

Hawaiian Telcom Holdco, Inc.  
Form DEF 14A  
March 15, 2012

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

**SCHEDULE 14A**

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

**HAWAIIAN TELCOM HOLDCO, INC.**

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(Name of Registrant as Specified In Its Charter)

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

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

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**Hawaiian Telcom Holdco, Inc.**

**P.O. Box 2200  
Honolulu, HI 96841**

March 14, 2012

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of Hawaiian Telcom Holdco, Inc. to be held on Friday, May 11, 2012 at 8:00 a.m. at our headquarters at 1177 Bishop Street, Honolulu, Hawaii 96813.

The Secretary's formal notice of the meeting and the Proxy Statement appear on the following pages and describe the matters to be acted upon at the Annual Meeting. You also will have the opportunity to hear an update on certain aspects of our business that have occurred in the past year.

Whether or not you plan to attend the Annual Meeting, please vote your shares as soon as possible so that your vote will be counted.

Sincerely,

/s/ ERIC K. YEAMAN

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Eric K. Yeaman  
*President and Chief Executive Officer*

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**Hawaiian Telcom Holdco, Inc.**

**P.O. Box 2200  
Honolulu, HI 96841**

March 14, 2012

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

Hawaiian Telcom Holdco, Inc. will hold its Annual Meeting of Stockholders on Friday, May 11, 2012 at 8:00 a.m. at our headquarters at 1177 Bishop Street, Honolulu, Hawaii 96813.

The Annual Meeting is being held for the following purposes:

1. To elect seven directors to serve until the next Annual Meeting of Stockholders or until their successors have been duly elected and qualified;
2. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2012; and
3. To transact any other business that properly comes before the meeting.

The Board of Directors has selected March 13, 2012 as the record date for determining stockholders entitled to vote at the Annual Meeting. A list of stockholders as of that date will be available for inspection during ordinary business hours at our headquarters at 1177 Bishop Street, Honolulu, Hawaii 96813 for ten days before the Annual Meeting.

Pursuant to rules promulgated by the Securities and Exchange Commission, we have elected to provide access to our proxy materials by sending you this full set of proxy materials, including a proxy card, and by notifying you of the availability of our proxy materials on the Internet. This Proxy Statement and our 2012 Annual Report to Stockholders are available at <http://ir.hawaiiantel.com>.

Whether or not you plan to attend the Annual Meeting, please vote your shares as soon as possible in accordance with the instructions provided to you, to ensure that your vote is counted at the Annual Meeting.

By Order of the Board of Directors,

/s/ FRANCIS K. MUKAI

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Francis K. Mukai  
*Secretary*

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**PROXY STATEMENT**

**GENERAL INFORMATION**

**Q: Who is soliciting my proxy?**

**A:** The Board of Directors (the "Board") of Hawaiian Telcom Holdco, Inc. ("we," "us" or the "Company") is sending you this Proxy Statement in connection with the Board's solicitation of proxies for use at the 2012 Annual Meeting of Stockholders or any adjournment or postponement thereof (the "Annual Meeting"). Certain of our directors, officers and employees also may solicit proxies on the Board's behalf by mail, telephone, email, facsimile transmission, or in person.

**Q: Who is paying for this solicitation and what are the means of solicitation?**

**A:** We will pay for the solicitation of proxies. Solicitation of proxies may be made by means of personal calls upon, or telephonic, facsimile or electronic communications with, stockholders or their personal representatives by our directors, officers and employees. Our directors, officers and employees will not receive additional remuneration. We will reimburse banks, brokers, custodians, nominees and fiduciaries for their reasonable charges and expenses to forward our proxy materials to the beneficial owners of our common stock.

**Q: What am I voting on?**

**A:** You will be voting on two proposals:

Proposal No. 1 is for the election of directors.

Proposal No. 2 is for the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2012.

**Q: Who can vote?**

**A:** Only our stockholders of record at the close of business on March 13, 2012 may vote. Each share of common stock outstanding on that date is entitled to one vote on all matters to come before the meeting

**Q: How do I vote and how do I revoke my proxy?**

**A:** If you hold your shares in your own name as a stockholder of record (i.e., your shares are registered directly in your name with Computershare Shareowner Services LLC (formerly BNY Mellon Shareowner Services), our stock transfer agent), you may vote your shares either by proxy or in person at the meeting. To vote in person, please bring a form of identification, such as a valid driver's license or passport, and proof that you are a stockholder as of March 13, 2012 and we will give you a ballot when you arrive. To vote by proxy, please vote in one of the following ways:

*Via the Internet.* You may vote through the Internet at [www.proxyvote.com](http://www.proxyvote.com) by following the instructions provided in the Notice.

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*By Telephone.* You may vote by touchtone telephone by following the instructions on the proxy card.

*By Mail.* You may vote by mail by marking, dating, signing and mailing the proxy card in the envelope provided.

Voting by proxy will not affect your right to vote your shares in person by voting in person you automatically revoke your proxy. You also may revoke your proxy at any time before the applicable

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voting deadline by giving our Secretary written notice of your revocation, by submitting a later-dated proxy card or by voting again using the telephone or Internet (your latest telephone or Internet proxy is the one that will be counted). If your shares are registered in "street name" (i.e., held in a brokerage account or by a bank or other nominee), you will receive a voting instruction card or other information from your broker or other holder of record seeking instruction as to how your shares should be voted. If you do not provide such instruction, your broker or nominee may vote your shares at its discretion on your behalf on the ratification of the appointment of the Company's independent registered public accounting firm for fiscal year 2012, but not on the election of directors.

**Q: What is the deadline for submitting a proxy?**

A: Telephone and Internet voting facilities for stockholders of record will be available 24 hours a day. In order to be counted, proxies submitted by telephone or the Internet must be received at the Company's headquarters by 11:59 p.m. Eastern Time on May 10, 2012. Proxies submitted by mail must be received prior to the start of the Annual Meeting.

**Q: What constitutes a quorum?**

A: On the record date, we had 10,243,586 shares of common stock, \$0.01 par value, outstanding. Voting can take place at the Annual Meeting only if stockholders owning a majority of the issued and outstanding stock entitled to vote at the Annual Meeting are present in person or represented by proxy.

**Q: What are abstentions and broker non-votes and how do they affect voting?**

A: *Abstentions* If you specify that you wish to "abstain" from voting on an item, your shares will not be voted on that particular item. Abstentions are counted toward establishing a quorum and included in the shares entitled to vote on Proposal No. 2. On Proposal No. 2, abstentions have the effect of a vote against the proposal.

*Broker Non-Votes* If your broker holds your shares in its name and does not receive voting instructions from you, your broker has discretion to vote these shares on certain "routine" matters, such as the ratification of the appointment of the Company's independent registered public accounting firm. However, on non-routine matters, such as the election of directors, your broker must receive voting instructions from you, as it does not have discretionary voting power for those particular items. So long as the broker has discretion to vote on at least one proposal, these "broker non-votes" are counted toward establishing a quorum. When voted on "routine" matters, broker non-votes are counted toward determining the outcome of that "routine" matter. Broker non-votes will have the same effect as a vote to withhold authority in the election of directors.

**Q: What dissenter's rights of appraisal do I have?**

A: There are no dissenters' rights of appraisal with respect to the matters to be acted upon at the Annual Meeting.

**Q: What vote is needed?**

A: For Proposal No. 1, the directors will be elected by a plurality of the votes cast.

For Proposal No. 2, an affirmative vote of the majority of shares present in person or represented by proxy at the Annual Meeting and entitled to vote on Proposal No. 2 is required to approve the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm.

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**Q:**           **How do I contact the Board?**

**A:**           You can send written communications to our Board or any individual director addressed to:

Board of Directors  
c/o Secretary  
Hawaiian Telcom Holdco, Inc.  
P.O. Box 2200  
Honolulu, HI 96841

Our Secretary will then direct such communications to the appropriate director(s), except for solicitations or other matters unrelated to us.

