an executive’s cash incentive award then depended, in part, upon the extent to which the Adjusted EBITDA and revenue components approached or met the “Target” performance levels. The Adjusted EBITDA and revenue goals for Target level performance were \$30.065 million and \$230.83 million, respectively. Assuming the Target performance levels are exceeded, the extent to which an executive might earn a cash incentive award in excess of his or her target bonus amount depends, in part, upon the extent to which the Adjusted EBITDA and revenue components approach or meet the “Extraordinary” performance levels, which in 2009 they did not. Attainment of the maximum bonus amount for the corporate financial performance element of the 2009 cash incentive bonuses would have required the Company to have achieved Adjusted EBITDA and revenue performance levels of \$40.065 million and \$250.83 million, respectively.

The Committee set the 2009 performance objectives for the Company financial component at levels that were aggressive but achievable, recognizing the significant product and strategy changes that occurred over the past few years and continued into 2009. With the hiring of a new Chief Executive Officer and other key senior management executives in 2009, the Company re-evaluated all of its businesses, its overall strategy and its key operations and cost structure, and has sought to refocus the Company and its personnel accordingly, including, notably, on such initiatives as re-organization of the Company along functional lines rather than business units, new product development, operating expense reductions and cost management, and development of an improved technology and data platform along with enhanced associated processes. Although this evaluation and refocus effort has provided distinct advantages, it has taken time to implement and ramp up these beneficial changes to achieve success, particularly in light of the continued weakness of the residential real estate market.

Results of 2009 Performance Against Financial Performance Elements. In 2009, the Company exceeded the “Threshold” performance levels for both Adjusted EBITDA and revenue, but did not fully achieve the “Target” performance levels for either. Therefore the Company financial performance objectives were partially achieved. As a result, our Named Executive Officers received cash incentive bonuses for 2009 reflecting an achievement level of 32.29% of the Target corporate financial performance component. Please see the “Non-Equity Incentive Plan Compensation” column in the “Summary Compensation Table,” in this proxy statement, for actual cash incentive amounts earned by our Named Executive Officers in 2009, as well as the table at the end of this “Annual Cash Incentive Bonuses” section.

Individual Performance Objectives

As discussed above, the Committee establishes individual performance objectives for each Named Executive Officer based upon his or her individual responsibilities, and confidential Company plans and targets, including those regarding significant new and existing customer and partner relationships, and strategic business goals. The 2009 individual performance objectives included the following:

Mr. Berkowitz – Develop and execute on strategic and operational plans for the Company, execute on initiatives to improve, manage and/or re-focus operating expense, revenue and certain business lines, complete reorganization of Company along functional lines (as opposed to by business units), effectively manage key industry relationships and foster a culture of effective collaboration, engagement and accountability.

Mr. Krolik – Develop a strong understanding of the Company’s business, processes and personnel, identify risks and risk mitigation strategies, lead efforts to analyze and appropriately align the Company’s cost structure, maintain compliance and manage risk in areas such as GAAP accounting and Sarbanes-Oxley, effectively manage the Company’s cash and investments, establish relationships with others in management and foster a culture of effective collaboration, engagement and accountability.

Mr. Samuelson – Assist in development of and execution on strategic, operational and business development plans for the Company, execute on initiatives to improve, manage, re-focus and/or otherwise address certain business lines, reorganize revenue-related areas of the Company along functional lines (as opposed to by separate business groups), provide effective leadership to the Company’s sales teams and its customer service and support organization, assist in managing key industry relationships and foster a culture of effective collaboration, engagement and accountability.

Mr. Caulfield – Effectively manage the legal department, its workflow and the costs of the Company’s ongoing litigation, develop effective working relationships with other members of senior management to support the needs of the business, provide communication and assistance to the Company’s board of directors and foster a culture of effective collaboration, engagement and accountability.

Mr. Long – Mr. Long resigned as the Company’s CEO prior to formalization of individual performance objectives, but prior to his resignation his objectives included to effectively manage important strategic relationships to further the Company’s objectives.

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Ms. Borenstein –Ms. Borenstein resigned as the Company’s president prior to formalization of individual performance objectives, but prior to her resignation her objectives included to foster a culture of collaboration, innovation and accountability, maintain our traffic leadership position, improve product release process, increase website speed and SEO and form a strong and trusted relationship with our board of directors and otherwise execute on important strategic relationships to further the Company’s objectives.

Mr. Belote –Mr. Belote ceased to serve as the Company’s Chief Financial Officer on July 20, 2009, but prior to that date his objectives for 2009 included to maintain Sarbanes-Oxley compliance throughout the fiscal year, support all Audit Committee activities, manage Company’s risk management program, such that the Company’s cost and quality of coverage is superior to other similarly situated companies, ensure accounting policies are in accordance with GAAP, manage engagement and costs of the outside auditor relationship and effectively manage excess cash to ensure the maximum return with minimum risk.

