

J2 GLOBAL, INC.
Form DEF 14A
March 26, 2015

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

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
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- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

j2 GLOBAL, 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):

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(3) Filing Party:

(4) Date Filed:

j2 Global, Inc.
6922 Hollywood Boulevard, Suite 500
Los Angeles, California 90028

Dear Stockholder:

We cordially invite you to attend the j2 Global, Inc. 2015 Annual Meeting of Stockholders. The meeting will be held on Wednesday, May 6, 2015, at 10:00 a.m. local time at the Hollywood Roosevelt Hotel, 7000 Hollywood Boulevard, Los Angeles, California 90028. Details regarding the meeting and the business to be conducted are more fully described in the Notice of Internet Availability of Proxy Materials you received in the mail and in the attached proxy statement.

At the meeting, stockholders will vote on important matters. Please take the time to carefully read the proposals described in the attached proxy statement.

Thank you for your support of j2 Global, Inc.

Sincerely,

Richard S. Ressler
Chairman of the Board

This notice of annual meeting and proxy statement are being made available
on or about March 26, 2015.

j2 Global, Inc.

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held on May 6, 2015

We will hold the 2015 Annual Meeting of Stockholders of j2 Global, Inc., a Delaware corporation, at the Hollywood Roosevelt Hotel, 7000 Hollywood Boulevard, Los Angeles, California 90028, on Wednesday, May 6, 2015, at 10:00 a.m. local time, for the following purposes:

1. To elect six directors to serve for the ensuing year and until their successors are duly elected and qualified;
2. To ratify the appointment of BDO USA, LLP to serve as j2 Global's independent auditors for fiscal 2015;
3. To provide an advisory vote on the compensation of j2 Global's named executive officers;
4. To approve j2 Global's 2015 Stock Option Plan;
5. To authorize an amendment of the Amended and Restated Certificate of Incorporation of j2 Cloud Services, Inc., our wholly owned subsidiary, to remove a voting provision that requires the vote of the stockholders of j2 Global in order for j2 Cloud Services, Inc. to take certain actions; and
6. To transact such other business as may properly come before the meeting and any adjournment(s) and postponement(s) thereof.

The foregoing items of business are more fully described in the proxy statement which is attached to, and made a part of, this notice. The Board of Directors has fixed the close of business on March 13, 2015, as the record date for determining the stockholders entitled to receive notice of, and to vote at, the 2015 Annual Meeting of Stockholders and any adjournment or postponement thereof.

We are using the "Notice and Access" method of providing proxy materials to you via the Internet. We are convinced this process provides you with a convenient and quick way to access your proxy materials and vote your shares, while also conserving resources and reducing the costs of printing and mailing the proxy materials. On or about March 26, 2015, we will mail to our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our proxy materials and vote via the Internet. The Notice also contains instructions on how to receive a paper copy of the proxy materials.

All stockholders are cordially invited to attend the Annual Meeting in person. However, whether or not you plan to attend the Annual Meeting in person, you are urged to submit your proxy or voting instructions as promptly as possible to ensure your representation and the presence of a quorum at the Annual Meeting. If you submit your proxy and then decide to attend the Annual Meeting to vote your shares in person, you may still do so. Your proxy is revocable in accordance with the procedures set forth in the proxy statement.

By Order of the Board of Directors,
R. Scott Turicchi
President and Chief Financial Officer

March 26, 2015
Los Angeles, California

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j2 Global, Inc.

6922 Hollywood Boulevard, Suite 500, Los Angeles, California 90028

March 26, 2015

PROXY STATEMENT

ABOUT THE ANNUAL MEETING

Who Is Soliciting My Vote?

The Board of Directors of j2 Global, Inc. is soliciting your vote at the 2015 Annual Meeting of j2 Global's stockholders (the "Annual Meeting"). In this proxy statement, j2 Global, Inc. is referred to as "j2 Global," the "Company," "we," "us" and "our."

What Will I Be Voting On?

1. A proposal to elect six members to the j2 Global Board of Directors (see page 6);
2. A proposal to ratify the appointment of BDO USA, LLP ("BDO") to serve as j2 Global's independent auditors for fiscal 2015 (see page 9); and
3. A proposal to provide an advisory vote on the compensation of j2 Global's named executive officers (see page 10).
4. A proposal to approve j2 Global's 2015 Stock Option Plan (see page 11).
5. A proposal to authorize an amendment of the Amended and Restated Certification of Incorporation of j2 Cloud Services, Inc., our wholly owned subsidiary, to remove a voting provision that requires the vote of the stockholders of j2 Global in order for j2 Cloud Services, Inc. to take certain actions (see page 18).

How Many Votes Do I Have?

You will have one vote for every share of j2 Global common stock you owned at the close of business on March 13, 2015 (the "record date").

How Many Votes Can Be Cast By All Stockholders?

48,241,382, which represents the total number of shares of j2 Global common stock that were outstanding and eligible to vote on the record date.

How Many Votes Must Be Present to Hold the Meeting?

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A majority of the votes that can be cast, or 24,120,692 votes. We urge you to vote by proxy even if you plan to attend the Annual Meeting so that we will know as soon as possible that enough votes will be present for us to hold the Annual Meeting.