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**PROPOSAL NO. 1**

**ELECTION OF DIRECTORS**

At the Annual Meeting, directors will be elected to serve until the next Annual Meeting of Stockholders and until their successors are duly elected and qualified. The individuals named as proxy holders will vote your proxy for the election of the seven nominees unless you direct them to withhold your vote. If any nominee becomes unable to serve as a director before the Annual Meeting (or decides not to serve), the individuals named as proxy holders may vote for a substitute. There is no cumulative voting in the election of directors.

Our Nominating and Governance Committee is charged with identifying, evaluating, and recommending to the Board candidates for election to the Board or for appointment by the Board to fill a vacancy. The Nominating and Governance Committee seeks individuals with, among other things, knowledge of our industry and technologies, business management and financial oversight experience, and reputation in the industry and community. While we do not have a formal diversity policy for Board membership, we look for potential candidates that help ensure that the Board has the benefit of a wide range of attributes. We believe that our directors should represent the interests of our stockholders, be committed to enhancing stockholder value, and have sufficient time to carry out their duties. Their service on other boards of public companies should be limited to a number that permits them, given their individual circumstances, to perform and carry out all director duties in a responsible manner. The Nominating and Governance Committee will consider director candidates recommended by security holders, applying the same evaluation criteria described above. Any recommendation must be received by the Nominating and Governance Committee, c/o Secretary, Hawaiian Telcom Holdco, Inc., P.O. Box 2200, Honolulu, HI 96841, by November 1, 2012 for consideration for the 2013 Annual Meeting, and must include a resume and other written information supporting the nominee's qualifications to serve on the Board, a statement signed by the nominee confirming the nominee's willingness to serve as a director, and evidence of the security holder's ownership of our stock. Stockholders who wish to nominate directors for election must also comply with the advance notice provisions of our Bylaws as described in "Stockholder Proposals for the 2013 Annual Meeting" below.

**Nominees for Directors**

Each of the current directors has been nominated for election by the Board upon recommendation by the Nominating and Governance Committee and has decided to stand for election. Set forth below are the names and ages of these nominees, the years they became directors, their principal occupations or employment for at least the past five years, and the names of other public companies for which they serve as a director or have served as a director during at least the past five years. Also set forth are the specific experience, qualifications, attributes, or skills that led our Nominating and Governance Committee and Board to conclude that they should serve as directors.

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The following table provides information regarding directors as of March 1, 2012:

Name	Age	Position(s)	Director Since
Kurt M. Cellar(1)(2)	42	Director	2010
Walter A. Dods, Jr.(2)(3)(4)	70	Director	2005
Warren H. Haruki(3)(5)	59	Director	2010
Richard A. Jalkut(2)(5)	67	Director	2010
Steven C. Oldham(1)(5)	61	Director	2010
Bernard R. Phillips III(1)(3)	59	Director	2010
Eric K. Yeaman(5)		President, Chief Executive Officer and	
	44	Director	2008

- (1) Member of the Audit Committee.
- (2) Member of the Nominating and Governance Committee
- (3) Member of the Compensation Committee.
- (4) Served as a Director from May 2, 2005 until October 28, 2010, and since December 9, 2010.
- (5) Member of the Executive Committee.

*Kurt M. Cellar* has been a consultant to companies in the telecommunications, retail and insurance industries since January 2008. He previously had been a Partner and Portfolio Manager of Bay Harbour Management L.C., a hedge fund, from 1999 until January 2008. He currently serves on the Boards of Directors of Angiotech Pharmaceuticals, Inc., Aventine Renewable Energy, Inc., Horizon Lines, Inc., Six Flags Entertainment Corporation, and U.S. Concrete, Inc. Mr. Cellar is a Chartered Financial Analyst. Mr. Cellar has extensive experience in telecommunications, both as an investor and a board member, as well as significant financial analysis experience. He has chaired audit and compensation committees of other companies and has been designated by the Board as an "audit committee financial expert."

*Walter A. Dods, Jr.* became a Director on December 9, 2010, having previously served as a Director from May 2, 2005 until October 28, 2010 (Chairman of the Board from May 8, 2008 until October 28, 2010). Mr. Dods was the non-executive Chairman of the Board of BancWest Corporation, a \$74 billion bank holding company based in Honolulu, Hawaii, from January 2005 through December 2007, and a director since 1983. BancWest, a wholly-owned subsidiary of BNP Paribas, is comprised of two major subsidiaries: First Hawaiian Bank and Bank of the West. He also has been the non-executive Chairman of the Board of First Hawaiian Bank from January 2005 until December 2008 and a director since 1979, as well as Vice Chairman of Bank of the West since 1998. From 1996 to 1997, Mr. Dods served as the National President of the American Bankers Association and was a member of the Federal Advisory Council of the Federal Reserve System, representing the 12th district of the Federal Reserve from 1999 to 2000. Mr. Dods also serves on the Board of Directors of Alexander & Baldwin, Inc. (and its Matson Navigation subsidiary). Mr. Dods brings to the Board extensive experience managing complex business organizations as well as extensive knowledge of the Hawaii markets in which the Company operates.

*Warren H. Haruki* has been President and Chief Executive Officer of Grove Farm Company, Inc., a privately-held land development company located on Kauai, Hawaii, since February 2005. He also is the Executive Chairman (since January 2009) and Interim Chief Executive Officer (since May 2009) of Maui Land & Pineapple Company, Inc. He also serves on the Board of Directors of TeleGuam Holdings, LLC, a privately-owned telecommunications provider serving Guam, as well as the boards of several privately-held companies located in Hawaii. He is a Certified Public Accountant. From 1991 until his retirement in 2003, Mr. Haruki served as President of the predecessors of Hawaiian Telcom, Inc., and as a result is knowledgeable about the strategic issues facing the Company and the Hawaii markets and communities in which the Company operates. During his 26 year career with GTE

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and Verizon, he gained in-depth experience in all aspects of operations of a telecommunications company.

*Richard A. Jalkut* has been President and Chief Executive Officer of U.S. TelePacific Corp. (dba TelePacific Communications), the third largest wireline telecom provider in California and second largest in Nevada, since 2002. Mr. Jalkut has more than 35 years' experience in the telecommunications industry, including previously serving as President and Chief Executive Officer of Pathnet Telecommunications, Inc., a wholesale provider of services to more than one hundred second- and third-tier markets located across the U.S., and President, Chief Executive Officer and Chairman of NYNEX Telephone Companies. Mr. Jalkut has served on the Board of Directors of other telecom companies, including Covad Communications Group, Inc. from 2005 to 2008 and Birch Telecom from 2000 to 2005. He brings to the Board extensive board experience with both telecom and non-telecom companies and experience managing telecommunication companies, and has an in-depth understanding of the challenges and opportunities facing the telecommunications industry.

*Steven C. Oldham* has been President and Chief Executive Officer of SureWest Communications, a publicly-held integrated communications provider headquartered in Northern California, since January 2006. Prior to joining SureWest, Mr. Oldham served as a Senior Advisor to The Brattle Group, which provides consulting services and expert testimony on economic, finance, regulatory and strategic issues, from May 2002 to May 2005. Mr. Oldham has been a member of SureWest's Board of Directors since January 2004 and was chairman of its audit committee from June 2004 to December 2005. He served as Chairman of the United States Telecom Association, the leading trade association representing broadband service providers, manufacturers and suppliers, from October 2009 to November 2011. He brings to the Board extensive experience managing a telecommunication company and an in-depth understanding of the challenges and opportunities facing the telecommunications industry. He has been designated by the Board as an "audit committee financial expert."

*Bernard R. Phillips III* served as President and Chief Executive Officer of the National Rural Telecommunications Cooperative (NRTC) from 1987 until his retirement at the end of May 2010. NRTC is a cooperative that represents the advanced telecommunications and information technology interests of more than 1,500 rural utilities and affiliates, including an affiliate of the Company. Mr. Phillips served on the Board of Directors of Digital Bridge Communications Corp., a private operator of WiMAX 4G broadband networks in underserved and rural America, and served on the Board of Director of privately-held Avail-TVN, a digital media services company, until May 12, 2010. Mr. Phillips brings to the Board extensive legislative and regulatory telecom experience and broad experience generally in the telecommunications industry.