Results of 2009 Performance against Individual Performance Objectives. The Committee evaluated the applicable individual objectives with respect to each Named Executive Officer and made the following determinations regarding achievement of the individual objectives by each executive: that Mr. Berkowitz achieved at a level of 100% with respect to his individual objectives; that Mr. Samuelson achieved at a level of 125% with respect to his individual objectives; that Mr. Krolik achieved at a level of 150% with respect to his individual objectives; and that Mr. Caulfield achieved at a level of 85% with respect to his individual objectives. Each of Messrs. Long and Belote, and Ms. Borenstein, were no longer executive officers of the Company at the end of 2009 and therefore the Committee made no determinations as to their 2009 performance relative to 2009 cash incentive bonuses.

Summary of 2009 Performance Results. The following table provides the target and actual annual cash incentive bonuses approved by the Committee for each Named Executive Officer (excluding Messrs. Long and Belote, and Ms. Borenstein, each of whom was no longer an executive officer of the Company at the end of 2009), the level of performance achieved with respect to the individual goals and the financial performance goals, and the overall percent of each executive’s target award opportunity earned for 2009:

Name	Potential 2009 Award, At Target Level (1)	Achievement of Company Financial Performance Goals	Achievement of Individual Performance Objectives	2009 Actual Award	Actual Award as % of Target
Mr. Berkowitz	\$ 494,795(2)	32.29%	100%	\$ 300,000(4)	60.63%
Mr. Krolik	\$ 71,262(3)	32.29%	150%	\$ 55,325	77.64%
Mr. Samuelson	\$ 317,200	32.29%	125%	\$ 215,715	68.00%
Mr. Caulfield	\$ 268,400	32.29%	85%	\$ 141,168	52.60%

- (1) Reflects effects of the MIP Adjustment discussed above.
- (2) Reflects pro-ration due to fact Mr. Berkowitz started as CEO after the beginning of 2009 — on January 21, 2009.
- (3) Reflects pro-ration due to fact Mr. Krolik started as CFO after the beginning of 2009 – on July 20, 2009.
- (4) Reflects discretionary additional amount of \$6,221 granted by the Committee to bring total award to the amount shown.

Equity Incentives

As discussed herein, the Committee retained Radford in 2006 to analyze, among other matters, the existing equity grants of the Company’s senior management team, equity incentive programs of comparable companies, and the parameters recommended by proxy consulting firms. Based on this review (referred to above as the Radford Study), the Committee recommended to the board granting time-vested stock options and performance-based RSU awards. In 2009 the Committee continued to rely on these two forms of equity incentives to foster the long-term perspective necessary for continued success in our business. Stock option grants in 2009 also were based upon the strategic, operational and financial performance of the Company overall and reflects the executives’ expected contributions to the Company’s future success.

Stock Option, Restricted Stock and RSU Grants

In 2006, when the Committee retained Radford, the majority of our executives held fully vested stock awards. In order to better balance the executives' unvested and vested options, and to better insure retention and motivate executives to create sustained shareholder value, the Committee, with the assistance and advice of Radford, granted additional stock options and RSUs. Consistent with our historical practice, the stock options vest quarterly over a four-year time period, but RSU vesting was contingent upon achievement of Company financial performance targets during then-upcoming specified fiscal years (i.e., the 2008 and 2009 fiscal years). The Committee adopted this approach to meet the challenges and opportunities of the Company over the long-term, to motivate executives by requiring stretch performance to achieve above-market equity compensation, and to better align executives' interests with long-term stockholder value creation. The amounts granted to each executive were based on the overall compensation analysis conducted by Radford, including equity incentive grants for similarly situated executives in the peer group, expected market trends, and the existing equity percentages of our Named Executive Officers at the time. While the Committee took into account the benchmark analysis conducted by Radford in adopting these grants, it did not seek to target any specific percentile. Rather, consistent with its pay-for-performance philosophy, the Committee's intent was to adopt equity incentives to attract, retain and motivate executives in order to achieve outstanding and sustained Company performance for stockholders.

In 2006, the Committee set the 2008 financial performance goals necessary for the RSU grants to vest at high but achievable levels based on the Company's internal confidential business plan at the time. Given that vesting of the 2006 grants required a three-year projection of financial performance in a highly competitive and rapidly changing market, in 2007 the Committee restructured the RSU grants and targets to better reflect the Company's changing strategy for 2008-2009, while adhering to the original goals of increased and sustained performance. Accordingly, the Committee, with management's agreement, modified the original award by reducing the number of RSUs with a potential to vest in 2008 by 50% for each executive and lowering the target financial performance for 2008 based upon current market conditions and the Company's expected performance within the market. The Committee also established financial performance targets for 2009, which provided the potential for executives to earn, after the 2009 fiscal year end, the remaining 50% of the RSUs previously granted. The maximum amount an executive could receive is 100% vesting of the award for each applicable performance period, based on achieving threshold, target or maximum levels for the financial measurements.

Given the unexpected declines in the real estate market beginning in 2007, as well as the internal company changes discussed in this proxy statement, the Company did not achieve the financial performance goals for the 2009 performance period, and such RSUs were therefore forfeited to the Company. With respect to the 2008 and 2009 performance periods, totals of 2,732,500 and 2,027,500 RSUs were forfeited, respectively.