- 1 -

What is the Required Vote to Approve Each Proposal?

For Proposal 1 – Election of Directors – to be elected to the j2 Global Board of Directors, each of the six nominees must receive the affirmative vote of the majority of shares of j2 Global common stock present or represented by proxy and voting at the Annual Meeting (meaning the number of shares voted “for” a nominee must exceed the number of shares voted “against” such nominee). If the votes cast “for” a nominee do not exceed the votes cast “against” a nominee, pursuant to our Corporate Governance Guidelines, the nominee must promptly tender his resignation for consideration by the Company’s Corporate Governance and Nominating Committee, which will recommend to the Board of Directors the action to be taken.

For Proposal 2 – Ratification of Selection of Independent Auditors, Proposal 3 – Advisory Vote on the Compensation of the Named Executive Officers, and Proposal 4 – Approval of the 2015 Stock Plan, approval requires the affirmative vote of holders of a majority of shares of j2 Global common stock present in person or represented by proxy and entitled to vote at the Annual Meeting.

For Proposal 5 – Authorization of Amendment to Amended and Restated Certification of Incorporation of j2 Cloud Services, Inc., approval requires the affirmative vote of holders of a majority of shares of j2 Global common stock outstanding as of the record date.

Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

Pursuant to rules adopted by the Securities and Exchange Commission (the “SEC”), we have elected to provide access to our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the “Notice”) to our stockholders of record and beneficial owners. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

How can I get electronic access to the proxy materials?

The Notice provides you with instructions regarding how to:

View our proxy materials for the Annual Meeting on the Internet; and

Instruct us to send future proxy materials to you electronically by email.

Choosing to receive future proxy materials by email will save us the cost of printing and mailing documents to you and will reduce the impact of our annual meetings on the environment. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it.

The Notice, proxy statement, proxy card and the 2014 Annual Report are available at www.proxyvote.com.

How can I obtain paper or email copies of proxy materials?

The Notice contains a toll-free telephone number, an email address, and a website where stockholders can request a paper or an email copy of the proxy statement, proxy card and the 2014 Annual Report. These proxy materials are available free of charge.

Can I vote my shares by filling out and returning the Notice?

No. The Notice identifies the items to be voted on at the Annual Meeting, but you cannot vote by marking the Notice and returning it. The Notice provides instructions on how to vote by Internet or how to request a paper proxy card.

How Do I Vote?

If you are a stockholder of record, you can vote either in person at the Annual Meeting, by proxy without attending the Annual Meeting or as otherwise provided in this mailing. You can vote by proxy over the Internet by following the instructions provided in the Notice, or, if you requested to receive printed proxy materials, you can also vote by mail or telephone pursuant to instructions provided on the proxy card.

If you own your j2 Global stock through a bank or broker, you may also vote by proxy over the Internet by following the instructions provided in the Notice, or, if you requested to receive printed proxy materials, you can also vote by telephone or mail by following the instructions that the broker or nominee provides to you.

If you want to vote in person at the Annual Meeting and you hold your j2 Global stock through a bank or broker (that is, in street name), you must obtain a proxy from your bank or broker and bring that proxy to the Annual Meeting.

Can I Revoke My Proxy?

Yes. If you are a stockholder of record, just send in a new proxy card with a later date or send a written notice of revocation to j2 Global's Secretary at 6922 Hollywood Boulevard, Suite 500, Los Angeles, California 90028. If you own your j2 Global stock through a bank or broker, follow the instructions provided by your bank or broker. In addition, if you are a stockholder of record, attend the Annual Meeting and want to vote in person, you can request that your previously submitted proxy not be used. Attendance at the Annual Meeting will not by itself revoke a proxy.

What If I Vote "Abstain"?

Abstentions are counted as votes present for purposes of determining whether a quorum exists for the transaction of business at the Annual Meeting. An abstention has no effect on the outcome of Proposal 1 – Election of Directors. An abstention has the same effect as a vote against Proposal 2 – Ratification of Selection of Independent Auditors, Proposal 3 – Advisory Vote on Compensation of the Named Executive Officers, Proposal 4 – Approval of the 2015 Stock Plan, and Proposal 5 – Authorization of Amendment to Amended and Restated Certificate of Incorporation of j2 Cloud Services, Inc.

What if I Don't Provide Specific Voting Instructions?

If you are a stockholder of record and return a proxy card without indicating your vote, your shares will be voted FOR the director nominees listed on the card, FOR ratification of the appointment of BDO as j2 Global's independent auditors, FOR approval of an advisory resolution approving the compensation paid to j2 Global's named executive officers, FOR approval of the 2015 Stock Plan, and FOR authorization of the amendment to the Amended and Restated Certificate of Incorporation of j2 Cloud Services, Inc., and otherwise in accordance with the judgment of the person or persons voting the proxy on any other matter properly brought before the Annual Meeting.