*Eric K. Yeaman* became our President, Chief Executive Officer and a Director in June 2008. Prior to joining us, Mr. Yeaman served as Senior Executive Vice President and Chief Operating Officer of Hawaiian Electric Company, Inc. (HECO) from January 2008 to June 2008, where he was responsible for its Oahu operations, energy solutions, public affairs and the financial and administrative process areas. From January 2003 to January 2008, Mr. Yeaman served as Financial Vice President, Treasurer and Chief Financial Officer of Hawaiian Electric Industries, Inc. (HEI), HECO's parent company. At HEI, he oversaw the controller, treasury, investor relations, corporate tax, information technology and enterprise risk management functions. Mr. Yeaman began his career at Arthur Andersen LLP in September 1989. Mr. Yeaman is a director of the United States Telecom Association and serves as a director of several Hawaii non-profit organizations, including as Chairman of the Board of Trustees of The Queen's Health Systems. Mr. Yeaman brings to the Board extensive experience managing complex business organizations as well as knowledge of the Hawaii markets in which the Company operates.

Messrs. Dods and Yeaman were members of the Board when the Company filed for bankruptcy protection under chapter 11 of the United States Bankruptcy Code in December 2008. The Company emerged from chapter 11 on October 28, 2010.

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**Recommendation of the Board**

**THE BOARD RECOMMENDS THAT YOU VOTE "FOR" EACH OF THE ABOVE NOMINEES.**

**Governance of the Corporation**

*Corporate Governance*

We are committed to strong corporate governance and have adopted policies and practices in furtherance of such objective. These policies and practices include:

All of the members of the Board other than Mr. Yeaman are "independent" under the NASDAQ rules.

All members of our Audit Committee, Compensation Committee, and Nominating and Governance Committee are independent.

The Board has adopted a Code of Business Conduct applicable to all of our employees, including our executive officers, as well as a Code of Conduct for the directors of the Company. The Code of Business Conduct and Code of Conduct for the Board of Directors can be found at <http://ir.hawaiiantel.com>.

We have a hotline for employees to report on an anonymous basis any concerns regarding ethics matters, including without limitation any accounting, internal control, or audit concerns.

We have a policy regarding conflicts of interest under which all potential conflicts of interest must be reported to the Company on an annual basis and as they arise.

**Director Independence**

The Board has determined that Messrs. Cellar, Dods, Haruki, Jalkut, Oldham, and Phillips are "independent" under the NASDAQ rules. In making its independence determination, the Board considered the Company's banking transactions and relationships with First Hawaiian Bank, of which Mr. Dods is a former Chairman of the Board and Chief Executive Officer; the Company's purchase of bulk fuel on a competitive bid basis from Mid Pacific Petroleum, LLC, of which Mr. Dods is Chairman of the Board and which is wholly-owned by a company of which Mr. Dods is a minority owner and Vice Chairman of the Board; and the Company's contractual relationship with the National Rural Telecommunications Cooperative, of which Mr. Phillips previously served as President and Chief Executive Officer. The Board also considered Mr. Haruki's prior position as President of the predecessor of Hawaiian Telcom, Inc.

***Board Meetings***

The Board met six times in 2011. All of these Board meetings included executive sessions of the non-management directors. Each current director attended at least 75% of the total Board meetings and meetings of the committees on which they serve that were held in 2011. Directors are allowed to attend meetings of committees on which they do not serve as members. However, the Audit Committee and Compensation Committee regularly hold executive sessions of only the committee members or non-management Directors.

***Board Leadership Structure***

We currently separate the roles of Chief Executive Officer and Chairman of the Board in recognition of the differences between the two roles as they presently are defined. The Chief Executive Officer is responsible for setting our strategic direction and for our day-to-day leadership and



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performance, while the Chairman provides guidance to the Chief Executive Officer and leads the Board.

**Committees of the Board of Directors**

Our Board has an Audit Committee, Compensation Committee, Nominating and Governance Committee, and Executive Committee. Each of our committees has a written charter approved by the Board that clearly establishes the committee's roles and responsibilities. Copies of the charters for the Audit Committee, the Compensation Committee, the Nominating and Governance Committee and the Executive Committee can be found through the "Investor Relations" link on our website at [www.hawaiiantel.com](http://www.hawaiiantel.com). Please note that information on, or that can be accessed through, our website is not part of the proxy soliciting materials, is not deemed "filed" with the SEC and is not to be incorporated by reference into any of our filings under the Securities Act of 1933, as amended, or the Securities and Exchange Act of 1934, as amended (the "Exchange Act").

**Audit Committee.** The duties and responsibilities of the Audit Committee include recommending the appointment or termination of the engagement of our independent registered public accounting firm, overseeing the relationship with our independent registered public accounting firm, and reviewing significant accounting policies and controls. The members of the Audit Committee are Messrs. Oldham (Chairman), Cellar, and Phillips, each of whom is an independent director under the NASDAQ rules. The Audit Committee met four times in 2011. Each member of the Audit Committee meets the additional requirements regarding independence for Audit Committee members under the NASDAQ rules.

The Board has determined that the Audit Committee includes two "audit committee financial experts", Steven C. Oldham and Kurt M. Cellar, as that term is defined in SEC regulations. Mr. Oldham has financial expertise through his experience as Chief Executive Officer and past audit committee chairman of a publicly-held telecommunications company. Mr. Cellar currently is the chairman of two public company audit committees and has financial expertise as a Chartered Financial Analyst and former investor with a hedge fund. Messrs. Oldham and Cellar also are "independent" under the NASDAQ independence standards. In addition, the Board believes that all of the members of the Audit Committee are fully qualified to address any issues that are likely to come before the Audit Committee, including the evaluation of our financial statements and supervision of our independent registered public accounting firm.

**Compensation Committee.** The duties and responsibilities of the Compensation Committee include reviewing and approving the compensation of executive officers and reviewing and making recommendations to the Board concerning the compensation of the independent directors. The members of the Compensation Committee are Messrs. Haruki (Chairman), Dods, and Phillips. The Compensation Committee met three times in 2011. In addition to being independent under the NASDAQ rules, each member of the Compensation Committee is a "non-employee director" for purposes of the Exchange Act and is an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code").

The Compensation Committee determines all compensation for our executive officers. Before making decisions on compensation for each of the executive officers other than the Chief Executive Officer, the Compensation Committee reviews with our Chief Executive Officer each executive's performance and accomplishments over the prior year. Mr. Yeaman makes recommendations to the Compensation Committee regarding base salary increases and other compensation matters for each executive other than himself.

To independently assist and advise the Compensation Committee, the Compensation Committee has retained Pay Governance LLC ("Pay Governance"), an independent, national compensation consulting firm. The engagement of Pay Governance is exclusively with the Compensation Committee,

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which has sole authority to retain and terminate any compensation consultant or other advisor that it uses. As needed, the Compensation Committee consults with Pay Governance on our executive compensation programs, compensation program design changes, compensation strategy, and effectiveness of pay delivery, and asks it to review and analyze market information on compensation trends and practices and to make recommendations to the Compensation Committee based on competitive compensation data.

***Nominating and Governance Committee.*** The duties and responsibilities of the Nominating and Governance Committee include making recommendations regarding individuals qualified to become directors, the structure and composition of the Board and committees of the Board, and corporate governance policies and practices. The members of the Nominating and Governance Committee are Messrs. Dods (Chairman), Cellar, and Jalkut, each of whom is an independent director under the NASDAQ rules. The Nominating and Governance Committee met one time in 2011.

***Executive Committee.*** The purpose of the Executive Committee is to act for the Board in the event formal action is required between Board meetings. The Executive Committee has all the powers of the Board except as otherwise provided in the Company's Bylaws or the corporation laws of the State of Delaware. The members of the Executive Committee are Messrs. Jalkut (Chairman), Haruki, Oldham, and Yeaman. The Executive Committee met six times in 2011.