In 2009, the Company granted 700,000 and 225,000 RSUs to Messrs. Berkowitz and Krolik, respectively. Mr. Berkowitz's RSUs vest based on the attainment of certain performance goals relating to the Company's revenues and EBITDA for the fiscal year ending December 31, 2011. Mr. Krolik's RSUs vest in three equal installments based on the attainment of certain performance goals relating to the Company's revenues and EBITDA for each of 2010, 2011, and 2012. All RSU grants made in 2009 were awarded only as part of a compensation package offered to newly recruited, incoming senior management executives. Performance goals for the 2010 fiscal year performance period, and with respect to Mr. Berkowitz, for the 2011 performance period, have been set at high but achievable levels, based on the Company's internal confidential business plans at the time of the grant(s). Performance objectives and goals with respect to Mr. Krolik for the 2011 and 2012 fiscal year performance periods have not yet been set.

In connection with his commencement of employment with us, Mr. Berkowitz also received (i) 3,000,000 stock options, 750,000 of which were immediately vested and exercisable as of his start date, and the remaining 2,250,000 of which vest monthly over thirty-six months commencing on the first anniversary of his start date, subject to his continued employment on each vesting date; and (ii) 1,800,000 restricted shares of the Company's common stock, 700,000 of which vested on his start date, 500,000 of which vested on the first anniversary of his start date, and 600,000 of which will vest on the second anniversary of his start date, subject to his continued employment on such anniversary.

In connection with his commencement of employment with us, Mr. Krolik also received (i) 750,000 stock options that vest quarterly from the grant date over a forty-eight month period, subject to his continued employment on each vesting date, and (ii) 150,000 restricted shares of the Company's common stock that vest in three equal annual installments beginning on the first anniversary of his start date, subject to his continued employment on each vesting date.

Employment and Severance Arrangements

As discussed above, we have employment agreements and/or executive retention and severance arrangements with each of the Named Executive Officers. In January, 2009, the Company entered into an employment agreement and Executive Retention and Severance Agreement with Mr. Berkowitz in connection to his being named the Company's new Chief Executive Officer. In April, 2009, the Company entered into an agreement with Mr. Belote to modify his employment agreement with respect to certain termination-related matters and in connection with the announcement of his departure from the Company. In June, 2009, the Company entered into an employment agreement and Executive Retention and Severance Agreement with Mr. Krolik in connection to his being named the Company's new Chief Financial Officer. The terms of these arrangements were established taking into account the principles discussed in the "Compensation Objectives" section of this proxy statement. The terms of the severance arrangements of each Named Executive Officer are addressed under the "Employment-Related Agreements" and "Potential Payments Upon Termination or Change in Control" sections of this proxy statement.

Benefits Package

In 2009, the Named Executive Officers were entitled to the same retirement and welfare benefits as the rest of the Company's full time employees, including medical and dental coverage, disability and life insurance and participation in the Move 401(k) Plan.

Share Ownership Guidelines

We require our Named Executive Officers (excluding those who are no longer with the Company) to own specified amounts of the Company's securities. The amount of the Company's securities that must be held is that amount whose value equals or exceeds a multiple of the executive's base salary. The multiple that applies is based upon the executive's position within the Company: for the CEO, the multiple is 2; and for the other Named Executive Officers the multiple is 1. The ownership requirement may be satisfied by holdings of the Company's common stock (whether owned as a result of the vesting of restricted stock awards or performance-based restricted stock unit awards, an open-market transaction or otherwise) and/or vested but un-exercised stock options, and for our current Named Executive Officers must be satisfied not later than by December 21, 2012. The Company's share ownership guidelines also require that upon the exercise of any stock options or the vesting of any restricted stock or performance-based restricted stock units, any Named Executive Officer who is not then in compliance with the above-described share ownership guidelines must hold and retain, until he is in compliance, at least fifty percent (50%) of the shares remaining from such exercise or vesting (net of any such shares applied to satisfy tax obligations arising from such exercise or vesting). Deviation from these guidelines because of a personal hardship of any executive is permitted, if at all, only with the approval of the Committee.

With respect to restricted stock and option exercises for grants issued prior to the above dates, each executive is required to retain such amounts commensurate with their personal financial circumstances until such executive has sufficient retention to comply with ownership targets.

Tax Deductibility of Compensation

Section 162(m) of the Internal Revenue Code disallows the deduction for certain compensation in excess of \$1 million paid to certain executive officers of the Company, unless the compensation qualifies as "performance-based" as defined in the Code and applicable regulations. Compensation paid under the Company's incentive plans does not currently qualify as "performance-based" under Section 162(m). Accordingly, compensation in excess of \$1 million paid to our Chief Executive Officer was not deductible in 2009. Messrs. Samuelson and Caulfield were not paid in excess of \$1 million, and therefore the Section 162(m) limitation was not applicable. In accordance with the Section 162(m) regulations and current IRS guidance, our Chief Financial Officer, and our named executive officers who terminated employment during 2009, were not subject to the Section 162(m) limitations.

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EXECUTIVE COMPENSATION

The following compensation tables should be read in conjunction with the section entitled “Compensation Discussion and Analysis” in this proxy statement.

Summary Compensation Table

The following table sets forth all compensation paid for services in the years presented to all persons who served as our chief executive officer and chief financial officer, as well as our other three most highly compensated executive officers. We collectively refer to these persons as the “Named Executive Officers.”