**Director Stock Ownership Guidelines**

To align the Board's interests with the interests of our stockholders, the Board has adopted stock ownership guidelines for its members. The guidelines state that each Board member, not later than five years after the later of the date of adoption of the guidelines and the date the individual becomes a member of the Board, should own shares of our common stock with a value at least equal to two times the applicable annual cash retainer. Such shares may be owned directly or by the individual's revocable living trust.

**The Board's Role in Risk Oversight**

Our Company faces a number of risks, including operational, competitive, regulatory, financial, economic, and legal risks. Our management is responsible for the day-to-day management of the risks we face. While our Board, as a whole, has ultimate responsibility for the oversight of risk management, it administers its risk oversight role in part through the Board committee structure, with the Audit Committee and Compensation Committee responsible for monitoring and reporting on the material risks associated with their respective subject matter areas.

The Board's role in our risk oversight process includes receiving regular reports from members of senior management, as well as from external advisors such as Deloitte & Touche LLP, on areas of material risk to us, including operational, competitive, regulatory, financial, economic, and legal risks. The full Board (or the appropriate Board committee in the case of risks that are reviewed by a particular committee) reviews these reports in order to understand our risk exposures and the steps that management has taken to monitor and control these exposures. Reports received by a Board committee, or summaries thereof, are provided to the full Board, thereby enabling the Board and its committees to coordinate the risk oversight role. The Audit Committee assists the Board in oversight and monitoring of principal risk exposures related to financial statements, legal, regulatory and other matters, as well as related mitigation efforts. The Compensation Committee assesses the risks associated with the Company's compensation policies. See also "Compensation of the Named Executive Officers and Directors Relationship Between Compensation Plans and Risk."

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**Annual Meeting Attendance**

We encourage, but do not require, our directors to attend our annual meetings of stockholders. All of our directors other than Mr. Oldham attended our 2011 Annual Meeting of Stockholders.

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**PROPOSAL NO. 2**  
**RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012**

**Selection of the Accounting Firm**

The Audit Committee has appointed Deloitte & Touche LLP ("Deloitte") as our independent registered public accounting firm to perform the audit of our financial statements for 2012, and we are asking you to ratify this appointment. Deloitte has been our independent accounting firm since 2005.

The Audit Committee annually reviews the independent registered public accounting firm's independence, including reviewing all relationships between the independent registered public accounting firm and us and any disclosed relationships or services that may impact the objectivity, independence, and performance of the independent registered public accounting firm. Additionally, our Deloitte engagement audit partner is subject to regular rotation, the most recent rotation having occurred in 2010. As a matter of good corporate governance, the Board, upon recommendation of the Audit Committee, has determined to submit to stockholders for ratification the appointment of Deloitte. In the event that a majority of the shares of common stock present in person or represented by proxy at the Annual Meeting and entitled to vote on Proposal No. 2 does not ratify the appointment of Deloitte, the Audit Committee will review its future appointment of Deloitte.

We expect that a representative of Deloitte will be present at the Annual Meeting and that the representative will have an opportunity to make a statement if he or she desires and will be available to respond to appropriate questions.

**Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm**

The Audit Committee must pre-approve all audit and permissible non-audit services to be provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services, and other services. Pre-approval is generally requested annually and any pre-approval is detailed as to the particular service, which must be classified in one of the four categories of services. The Audit Committee also may, on a case-by-case basis, pre-approve particular services that are not contained in the annual pre-approval request. In connection with this pre-approval policy, the Audit Committee also considers whether the categories of pre-approved services are consistent with the rules on accountant independence of the SEC.

**Principal Accountant Fees and Services**

The following is a summary of the fees billed or to be billed to us by Deloitte for professional services rendered for the years ended December 31, 2011 and December 31, 2010 (fees reflect additional audit efforts related to the Company being in, and emerging from, chapter 11 bankruptcy):

Fee Category	Fiscal Year 2011	Fiscal Year 2010
Audit Fees	\$ 916,230	\$ 1,570,680
Audit-Related Fees	5,759	
Tax Fees		
All Other Fees		
<b>Total Fees</b>	<b>\$ 921,989</b>	<b>\$ 1,570,680</b>

*Audit Fees.* Consist of fees billed for professional services rendered for the annual audit of our consolidated financial statements and services that Deloitte normally provides in connection with statutory and regulatory filings or engagements.

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*Audit-Related Fees.* Consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under "Audit Fees."

The Audit Committee determined that Deloitte's provision of these services, and the fees that we paid for these services, are compatible with maintaining the independence of the independent registered public accounting firm. The Audit Committee pre-approved all services that Deloitte provided in 2011 and 2010 in accordance with the pre-approval policy discussed above.

**Recommendation of the Board**

**THE BOARD RECOMMENDS THAT YOU VOTE "FOR" RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.**

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**AUDIT COMMITTEE REPORT**

The Audit Committee of the Board (the "Audit Committee") consists of the three directors whose names appear below. Each member of the Audit Committee meets the definition of "independent director" and otherwise qualifies to be a member of the Audit Committee under the NASDAQ rules.

The Audit Committee's general role is to assist the Board in monitoring the Company's financial reporting process and related matters. Its specific responsibilities are set forth in its charter. The Audit Committee reviews its charter annually. The charter was last reviewed in March 2012 and is available through the "Investor Relations" link on our website at [www.hawaiiantel.com](http://www.hawaiiantel.com).

As required by the charter, the Audit Committee reviewed the Company's financial statements for 2011 and met with management, as well as with representatives of Deloitte & Touche LLP ("Deloitte"), the Company's independent registered public accounting firm, to discuss the financial statements. The Audit Committee also discussed with members of Deloitte the matters required to be discussed by applicable Public Company Accounting Oversight Board and Securities and Exchange Commission rules.

In addition, the Audit Committee received the written disclosures and letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding Deloitte's communications with the Audit Committee concerning independence and discussed with members of Deloitte its independence from management and the Company.

Based on these discussions, the financial statement review and other matters it deemed relevant, the Audit Committee recommended to the Board that the Company's audited financial statements for 2011 be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

Furthermore, in connection with the standards for independence promulgated by the Securities and Exchange Commission, the Audit Committee reviewed the services provided by Deloitte, the fees the Company paid for these services, and whether the provision of the services is compatible with maintaining the independence of the independent registered public accounting firm. The Audit Committee deemed that the provision of the services is compatible with maintaining that independence.

The Audit Committee has selected Deloitte to be the Company's independent registered public accounting firm for 2012. In doing so, the Audit Committee considered the results from its review of Deloitte's independence, including (a) all relationships between Deloitte and the Company and any disclosed relationships or services that may impact Deloitte's objectivity and independence, (b) Deloitte's performance and qualification as an independent registered public accounting firm and (c) the fact that the Deloitte engagement audit partner is rotated on a regular basis as required by applicable laws and regulations. As a matter of good corporate governance, the Audit Committee has determined to submit its appointment of Deloitte to the stockholders for ratification. In the event that a majority of the shares of common stock present or represented at the Annual Meeting and entitled to vote on the matter do not ratify this appointment, the Audit Committee will review its future appointment of Deloitte.

Steven C. Oldham, Chairman  
Kurt M. Cellar  
Bernard R. Phillips III

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**STOCK OWNERSHIP**

**Security Ownership of Certain Stockholders, Directors and Executive Officers**

The following table sets forth information with respect to the beneficial ownership of the common stock of the Company as of March 1, 2012, by:

each person that is a beneficial owner of more than 5% of the common stock;

each of our directors and Named Executive Officers identified in the Summary Compensation Table below; and

all of our directors and executive officers as a group.

The amounts and percentages of common stock beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. The information relating to the Company's 5% beneficial owners is based on information received by the Company from such holders or filed by such holders with the SEC. Under the rules of the SEC, a person is deemed to be a "beneficial owner" of a security if that person has or shares voting power, which includes the power to vote or direct the voting of a security, or investment power, which includes the power to dispose of or to direct the disposition of a security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Securities that can be so acquired are deemed to be outstanding for purposes of computing such person's ownership percentage, but not for purposes of computing any other person's percentage. Under these rules, more than one person may be deemed a beneficial owner of the same securities and a person may be deemed to be a beneficial owner of securities as to which such person has no economic interest.

Except as otherwise indicated in these footnotes, each of the beneficial owners listed has, to our knowledge, sole voting and investment power with respect to the indicated shares of common stock.

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Unless otherwise noted below, the address of each person listed in the table is: c/o General Counsel, Hawaiian Telcom Holdco, Inc., 1177 Bishop Street, Honolulu, Hawaii 96813.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Class
<b>5% or Greater Stockholders</b>		
Paloma International L.P.(1)	971,532	9.5%
Twin Haven Special Opportunities Fund III, L.P.(2)	848,983	8.3%
Stephen Feinberg(3)	846,089	8.2%
Loomis, Sayles & Company, L.P.(4)	829,652	8.1%
<b>Directors and Named Executive Officers</b>		
Richard A. Jalkut	1,352	
Kurt M. Cellar	23,111	
Walter A. Dods, Jr.	811	
Warren H. Haruki	811	
Steven C. Oldham	811	
Bernard R. Phillips III	811	
Eric K. Yeaman	39,677	
Kurt Hoffman	200	
Robert F. Reich	5,535	
John T. Komeiji	5,090	
Bradley J. Fisher	0	
All executive officers and directors as a group (14 persons)	82,053	

- (1) Based on a Schedule 13G filed with the SEC on February 14, 2012. According to the Schedule 13G, Paloma International L.P. and S. Donald Sussman have sole voting and sole dispositive power over all 971,532 shares. Paloma International L.P.'s address is Two American Lane, Greenwich, Connecticut 06836, and Mr. Sussman's address is 217 Commercial Street, 5<sup>th</sup> Floor, Portland, ME 04101.
- (2) Based on a Schedule 13G filed with the SEC on February 14, 2012. According to the Schedule 13G, Twin Haven Special Opportunities Fund III, L.P., Twin Haven Special Opportunities Partners III, L.L.C., Twin Haven Capital Partners, L.L.C., Robert Webster, and Paul Mellinger have shared voting and shared dispositive power over all 848,983 shares. The address for Twin Haven Special Opportunities Fund III, L.P., Twin Haven Special Opportunities Partners III, L.L.C., Twin Haven Capital Partners, L.L.C., Robert Webster, and Paul Mellinger is 11111 Santa Monica Blvd., Suite 525, Los Angeles, CA 90025.
- (3) Based on a Schedule 13G filed with the SEC on February 14, 2012. According to the Schedule 13G, Cerberus Series Four Holdings, LLC holds 659,342 shares of common stock and warrants to purchase 186,747 shares of common stock. The address for Stephen Feinberg is 299 Park Avenue, 22<sup>nd</sup> Floor, New York, NY 10171.
- (4) Based on a Schedule 13G filed with the SEC on February 14, 2012. According to the Schedule 13G, Loomis, Sayles & Company, L.P. has sole voting and sole dispositive power over all 829,652 shares. Loomis, Sayles & Company, L.P.'s address is One Financial Center, Boston, MA 02111.

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

Under U.S. securities laws, directors, certain executive officers and persons holding more than 10% of our common stock must report their initial ownership of the common stock and any changes in that ownership to the SEC. The SEC has designated specific due dates for these reports and we must identify in this Proxy Statement those persons who did not file these reports when due. Based solely on our review of copies of the reports filed with the SEC and written representations of our directors and executive officers, we believe that all persons subject to reporting filed the required reports on time in 2011.

**COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AND DIRECTORS**

**Compensation Discussion and Analysis**

This Compensation Discussion and Analysis provides information concerning the 2011 compensation program for the executive officers identified in the Summary Compensation Table below (the "Named Executive Officers"). This Compensation Discussion and Analysis contains forward-looking statements that are based on our current plans, considerations, expectations, and determinations regarding future compensation programs. The actual compensation programs that we adopt in the future may differ materially from currently planned programs as summarized in this discussion.

**Executive Summary**

We believe our executive compensation programs are effectively designed, are aligned with the interests of our stockholders, and are instrumental to achieving our business strategy. In determining executive compensation for fiscal year 2011, the Compensation Committee considered the overwhelming stockholder support that the "Say-on-Pay" proposal received at our May 13, 2011 annual meeting of stockholders. Also, following our emergence from chapter 11 bankruptcy in October 2010, in an effort to help support our business strategy and operations going forward, the Compensation Committee, with the assistance of its compensation consultant, evaluated the compensation of our executives and determined that, for fiscal year 2011, the executive compensation program would be revised in a manner aimed at achieving the 50<sup>th</sup> percentile (median) compensation levels of competitive survey and peer company data.

As has been the case in the past, the Compensation Committee will consider any stockholder concerns and feedback on our executive compensation programs that it receives. Also, consistent with the results of our stockholder vote at our May 13, 2011 annual meeting of stockholders on the frequency of future advisory votes on executive compensation, we will hold an advisory vote on the compensation of Named Executive Officers every three years until the next required vote on the frequency of advisory votes on the compensation of our Named Executive Officers.

Highlights of our executive compensation programs include the following:

We currently target total direct compensation (consisting of base salary, annual cash performance incentives, and long-term incentive opportunities) for Named Executive Officers at the 50th percentile of market.

A significant portion of our Named Executive Officers' total compensation (ranging from 41% to 64%) is considered by us to be "at risk."

Our Named Executive Officers receive long-term equity awards subject to performance-based as well as time-based vesting requirements. These long-term incentives constitute between 18% and 29% of our Named Executive Officers' total compensation. We believe these awards ensure that

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a significant portion of the executives' compensation is tied to long-term stock price performance, thereby aligning the executives' interests with those of stockholders.

The Board has adopted stock ownership guidelines that require executives to hold a minimum amount of our common stock, again aligning executives' interests with those of our stockholders.

The Compensation Committee will continue to analyze our executive compensation policies and practices and adjust them as appropriate to reflect our performance and competitive needs.

**Fiscal 2011 Financial Performance and Executive Compensation**

In 2011, our senior management continued to make progress in executing our strategic plan, the ultimate goal of which is to increase stockholder value. We were able to further stabilize revenue by growing business and wholesale markets revenue year-over-year which partially offset secular revenue decline in the consumer market. In addition, we were able to position the consumer market for future revenue growth with the commercial launch of a next generation television solution in July 2011. We further reduced operating expenses year-over-year which resulted in an increase in adjusted EBITDA of 6% as well as delivered full year positive free cash flow for the first time. In addition, we continued investing in our next generation network to expand and enhance our broadband capabilities and strengthen our competitive position. Adjusted EBITDA is a non-GAAP financial measure and is reconciled in *Appendix A* to this Proxy Statement. Consistent with our philosophy of paying for performance, but reflecting the current economic environment, in 2011, for the second year in a row, no Named Executive Officer received a base salary increase, but each Named Executive Officer received a performance compensation award in 2011 reflecting our performance with respect to the 2010 corporate performance metrics. Two Named Executive Officers who joined the Company in 2011 received restricted stock unit awards pursuant to our 2010 Equity Incentive Plan.

**Executive Compensation Philosophy**

We are in a highly technical and competitive industry and compete with many other companies for qualified executives. To meet this challenge, our Compensation Committee seeks to offer a compensation program that is competitive; attracts, retains, and motivates highly skilled executives who contribute to our success; aligns our executives' interests with the interests of stockholders; and helps us achieve our financial and strategic objectives by tying a substantial portion of the executives' annual and long-term compensation to the achievement of meaningful performance objectives. To date, we have not adopted any formal policies or guidelines for allocating compensation between current and long-term compensation, between cash and non-cash compensation, or among different forms of non-cash compensation, but our Compensation Committee refers to surveys conducted by its compensation consultant in determining the appropriate allocation of our executives' total compensation among annual base salary, annual cash performance compensation, and long-term, equity-based compensation.