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) (1)	Option Awards (\$) (1)	Non-Equity	All Other Compensation (\$) (3)	Total (\$)
						Incentive Plan Compensation (\$) (2)		
Steven H. Berkowitz Chief Executive Officer(4)	2009	491,093	—	2,736,000	3,237,600	300,000	7,350	6,772,043
	2008	—	—	—	—	—	—	—
	2007	—	—	—	—	—	—	—
Robert Krolik Chief Financial Officer(5)	2009	143,750	—	331,500	1,188,825	55,325	1,210	1,720,610
	2008	—	—	—	—	—	—	—
	2007	—	—	—	—	—	—	—
Errol Samuelson Chief Revenue Officer; President – REALTOR.com®	2009	325,000	—	—	122,183	215,715	10,466	673,364
	2008	325,000	—	—	556,480	274,000	14,819	1,170,299
	2007	320,274	—	—	1,688,820	300,000	12,390	2,321,484
James S. Caulfield Executive Vice President, General Counsel & Secretary(6)	2009	275,000	—	—	97,746	141,169	-- 0 --	513,915
	2008	275,000	—	—	278,240	232,000	6,900	792,146
	2007	—	—	—	—	—	—	—
W. Michael Long Former Chief Executive Officer(7)	2009	38,461	—	—	—	—	1,022,923	1,061,384
	2008	500,000	—	—	—	346,000	—	846,000
	2007	500,000	—	—	1,759,188	160,000	—	2,419,188
Lorna Borenstein Former President(8)	2009	104,835	—	—	—	—	900,000	1,004,835
	2008	450,000	—	—	—	356,000	6,900	812,900
	2007	249,491	—	1,000,000	8,598,300	225,000	—	10,072,791
Lewis R. Belote, III(9) Former Chief Financial Officer	2009	266,538	—	—	—	—	802,819	1,069,357
	2008	385,000	—	—	—	305,000	6,900	696,900
	2007	367,500	—	—	1,688,820	70,000	6,750	2,133,070

- (1) Reflects the aggregate grant-date fair value of stock and option awards granted in the applicable year, as determined in accordance with FASB ASC Topic 718. For each of Messrs. Berkowitz and Krolik, the value reported in the Stock Awards column for 2009 reflects the grant of shares of restricted stock. The grant date fair value for the restricted stock awards is based on the grant date value of the underlying shares. Messrs. Berkowitz and Krolik also received grants of performance-based restricted stock units (RSUs). The grant date fair value of the performance-based RSUs is \$0 because the performance goals had not been established as of the grant date. The grant date fair value of the performance-based RSUs, assuming that the maximum number of RSUs was earned, is, for Mr. Berkowitz, \$1,064,000, and for Mr. Krolik, \$497,250. The value reported for 2007 for Ms. Borenstein relates to performance-based RSUs granted in 2007, half of which were forfeited due to the Company’s failure to achieve the performance goals for the 2008 performance period, and half of which were forfeited in connection with her termination of employment. The assumptions used in determining the fair values of the stock options are set forth in Note 15, “Stock Plans,” to the Company’s Consolidated Financial Statements, which are included in our Annual Report on Form 10-K for the year ended December 31, 2009, filed with the Securities and Exchange Commission on March 5,

2010.

- (2) Reflects annual cash incentive awards earned based on performance. For information regarding our 2009 annual cash incentive program, see the “Executive Compensation for 2009” discussion in the “Compensation Discussion and Analysis” section of this proxy statement.
- (3) For 2009, the amounts include: (i) for each Named Executive Officer, Company matching contributions to the 401(k) plan, which are fully vested for each executive; (ii) for Mr. Samuelson, Company-paid travel for his spouse and other Company-paid benefits; (iii) for Mr. Long, a severance amount equal to \$1,000,000, which was paid in equal installments over twelve months, and a payment for accrued but unused vacation of \$22,923; (iv) for Ms. Borenstein, a severance amount equal to \$900,000, payable in equal installments over twelve months; and (v) for Mr. Belote, a severance amount equal to \$770,000, payable in equal installments over twelve months, and a payment for accrued but unused vacation of \$25,469.
- (4) Mr. Berkowitz became our Chief Executive Officer on January 21, 2009.
- (5) Mr. Krolik became our Chief Financial Officer on July 20, 2009.
- (6) Mr. Caulfield became a Named Executive Officer in 2008.
- (7) Mr. Long resigned as our Chief Executive Officer effective January 21, 2009.
- (8) Ms. Borenstein resigned as our President effective March 13, 2009.
- (9) Mr. Belote ceased to serve as the Company’s Chief Financial Officer effective July 20, 2009.

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Grants of Plan-Based Awards

The following table provides information about equity and non-equity awards granted to the Named Executive Officers in 2009.