In October 2010, following our emergence from chapter 11 bankruptcy, the Compensation Committee asked its compensation consultant to evaluate the compensation of our executives in an effort to formulate a pay structure and implement pay levels that would help support our business strategy and operations going forward. Accordingly, the following pay components were evaluated: base salary, target annual incentive compensation, target total cash compensation (base salary plus annual incentive compensation), long-term incentive compensation, and target total direct compensation (target total cash compensation plus long-term incentive compensation). Based on such evaluation, management recommended, and in March 2011 the Compensation Committee approved, changes to executive pay levels such that the revised target total direct compensation, on average, was at the 50<sup>th</sup> percentile (median) based on competitive survey and peer company data.

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**Executive Compensation Process**

***Role of the Compensation Committee***

Our Compensation Committee is responsible for establishing our executive compensation philosophy and administering our executive compensation program, including reviewing and approving the compensation of our Named Executive Officers. It also has the responsibility to assess the compensation policies and practices for all employees to determine if they create risks that are reasonably likely to have a material adverse effect on the Company. The Compensation Committee regularly consults with and reports to our full Board of Directors on its deliberations and actions.

The Compensation Committee intends to review our executive compensation program on a periodic basis to determine whether it is appropriate, properly coordinated, and achieves its intended purposes.

***Role of Management***

In carrying out its responsibilities, our Compensation Committee works with our Chief Executive Officer and other members of our senior management team to obtain information such as Company and individual performance, market data, and management's perspective and recommendations on compensation matters. Typically, our Chief Executive Officer makes recommendations to the Compensation Committee regarding the compensation of executives other than himself and attends Compensation Committee and Board meetings at which such compensation matters are discussed (other than those portions of such meetings involving his own compensation).

***Role of Compensation Consultant***

The Compensation Committee has the authority to retain the services of compensation consultants and other advisors from time to time, as it deems necessary or appropriate, in connection with the establishment and administration of our compensation and employee benefit plans, policies and programs. In November 2010, the Compensation Committee engaged Pay Governance LLC ("Pay Governance"), an independent, national compensation consulting firm, to perform various compensation advisory services on behalf of the Compensation Committee. Pay Governance serves at the discretion of the Compensation Committee. In March 2011, pursuant to the request of the Compensation Committee, Pay Governance completed an evaluation of the competitiveness and effectiveness of the total compensation package offered to our Named Executive Officers and other senior vice presidents and vice presidents.

***Use of Competitive Data***

The March 2011 evaluation of the compensation of the Company's executives by Pay Governance compared the pay levels for 14 executive positions to competitive market data from the following sources: the Towers Watson 2010/2011 Survey Report on Top Management Compensation, the Mercer 2010 Executive Benchmark Database, and proxy-reported compensation at the following peer telecommunications companies: Alaska Communications Systems Group Inc., CenturyLink, Inc., Consolidated Communications Holdings Inc., FairPoint Communications Inc., Frontier Communications Corporation, General Communication Inc., Iowa Telecommunications Services Inc., NTELOS Holdings Corp., SureWest Communications, USA Mobility, Inc., and Windstream Corporation. The Compensation Committee intends to review our peer group periodically and make adjustments to its composition as necessary.

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***Tax and Accounting Considerations***

In determining executive compensation, the Compensation Committee also considers, among other factors, the possible tax consequences to the Company and to its executives, accounting consequences to the Company, and the impact of certain arrangements on stockholder dilution. However, to maintain maximum flexibility in designing compensation programs, the Compensation Committee, while considering these items as factors in determining compensation, will not limit compensation to those levels or types of compensation that are intended to have a particular tax or accounting result, to be deductible by the Company, or to achieve a specific level of stockholder dilution.

Our Compensation Committee considers the provisions of Section 162(m) of the Internal Revenue Code and related regulations that restrict deductibility for federal income tax purposes of executive compensation paid to certain of our executive officers, to the extent such compensation exceeds \$1,000,000 for any of such officers in any year and does not qualify for an exception under the statute or regulations. The members of our Compensation Committee qualify as outside directors for purposes of exempting executive compensation from the limits on deductibility under Section 162(m). However, in the event our Compensation Committee believes that our interests are best served, in a particular situation, by providing compensation that does not qualify as performance-based compensation under Section 162(m), it may grant compensation which may be subject to the \$1,000,000 annual limit on deductibility, including base salary, annual cash bonuses, and equity awards.

Sections 280G and 4999 of the Internal Revenue Code provide that executive officers, persons who hold significant equity interests, and certain other highly-compensated service providers may be subject to an excise tax if they receive payments or benefits in connection with a change in control of our Company that exceeds certain prescribed limits, and that our Company (or a successor) may forfeit a deduction on the amounts subject to this additional tax. Further, Section 409A of the Internal Revenue Code imposes certain additional taxes on service providers who enter into certain deferred compensation arrangements that do not comply with the requirements of Section 409A. We have not agreed to pay any executive officer, including any Named Executive Officer, a "gross-up" or other reimbursement payment for any tax liability that he might owe as a result of the application of Sections 280G, 4999 or 409A.

**Executive Compensation Program**

For 2011, our Named Executive Officers' compensation consisted of (1) base salary, (2) cash-based performance compensation, and (3) equity compensation. These elements are designed together to motivate our Named Executive Officers to perform in a manner that will enable us to meet our strategic goals. Set forth below is the rationale for each element of our executive compensation program and a discussion of the decisions made with respect to each such element for fiscal year 2011.

**Base Salary.** Base salaries for our Named Executive Officers are based on the scope of their responsibilities, taking into account competitive survey data and compensation paid by comparable companies for similar positions. Base salary merit increases for Named Executive Officers are considered each year and are based on the individual performance appraisals of the executives and on the amount of the merit increase pool budgeted by management for the year in question. For 2011, the Compensation Committee took into consideration salary adjustment survey data obtained from Hawaii businesses by the Hawaii Employers Council. Our Chief Executive Officer reviewed the performance of the other Named Executive Officers and the Compensation Committee reviewed the performance of our Chief Executive Officer.

The 2011 Pay Governance study determined that our executive base salaries, on average, were positioned between the 50<sup>th</sup> and 62.5<sup>th</sup> percentiles of the market. In light of the shortfall in our long-term incentive opportunities, the base salaries of our Named Executive Officers were not revised as a result of the study. After considering the 2011 Pay Governance study, Hawaii's economic situation, our

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competitive business environment, and our still challenging cost structure, and reviewing broader economic projections for 2011, the Compensation Committee decided, based upon the recommendation of management, not to award, for the second consecutive year, any base salary increases in 2011 for our Chief Executive Officer and the other Named Executive Officers.

The following table shows the base salary information for each Named Executive Officer:

Name	Base Salary as of December 31, 2010	Base Salary as of December 31, 2011	Percentage Increase in Base Salary
Eric K. Yeaman	\$ 696,000	\$ 696,000	0%
Kurt Hoffman	N/A	\$ 400,000	N/A
Robert F. Reich	\$ 320,000	\$ 320,000	0%
John T. Komeiji	\$ 317,200	\$ 317,200	0%
Bradley J. Fisher	N/A	\$ 295,000	N/A

**Annual Performance Compensation Plan.** The annual Performance Compensation Plan provides our Named Executive Officers and other key employees with the opportunity to obtain, in addition to their base salary, an annual cash performance payment that is dependent upon achieving stated corporate and/or individual performance goals. Any cash performance payments generally are awarded no later than the end of the first quarter of the following year. Employment with the Company at the time of award is a prerequisite to receiving an award.

The 2011 Pay Governance market compensation study determined that our target annual cash performance payments for our executives generally were positioned near the 75<sup>th</sup> percentile of the competitive survey and peer company data. The changes approved in March 2011 to executive pay levels, intended to achieve the 50<sup>th</sup> percentile (median) compensation levels based on competitive survey and peer company data and after taking into account the shortfall in our long-term incentive opportunities, included reducing the annual payment targets under the Performance Compensation Plan for all Senior Vice President and Vice President positions, including certain Named Executive Officers.

The Performance Compensation Plan is reviewed annually and its terms may be modified from time to time to reflect changes in our business strategies and focus. Pursuant to the Performance Compensation Plan, the Compensation Committee approves the target annual performance payment awards for our Chief Executive Officer and other Named Executive Officers and the corporate and individual performance goals, if any, and their relative weights. The performance payment is calculated as a percentage of the employee's annual salary. For our Named Executive Officers in 2011, the percentages of annual salary used to determine the target annual performance payment ranged from 40% to 100%. Depending on the achievement of the predetermined targets, as determined by the Compensation Committee, the annual performance payment may be less than or greater than the target annual performance payment. In addition, solely at our discretion, additional performance-based compensation may be paid to our Named Executive Officers and other key employees apart from the Performance Compensation Plan. The corporate performance calculations under our Performance Compensation Plan are based on our audited financial results.

For the 2011 plan year, the Compensation Committee determined, and the Board of Directors subsequently ratified, that the Performance Compensation Plan should be based on the achievement of both Company goals and individual performance goals. The weighting toward Company goals was greater for executives than for non-executives, reflecting that executives have a greater influence on corporate performance. Company goals were given a 100% weighting for our Chief Executive Officer and a 75% weighting for our other Named Executive Officers. The individual performance goals of the Named Executive Officers other than our Chief Executive Officer were determined by our Chief Executive Officer and were aligned with our core strategies. The Company goals consisted of revenue, adjusted EBITDA, net cash flow, and customer satisfaction. Customer satisfaction was based on

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transactional and annual surveys of our consumer and business customers conducted by an independent market research firm. Target customer satisfaction was a composite of various percentages of total surveys in various customer service categories in which survey participants rated the Company either a "9" or "10" on a scale from 1 to 10. The relative weighting of the Company goals, performance target levels, and threshold and maximum levels are set forth in the table below:

Company Goal	Weighting	Percentage of Target	Target (\$ in mils)	% Payout
<b>Revenue</b>	30%			
Threshold		95%	\$ 380.10	75%
<b>Target</b>		100%	\$ 400.10	100%
Maximum		105%	\$ 420.10	120%
<b>Adjusted EBITDA</b>	30%			
Threshold		90%	\$ 110.00	75%
<b>Target</b>		100%	\$ 118.70	100%
Maximum		110%	\$ 127.40	120%
<b>Net Cash Flow</b>	20%			
Threshold		200%	\$ (8.20)	75%
<b>Target</b>		100%	\$ (4.10)	100%
Maximum		0%	\$ 0	120%
<b>Customer Satisfaction</b>	20%			
		3.5% Less than Target on average		75%
<b>Target</b>		Target		100%
		3.5% Better than Target on average		120%

The Compensation Committee determined that no payments for the 2011 plan year would be made unless the minimum thresholds for both revenue and adjusted EBITDA were achieved. In addition, individual payouts were contingent upon the executive obtaining a "meets expectations" or better performance evaluation. Target annual performance payments were based on a payout schedule that provided for target opportunities of 100% of annual salary for the Chief Executive Officer, 75% for the Chief Operating Officer, and between 40% and 65% for the other Named Executive Officers, and maximum payout opportunities of 120% for the Chief Executive Officer, 90% for the Chief Operating Officer, and between 48% and 78% for the other Named Executive Officers.

The Company's performance for 2011 was \$395.2 million for revenue, which was below target but above the threshold level; \$118.9 million for adjusted EBITDA, which was above target but below the maximum level; \$0.4 million for net cash flow, which reached the maximum level limit; and below threshold for customer satisfaction results. Based on the foregoing, the Compensation Committee approved 2011 performance payments for the Named Executive Officers that were approximately 82.3% of their target annual performance payments, summarized as follows:

Corporate Performance Metric	Target (\$ in millions)(1)	Actual Result (\$ in millions)(1)	Actual Result as a Percentage of Target(2)(3)(4)	Weighting	Actual Payout as a Percentage of Target(2)(4)
Revenue	\$ 400.1	\$ 395.2	98.8%	30%	28.2%
Adjusted EBITDA	\$ 118.7	\$ 118.9	100.2%	30%	30.1%
Net Cash Flow	\$ (4.1)	\$ 0.4	120.0%	20%	24.0%
Customer Satisfaction			(below threshold)	20%	0.0%
<b>Payout percentage</b>					<b>82.3%</b>

(1) Rounded to nearest tenth of a million dollars.

(2) Rounded to nearest tenth of a percent.



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- (3) Determined by interpolation based on how the actual results compared to the threshold, target, and maximum levels.
- (4) Reflects 120% maximum level limit for net cash flow.

The following chart shows the 2011 target and actual annual performance payment awards, as represented by reference to the applicable percentage of base salary, and dollar payouts for each Named Executive Officer:

Name	Target as a Percentage of Annual Salary	Potential Payout Range as a Percentage of Annual Salary	Actual Payout as a Percentage of Annual Salary	Actual Payout
Eric K. Yeaman	100%	0 - 120%	82.3%	\$ 572,982
Kurt Hoffman	75%	0 - 90%	61.7%	\$ 180,482(1)
Robert F. Reich	65%	0 - 78%	56.0%	\$ 179,348
John T. Komeiji	65%	0 - 78%	54.1%	\$ 171,799
Bradley J. Fisher	40%	0 - 48%	33.6%	\$ 9,556(1)

- (1) Pro-rated amounts based on date of hire in 2011.

**2010 Equity Incentive Plan.** The 2010 Equity Incentive Plan provides key employees and non-employee directors of the Company and its subsidiaries with the opportunity to receive stock options, restricted stock units, and other equity-based awards. The maximum number of shares of our common stock issuable pursuant to awards granted under the 2010 Equity Incentive Plan is 1,400,000 shares. As explained above, the 2011 evaluation of our executive compensation by the Company's compensation consultant determined that our long-term incentive compensation (as a percentage of base salary) was below the 50<sup>th</sup> percentile, and in some cases falling at or below the 25<sup>th</sup> percentile. In response to the results of the 2011 Pay Governance market compensation study, the Company reduced the long-term incentive targets for two Senior Vice President positions (including that of one of the Named Executive Officers), thereby reducing the opportunity under the 2010 Equity Incentive Plan for those positions. During 2011, the Compensation Committee granted a total of 67,620 restricted stock units (RSUs) to executives who had joined the Company in 2011, including the Named Executive Officers in the chart below. The RSU awards granted in 2011 were intended to provide long-term compensation for a three-year period beginning 2011, and the size of the RSU awards was based on the recommendations of Pay Governance consistent with its assessment of competitive long-term incentive compensation levels, as well as on the fair market value of our common stock on the grant date. The following chart shows the RSU awards for each Named Executive Officer in 2011:

Name	Number of RSUs
Eric K. Yeaman	0
Kurt Hoffman	29,602
Robert F. Reich	0
John T. Komeiji	0
Bradley J. Fisher	17,988

The RSUs awarded to Messrs. Hoffman and Fisher in 2011 were divided equally into time-based RSUs and performance-based RSUs. The time-based RSUs awarded to Messrs. Hoffman and Fisher and the other Named Executive Officers will vest in equal installments over a four-year period on the annual anniversaries of their grant dates. The performance-based RSUs of the Named Executive Officers will vest in equal installments on the applicable determination date for each of four calendar years beginning with 2011, subject to the applicable performance goal being met. The determination date for each calendar year is the date in the year following such calendar year on which the Compensation Committee determines whether the applicable performance goal has been met. The

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performance goal is met for a given year if the Company's adjusted EBITDA for that year exceeds the prior year's adjusted EBITDA by at least three percent. However, the Compensation Committee will have the discretion to reduce the number of RSUs that are deemed vested if it determines that the facts and circumstances justify such reduction. It also will have the discretion, in the event the performance goal is not met in a given year, to determine that, taking into consideration the degree of the Company's success in meeting its performance targets under the Company Performance Compensation Plan, some of the performance-based RSUs nevertheless should vest. If the Company's adjusted EBITDA for a particular year does not exceed the adjusted EBITDA for the prior (measurement) year by at least three percent, the Company has the opportunity to make up for such shortfall in a later year if the adjusted EBITDA for such later year exceeds the adjusted EBITDA for the measurement year by at least 3% on an annual compounded basis. The RSU awards are non-transferable, and the shares issued pursuant to vesting of performance-based RSUs will be non-transferable subject to such transfer restriction lapsing in equal annual installments over a three-year period.