Grants of Plan-Based Awards for Fiscal Year 2009

Name	Grant Date	Estimated Future Payouts			Estimated Future Payouts			All Other Stock Awards:	Stock Option Awards:	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards
		Under Non-Equity Incentive Plan Awards (1) Threshold (\$)	Target (\$)	Maximum (\$)	Under Equity Incentive Plan Awards (2) Threshold (#)	Target (#)	Maximum (#)	Number of Shares of Stock or Units (#) (3)	Number of Securities Underlying Options (#) (4)	(5)	(6)
Berkowitz	01/21/09		494,795	989,590			700,000				0
	01/21/09						1,800,000				2,736,000
	01/21/09							3,000,000	1.52		3,237,600
Krolik	07/20/09		71,262	142,524			225,000				0
	07/20/09						150,000				331,500
	07/20/09							750,000	2.21		1,188,825
Samuelson	07/01/09		317,200	634,400					75,000	2.27	122,183
Caulfield	07/01/09		268,400	268,400					60,000	2.27	97,746
Long			500,000	1,000,000							
Borenstein			450,000	900,000							
Belote			385,000	770,000							

(1) Reflects the cash bonus opportunities, at target and maximum performance levels, under our annual cash incentive program. Pursuant to the program there is no bonus paid for achievement at or below a “threshold” performance level (but Named Executive Officers are able to earn a portion of the target amount). For information regarding our annual cash incentive program, see the “Executive Compensation for 2009” discussion in the Compensation Discussion and Analysis section of this proxy statement. The actual amount paid or payable to each Named Executive Officer in 2009 is reported under the “Non-Equity Incentive Plan Compensation” column in the “Summary Compensation Table” in this proxy statement or, for Messrs. Long and Belote and Ms. Borenstein in the “All Other Compensation” column in the “Summary Compensation Table.”

- (2) Reflects awards of performance-based RSUs, which vest, in the case of Mr. Berkowitz, based on the achievement of revenue and Adjusted EBITDA goals for the Company's 2011 fiscal year, and, in the case of Mr. Krolik, based on the achievement of revenue and Adjusted EBITDA goals for each of the Company's 2010, 2011 and 2012 fiscal years. If the performance goals are achieved at the level of 100%, the executive will earn the full number of performance-based RSUs granted. With respect to all of the RSUs awarded to Mr. Berkowitz, and with respect to the RSUs awarded to Mr. Krolik for the 2010 fiscal year performance period, zero shares would vest under the program for either executive if achievement (in 2011 for Mr. Berkowitz and in 2010 for Mr. Krolik) is at or below a "threshold" level of performance under the applicable performance criteria (indicated as "Threshold" in the table above) and from there, on an incremental prorated basis, up to 700,000 and 75,000 shares for Mr. Berkowitz and Mr. Krolik, respectively, might vest (indicated as "Maximum" in the table above, with no particular number of shares being deemed or indicated as "Target"). Regarding the RSUs awarded to Mr. Krolik in respect of the 2011 and 2012 fiscal year performance periods, the performance criteria for Mr. Krolik's RSUs for those periods have not yet been set (and thus no particular number of shares has been deemed or indicated as "Threshold" or "Target" in the table above with respect to such RSUs). All such equity awards were approved by our Management Development and Compensation Committee on the date of grant. Mr. Berkowitz's performance-based RSUs were granted under the 1999 Stock Incentive Plan. Mr. Krolik's performance-based RSUs were granted as an employment inducement grant pursuant to NASDAQ Listing Rule 5635(c)(4), and were not granted under any of our previously established equity incentive plans.
- (3) Reflects awards of time-vesting restricted stock granted to Messrs. Berkowitz and Krolik in connection with their commencement of employment with the Company. Of the shares of restricted stock awarded to Mr. Berkowitz, 700,000 of such shares vested immediately on the grant date, 500,000 of such shares vested on the first anniversary of the grant date and 600,000 of such shares vest on the second anniversary of the grant date, subject to his continued employment on such vesting date. Mr. Berkowitz's restricted stock was granted under the 1999 Stock Incentive Plan. Mr. Krolik's restricted stock vests as follows: 50,000 shares vest on each of the first, second and third anniversaries of the grant date, subject to his continued employment on each vesting date. Mr. Krolik's restricted stock award was granted as an employment inducement grant pursuant to NASDAQ Listing Rule 5635(c)(4), and was not granted under any of our previously established equity incentive plans.
- (4) Reflects awards of time-vesting stock options. The stock options vest ratably on a quarterly basis over four years following the date of grant, with the exception of the stock options awarded to Mr. Berkowitz, 750,000 of which were immediately vested and exercisable as of the date of grant, and the balance (2,250,000 options) of which vest ratably on a monthly basis over 36 months beginning on January 21, 2010, the first anniversary of the date of grant. All such equity awards were approved by our Management Development and Compensation Committee on the date of grant. The stock options were granted under the 1999 Stock Incentive Plan with the exception of Mr. Krolik's stock options, which were granted as an employment inducement grant pursuant to NASDAQ Listing Rule 5635(c)(4) and were not granted under any of our previously established equity incentive plans.
- (5) The exercise price is equal to the closing market price of our common stock on the date of grant.
- (6) The grant date fair value of the awards is determined pursuant to FASB ASC Topic 718. See footnote (1) to the Summary Compensation Table for a description of the grant date fair value determinations.

Employment-Related Agreements

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Mr. Berkowitz. On January 21, 2009, we entered into an employment agreement and Executive Retention and Severance Agreement with Mr. Berkowitz providing for the terms of his appointment and compensation as Chief Executive Officer of the Company. Mr. Berkowitz's employment agreement provides for an annual base salary of \$525,000, eligibility to participate in the health insurance, 401(k) and other benefits offered to senior executives of the Company, payment of certain travel, accommodation and related expenses associated with traveling between his residence in northern California and the Company's location in Westlake Village, California, payment of a driving service expense associated with travel between his residence and the Company's location in Campbell, California, reimbursement of Mr. Berkowitz for attorneys' fees, up to \$20,000, associated with the negotiation of his employment arrangement with the Company and reimbursement for actual and reasonable business expenses incurred on behalf of the Company. Mr. Berkowitz did not use the driving service during 2009.

If certain of the agreed reimbursements are subject to federal or state income taxes, his employment agreement provided for the Company to pay an amount necessary to place Mr. Berkowitz in the same after-tax position as he would have been in had no such taxes been imposed. Details of Mr. Berkowitz's severance benefits pursuant to his Executive Retention and Severance Agreement are addressed under the "Potential Payments Upon Termination or Change in Control" section of this proxy statement.

Mr. Krolik. On June 26, 2009, we entered into an employment agreement and Executive Retention and Severance Agreement with Mr. Krolik providing for the terms of his appointment and compensation as Chief Financial Officer of the Company. His employment start date was July 20, 2009. Mr. Krolik's employment agreement provides for an annual base salary of \$325,000, eligibility to participate in the health insurance, 401(k) and other benefits offered to senior executives of the Company and reimbursement for actual and reasonable business expenses incurred on behalf of the Company. Details of Mr. Krolik's severance benefits pursuant to his Executive Retention and Severance Agreement are addressed under the "Potential Payments Upon Termination or Change in Control" section of this proxy statement.

Mr. Samuelson. We entered into an employment agreement with Mr. Samuelson effective February 22, 2007, and an Executive Retention and Severance Agreement on May 6, 2008, that provide for Mr. Samuelson's employment as our Executive Vice President and President of REALTOR.com® and Top Producer.® Mr. Samuelson's employment agreement provides for an annual base salary of \$325,000, and eligibility to participate in the health insurance, 401(k) and other benefits offered to senior executives of the Company. On December 30, 2008, the Company and Mr. Samuelson amended the Executive Retention and Severance Agreement to include special provisions intended to ensure compliance with Internal Revenue Code Section 409A relating to deferred compensation. Details of Mr. Samuelson's severance benefits pursuant to his Executive Retention and Severance Agreement are addressed under the "Potential Payments Upon Termination or Change in Control" section of this proxy statement.

Mr. Caulfield. On October 5, 2006, we entered into an employment agreement and Executive Retention and Severance Agreement with Mr. Caulfield that provides for his employment as our Executive Vice President, General Counsel and Secretary. Mr. Caulfield's employment agreement provides for an annual base salary of \$275,000, and eligibility to participate in the health insurance, 401(k) and other benefits offered to senior executives of the Company. On December 19, 2008, the Company and Mr. Caulfield amended the Executive Retention and Severance Agreement to include special provisions intended to ensure compliance with Internal Revenue Code Section 409A relating to deferred compensation. Details of Mr. Caulfield's severance benefits pursuant to his Executive Retention and Severance Agreement are addressed under the "Potential Payments Upon Termination or Change in Control" section of this proxy statement.

Mr. Long. On March 6, 2002, we entered into an employment agreement with Mr. Long that provided for his employment as our Chief Executive Officer. Mr. Long's employment agreement provided for annual base salary of \$500,000, for eligibility to participate in the health insurance, 401(k) and other benefits offered to senior executives of the Company and for reimbursement of Mr. Long for the actual and reasonable fixed operating costs and the actual and reasonable business related variable operating costs of an airplane indirectly owned by him. Mr. Long discontinued using the airplane in June 2008. We also agreed to reimburse him for actual and reasonable business expenses. We further agreed that if the foregoing reimbursements are subject to federal or state income taxes, we will pay an amount necessary to place Mr. Long in the same after-tax position as he would have been in had no such taxes been imposed. The Company and Mr. Long amended his employment agreement on August 25, 2008, to provide certain additional severance benefits and again on December 24, 2008, to include special provisions intended to ensure compliance with Internal Revenue Code Section 409A relating to deferred compensation. On January 14, 2009, the Company and Mr. Long amended his employment agreement to extend, to three years subsequent to the final payment to him of any cash severance, the period of time Mr. Long would have to exercise all stock options granted to him (except those granted to him at the commencement of his employment, which options would be exercisable until the expiration set forth in such option awards), such amendments to apply in the event of his involuntary termination, termination for death or disability or termination without cause by the Company, and subject to his compliance with certain conditions of cooperation associated with a termination. Mr. Long resigned as our Chief Executive Officer effective January 21, 2009. Details of the severance Mr. Long received in connection with his termination of employment pursuant to his employment agreement (as amended) are addressed under the "All Other Compensation" column of the "Summary Compensation Table" in this proxy statement and under the "Potential Payments Upon Termination or Change in Control" section of this proxy statement.