In the event of death, disability, or termination of employment without cause or for good reason, unvested time-based RSUs held by our Named Executive Officers other than Mr. Yeaman that otherwise would have vested on the next vesting date would vest immediately on a pro-rated basis, and unvested performance-based RSUs held by our Named Executive Officers other than Mr. Yeaman that otherwise would have vested on the next determination date depending upon achievement of the applicable performance goal would remain outstanding and vest on such determination date on a pro-rated basis. In the case of Mr. Yeaman, death or disability would result in the immediate vesting of both the unvested time-based RSUs scheduled to become vested on the next vesting date and the unvested performance-based RSUs scheduled to become vested on the next determination date, and termination of employment without cause or for good reason would result in the immediate vesting of the unvested time-based RSUs scheduled to become vested on the next vesting date while the unvested performance-based RSUs scheduled to become vested on the next determination date would remain outstanding and would vest on such determination date depending upon achievement of the applicable performance goal. Any transfer restrictions applicable to any shares of common stock previously issued to the Named Executive Officers upon vesting of performance-based RSUs would immediately lapse.

In the event of a change in control, all unvested RSUs held by our Named Executive Officers other than Mr. Yeaman would vest immediately. In the case of Mr. Yeaman, his unvested performance-based RSUs scheduled to vest on the next determination date would vest immediately subject to achievement of the applicable performance goal as determined by the Compensation Committee at the time of the change in control, and the unvested time-based RSUs scheduled to vest on the next vesting date would vest immediately on a pro-rated basis. Any transfer restrictions applicable to any shares of common stock previously issued to our Named Executive Officers upon vesting of performance-based RSUs would immediately lapse.

***Retirement and Other Benefits***

We have a tax-qualified Section 401(k) retirement savings plan for our employees, including the Named Executive Officers, who satisfy certain eligibility requirements. Under this plan, participants may elect to make pre-tax contributions, not to exceed the applicable statutory income tax limitation (which was \$16,500 in 2011). In addition, we may make discretionary contributions to the plan in any year, up to certain limits. In 2011, we provided a matching contribution equal to 100% of a participant's salary deferrals, up to a maximum of 6% of a participant's compensation. Our contributions to the accounts of the Named Executive Officers are shown in the All Other Compensation column of the Summary Compensation Table below. We intend for the plan to qualify under Section 401(a) of the Internal Revenue Code so that contributions by participants to the plan, and income earned on plan contributions, are not taxable to participants until withdrawn from the plan.

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Additional benefits received by our Named Executive Officers include Company-funded executive group life, disability, and accidental death and dismemberment insurance; reimbursement of out-of-pocket medical expenses; entitlement to severance benefits in the event of termination of employment under certain circumstances (as described in more detail below); and group medical plans and medical and dependent care flexible spending accounts available to salaried employees generally.

Except as described herein, we generally do not provide perquisites or other personal benefits to our Named Executive Officers. Currently, we do not view perquisites or other personal benefits as a significant component of our executive compensation program. In the future, we may provide perquisites in limited circumstances, such as where we believe they are appropriate to assist our executives in the performance of their duties, to make our executives more efficient and effective, and/or for recruitment, motivation, or retention purposes. All future practices with respect to perquisites or other personal benefits will be approved and subject to periodic review by the Compensation Committee.

While we intend to continue to maintain our current benefits and perquisites for our Named Executive Officers, we have discretion to revise, amend, or add to them. We believe these benefits and perquisites are at competitive levels for comparable companies.

***Severance Benefits***

Our Board of Directors recognized that it needed to provide competitive compensation packages to attract experienced and skilled executives in a dynamic labor market, including competitive severance packages. We believe that entering into the employment agreements with our Named Executive Officers allows them to maintain continued focus and dedication to their assigned duties to maximize stockholder value. A discussion of the severance benefits of our Named Executive Officers is explained in greater detail under "Potential Payments on Termination or Change in Control" set forth below.

**Other Compensation Policies**

***Stock Ownership Guidelines***

Our Board believes that ownership of our common stock by our directors and officers promotes a focus on long-term growth and aligns the interests of our directors and officers with those of our stockholders. As a result, our Board of Directors, in October 2010, adopted stock ownership guidelines requiring our Chief Executive Officer, senior vice presidents, and non-employee directors to achieve, not later than five years after the later of the date of adoption of the stock ownership guidelines and the date the individual becomes Chief Executive Officer, senior vice president, or non-employee director, ownership of our common stock with a value at least as great as the values noted below:

Chief Executive Officer and senior vice presidents 200% of annual base salary

Non-employee directors 200% of annual cash retainer

Such ownership includes ownership of restricted as well as unrestricted shares of common stock, whether owned by the individual, jointly, or by the individual's revocable living trust.

***Prohibition Against Certain Equity Transactions***

We have a policy regarding hedging the economic risk of the ownership of shares of our common stock which prohibits the Named Executive Officers from engaging in short sales and similar arrangements involving our common stock.

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***Compensation Recovery Policy***

Once final rules contemplated by the Dodd-Frank Act are issued regarding clawback policies, we intend to develop a policy regarding retroactive adjustments to our Named Executive Officers' compensation in situations where such compensation was predicated upon the achievement of financial results that subsequently were the subject of a financial restatement.

**Compensation Committee Report**

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis contained in this Proxy Statement. Based on this review and discussion, the Compensation Committee has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated into our Annual Report on Form 10-K for the year ended December 31, 2011.

Respectfully Submitted By:  
The Compensation Committee  
Warren H. Haruki, Chairman  
Walter A. Dods, Jr.  
Bernard R. Phillips III

Notwithstanding anything to the contrary set forth in any of the Company's filings under the Securities Act of 1933 or the Securities Exchange Act of 1934 that might incorporate future filings, including this Proxy Statement, in whole or in part, the Compensation Committee Report shall not be deemed to be incorporated by reference into any such filings, unless we specifically incorporate this report by reference in some other filed document.

**Relationship between Compensation Plans and Risk**

We believe that the Company's compensation programs, either individually or in the aggregate, do not encourage executives or employees to undertake unnecessary or excessive risks that are reasonably likely to have a material adverse effect on us. We note the following mitigating factors:

The Compensation Committee sets the performance goals for our annual Performance Compensation Plan. These goals typically are objective financial goals which the Compensation Committee believes are appropriately correlated with stockholder value;

The use of equity awards fosters executive retention and aligns our executives' interests with those of our stockholders;

The use of a long-term incentive vehicle, restricted stock units, that vest over a number of years and serve to align our executives' interests with those of our stockholders; and

Stock ownership guidelines for senior executives, monitored by the Compensation Committee, that encourage alignment with stockholder interests over the long term.

**Summary Compensation Table**

The following table sets forth information regarding compensation earned during 2011, 2010 and 2009 by our principal executive officer and principal financial officer and the three other most highly compensated executive officers who were serving as executive officers at the end of 2011.



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Name and Principal Position	Year	Salary (\$)	Bonus (\$)(3)	Stock Awards (\$)(4)	Option Award (\$)(f)	Non-Equity Incentive Plan Compensation (\$)(5)	Change in Pension Value and Non-qualified Deferred Compensation (\$)(h)	All Other Compensation (\$)(6)	Total (\$)
Eric K. Yeaman	2011	696,000		0		572,982		22,341	1,291,323
President and Chief Executive Officer	2010	696,000	2,218,350	2,547,158		623,981		624,532	6,722,736
	2009	673,846				636,696		26,297	1,324,125
Robert F. Reich	2011	320,000		0		179,348		20,585	519,933
Senior Vice President, Chief Financial Officer and Treasurer	2010	320,000	327,930	509,442		194,443		21,918	1,372,494
	2009	318,154				193,204		19,146	531,742
Kurt Hoffman(1)	2011	300,000		784,453					