Ms. Borenstein. On April 26, 2007, we entered into an employment agreement and, on May 29, 2007, an Executive Retention and Severance Agreement with Ms. Borenstein providing for the terms of her appointment and compensation as President of the Company. Ms. Borenstein's employment agreement provided for an annual base salary of \$450,000, eligibility to participate in the health insurance, 401(k) and other benefits offered to senior executives of the Company, reimbursement of Ms. Borenstein for attorneys' fees associated with the negotiation of her employment arrangement with the Company and reimbursement of costs of preparing and processing any required immigration paperwork for her and her family, including reasonable attorneys' fees for immigration counsel. We also agreed to reimburse Ms. Borenstein for actual and reasonable business expenses. We further agreed that if certain of the agreed reimbursements are subject to federal or state income taxes, we will pay an amount necessary to place Ms. Borenstein in the same after-tax position as she would have been in had no such taxes been imposed. On December 19, 2008, the Company and Ms. Borenstein amended each of the employment agreement and the Executive Retention and Severance Agreement to include special provisions intended to ensure compliance with Internal Revenue Code Section 409A relating to deferred compensation. Ms. Borenstein resigned from the Company effective March 13, 2009. Details of the severance Ms. Borenstein received in connection with her termination of employment pursuant to her Executive Retention and Severance Agreement are addressed under the "All Other Compensation" column of the "Summary Compensation Table" in this proxy statement and under the "Potential Payments Upon Termination or Change in Control" section of this proxy statement.

Mr. Belote. On March 6, 2002, we entered into an employment agreement with Mr. Belote that provided for his employment as our Chief Financial Officer. Mr. Belote's employment agreement provided for an annual base salary of \$350,000, which was increased to \$385,000 in 2007, and eligibility to participate in the health insurance, 401(k) and other benefits offered to senior executives of the Company and for reimbursement of Mr. Belote for actual and reasonable business expenses. We further agreed that if the foregoing reimbursements are subject to federal or state income taxes, we will pay an amount necessary to place Mr. Belote in the same after-tax position as he would have been in had no such taxes been imposed. On December 19, 2008, the Company and Mr. Belote amended his employment agreement to include special provisions intended to ensure compliance with Internal Revenue Code Section 409A relating to deferred compensation. On April 2, 2009, the Company and Mr. Belote amended his employment agreement to extend, to three years subsequent to the final payment to him of any cash severance, the period of time Mr. Belote would have to exercise all stock options granted to him (except those granted to him at the commencement of his employment, which options would be exercisable until the expiration set forth in such option awards), such amendments to apply in the event of his involuntary termination, termination for death or disability or termination without cause by the Company, and subject to his compliance with certain conditions of cooperation associated with a termination. Details of the severance Mr. Belote received in connection with his termination of employment pursuant to his employment agreement are addressed under the "All Other Compensation" column of the "Summary Compensation Table" in this proxy statement and under the "Potential Payments Upon Termination or Change in Control" section of this proxy statement.

Each of the above-described employment agreements (not including the Executive Retention and Severance Agreements) can be terminated by either party at any time.

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Outstanding Equity Awards at 2009 Fiscal Year-End

The following table provides information on the current holdings of stock option and stock awards by the Named Executive Officers.

Outstanding Equity Awards at 2009 Fiscal Year End

Name	Option Awards				Stock Awards			Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Time-Vesting Restricted Stock Awards: Number of Shares or Units of Stock That Have Not Vested	Time-Vesting Restricted Stock Awards: Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested	
	Exercisable	Unexercisable			(#)	(\$)	(#)	(\$)
Berkowitz	750,000(2)	2,250,000(2)	1.52	1/21/2019	1,100,000(3)	1,826,000	700,000(3)	\$ 1,162,000
Krolik	46,875(4)	703,125(4)	2.21	7/20/2019	150,000(5)	249,000	225,000(5)	\$ 373,500
Samuelson	150,000(6)	0	3.57	8/29/2013			0	\$ 0
	75,000(7)	0	2.25	9/23/2014				
	70,000(8)	0	1.95	6/27/2015				
	121,875(9)	28,125(9)	4.95	9/21/2016				
	375,000(10)	225,000(10)	4.21	6/14/2017				
	200,000(11)	600,000(11)	1.01	11/17/2018				
	4,687(12)	70,313(12)	2.27	7/1/2019				
Caulfield	100,000(13)	0	4.88	2/27/2014			0	\$ 0
	25,000(7)	0	2.25	9/23/2014				
	30,000(8)	0	1.95	6/27/2015				
	43,750(14)	6,250(14)	6.38	4/3/2016				
	26,406(9)	6,094(9)	4.95	9/21/2016				
	225,000(15)	75,000(15)	5.43	12/14/2016				
	62,500(10)	37,500(10)	4.21	6/14/2017				
	100,000(11)	300,000(11)	1.01	11/17/2018				
	3,750(12)	56,250(12)	2.27	7/1/2019				
Long(22)	1,300,000(16)	0	1.76	1/24/2012			0	\$ 0
	3,900,000(17)	0	1.76	1/24/2012				
	1,000,000(18)	0	4.09	5/11/2014				
	2,300,000(19)	0	2.16	3/17/2015				
	625,000(20)	0	4.77	6/22/2016				
	625,000(10)	0	4.21	6/14/2017				
Borenstein(22)	3,000,000(21)	0	4.31	5/29/2017			0	\$ 0
Belote(22)	432,500(16)	0	1.76	1/24/2012			0	\$ 0
	1,297,500(17)	0	1.76	1/24/2012				
	350,000(18)	0	4.09	5/11/2014				
	350,000(19)	0	2.16	3/17/2015				
	200,000(20)	0	4.77	6/22/2016				
	600,000(10)	0	4.21	6/14/2017				

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- (1) Reflects the value as calculated based on the closing price of our common stock on December 31, 2009 (\$1.66).
 - (2) Stock options granted to Mr. Berkowitz on January 21, 2009, of which 2,250,000 vest ratably on a monthly basis over 36 months beginning on January 21, 2010. The remaining 750,000 stock options were immediately vested and exercisable as of January 21, 2009.
 - (3) On January 21, 2009, Mr. Berkowitz was granted both restricted stock (1.8 million shares) and performance-based restricted stock units (700,000 units). Of the 1.8 million shares of restricted stock granted to Mr. Berkowitz, 700,000 shares vested immediately on the grant date (and were returned to the Company to meet withholding tax obligations of the executive), 500,000 shares vested on the first anniversary of the grant date, and 600,000 vest on the second anniversary of the grant date subject to his continued employment on such vesting date. The 700,000 performance-based restricted stock units vest based on the Company achieving revenue and Adjusted EBITDA targets in 2011. For more information regarding restricted stock units, see the “Executive Compensation for 2009 –Equity Incentives” discussion in the “Compensation Discussions and Analysis” section of this proxy statement.
 - (4) Stock options granted to Mr. Krolik on July 20, 2009, which vest quarterly over 48 months beginning on July 20, 2009.
 - (5) On July 20, 2009, Mr. Krolik was granted both restricted stock (150,000 shares) and performance-based restricted stock units (225,000 units). Of the 150,000 shares of restricted stock, 50,000 shares vest on each of the first, second and third anniversaries of the grant date, respectively, subject to his continued employment on each vesting date. The 225,000 performance-based restricted stock units vest in three equal installments based on the Company achieving revenue and Adjusted EBITDA targets in each of 2010, 2011 and 2012, respectively, subject to his continued employment on each vesting date. For more information regarding restricted stock units, see the “Executive Compensation for 2009 –Equity Incentives” discussion in the “Compensation Discussions and Analysis” section of this proxy statement.
 - (6) Stock options granted to Mr. Samuelson on August 29, 2003, which vest ratably on a quarterly basis over four years beginning on August 29, 2003.
 - (7) Stock options granted to Mr. Samuelson and Mr. Caulfield on September 23, 2004, which vest ratably on a quarterly basis over four years beginning on September 24, 2004.
 - (8) Stock options granted to Mr. Samuelson and Mr. Caulfield on June 27, 2005, which vest ratably on a quarterly basis over four years beginning on June 27, 2005.
 - (9) Stock options granted to Mr. Samuelson and Mr. Caulfield on September 21, 2005, which vest ratably on a quarterly basis over four years beginning on September 21, 2005.
 - (10) Stock options granted to the executive on June 14, 2007, which vest ratably on a quarterly basis over four years beginning June 14, 2007.
 - (11) Stock options granted to the executive on November 17, 2008, which vest ratably on a quarterly basis over four years beginning November 17, 2008.
 - (12) Stock options granted to the executive on July 1, 2009, which vest ratably on a quarterly basis over four years beginning July 1, 2019.

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- (13) Stock options granted to Mr. Caulfield on February 27, 2004, which vest ratably on a monthly basis over 48 months beginning on February 27, 2004.
- (14) Stock options granted to the executive on April 3, 2006, which vest ratably on a quarterly basis over four years beginning April 3, 2006.
- (15) Stock options granted to the executive on December 14, 2006, which vest ratably on a quarterly basis over four years beginning December 14, 2006.
- (16) Stock options granted to the executive on January 24, 2002, which became fully vested on January 24, 2002.

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- (17) Stock options granted to the executive on January 24, 2002, which vested ratably on a monthly basis over 48 months beginning on February 1, 2002.
- (18) Stock options granted to the executive on May 11, 2004, which vest ratably on a quarterly basis over four years beginning on May 11, 2004.
- (19) Stock options granted to the executive on March 17, 2005, which vest ratably on a quarterly basis over four years beginning on March 17, 2005.
- (20) Stock options granted to the executive on June 22, 2006, which vest ratably on a quarterly basis over four years beginning on June 22, 2006.
- (21) Stock options granted to the executive on May 29, 2007, of which 2,250,000 vest ratably on a quarterly basis over four years beginning May 29, 2007. The remaining 750,000 stock options were immediately vested and exercisable as of May 29, 2007.
- (22) Pursuant to Messrs. Long and Belote's employment agreements, their stock options expire three years from the date of the final payment of their cash severance, with the exception of stock options awarded at the commencement of their employment, which are exercisable until the expiration set forth in the option awards. Pursuant to her Executive Retention and Severance Agreement, Ms. Borenstein's stock options expire three years from the date of her termination.

Option Exercises and Stock Vested in Last Fiscal Year

The following table provides information regarding stock awards that vested for each of our Named Executive Officers during 2009. Our Named Executive Officers did not exercise any option awards.

Option Exercises and Stock Vested in Fiscal Year 2009

Name	Stock Awards Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Berkowitz	700,000	