If you are the beneficial owner of shares held in street name and don't instruct your bank or broker how to vote your shares, your bank or broker will not be able to vote your shares on certain matters scheduled to come before the Annual Meeting. If you want your vote to count in the election of directors, it is critical that you cast your vote on Proposal 1 – Election of Directors. In the past, if you held your shares in street name and you did not indicate how you wanted your shares voted in the election of directors, your bank or broker was allowed to vote those shares on your behalf as it felt appropriate. Changes in regulations have taken away the ability of your bank or broker to vote your uninstructed shares in the election of directors on a discretionary basis. In addition, your broker is not permitted to vote your uninstructed shares on Proposal 3 – Advisory Vote on Compensation of the Named Executive Officers, Proposal 4 – Approval of the 2015 Stock Plan, and Proposal 5 – Authorization of Amendment to Amended and Restated Certificate of Incorporation of j2 Cloud Services, Inc. Thus, if you hold your shares in street name and you do not instruct your bank or broker how to vote with respect to the aforementioned proposals, no votes will be cast on your behalf on such proposals. Your broker will, however, continue to have discretion to vote any uninstructed shares on Proposal 2 – Ratification of Selection of Independent Auditors.

If your bank or broker does not have discretion to vote your shares held in street name on a particular proposal and you don't give your broker instructions on how to vote your shares, or your broker has such discretion but does not exercise it, the votes will be broker non-votes, which will be counted for purposes of determining whether a quorum is present for transaction of business at the Annual Meeting. Broker non-votes will have no effect on the vote for Proposal 1 – Election of Directors, Proposal 2 – Ratification of Selection of Independent Auditors or Proposal 3 – Advisory Vote on Compensation of the Named Executive Officers, and Proposal 4 – Approval of the 2015 Stock Plan. A broker non-vote has the same effect as a vote against Proposal 5 – Authorization of Amendment to Amended and Restated Certificate of Incorporation of j2 Cloud Services, Inc.

If you are the owner of record, and you don't vote your shares held in your name, your shares will not be counted as present for purposes of determining whether a quorum exists for transaction of business at the Annual Meeting, and no votes will be cast on your behalf on any of the items of business at the Annual Meeting.

What Happens if the Meeting is Postponed or Adjourned?

Your proxy will still be good and may be voted at the postponed or adjourned meeting. You will still be able to change or revoke your proxy until it is voted.

Who Can I Contact if I Have Questions Concerning the Annual Meeting?

If you have any further questions about voting your shares or attending the Annual Meeting, or wish to obtain directions to the Annual Meeting, please call or email j2 Global's Investor Relations Department at 323-657-5371 or investor@j2global.com.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
STOCKHOLDER MEETING TO BE HELD ON MAY 6, 2015

The Notice of Internet Availability of Proxy Materials, the proxy statement and j2 Global's 2014 Annual Report are available on the Investor Relations section of j2 Global's website at <http://investor.j2global.com/sec.cfm>.



PROPOSAL 1 — ELECTION OF DIRECTORS

General

A Board of six directors is to be elected at the Annual Meeting. Unless otherwise instructed on the proxy card, the proxy holders will vote the proxies received by them for j2 Global's six nominees named below, each of whom is currently a director of j2 Global. In the event that any nominee is unable or declines to serve as a director at the time of the Annual Meeting, neither of which is expected to occur, the proxies will be voted for such nominee as shall be designated by the current j2 Global Board of Directors to fill the vacancy.

Vote Required

Each share of j2 Global common stock may vote for up to six director-nominees. Votes may not be cumulated. If a quorum is present, each of the nominees receiving the affirmative vote of the majority of shares voting at the Annual Meeting will be elected to the j2 Global Board of Directors.

The term of office of each person elected as a director will continue until the next Annual Meeting or until his successor has been duly elected and qualified.

THE j2 GLOBAL BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE NOMINEES LISTED BELOW.

Nominees

The names of the nominees, their ages at the record date and certain other information about them are set forth below:

Name	Age	Principal Occupation	Director Since
Richard S. Ressler(4)	56	President of Orchard Capital Corporation	1997
Douglas Y. Bech(2)(3)	69	Chairman and CEO of Raintree Resorts International	2000
Robert J. Cresci(1)(2)(4)	71	Managing Director of Pecks Management Partners Ltd.	1998
W. Brian Kretzmer(1)(3)	61	Private Investor	2007
Jonathan F. Miller(3)	58	Partner at Advancit Capital	2015
Stephen Ross(1)(2)	66	Executive Vice President – Recreational Enterprises of Warner Bros Entertainment, Inc.	2007

-
- (1) Member of the Audit Committee
(2) Member of the Compensation Committee
(3) Member of the Corporate Governance and Nominating Committee
(4) Member of the Executive Committee

There are no family relationships among any of the directors or executive officers of j2 Global.

Director Backgrounds and Qualifications

The following paragraphs provide information as of the date of this proxy statement about each director nominee. The information presented includes information each director has given us about his age, all positions he holds, his principal occupation and business experience for the past five years, and the names of other publicly-held companies of which he currently serves as a director or has served as a director during the past five years. Also included is a brief discussion of the specific experience, qualifications, attributes and skills of each nominee that led our Board of Directors to the conclusion that the nominee should serve as a director. In addition to the specifically noted criteria, j2 Global believes that each nominee has a reputation for integrity and honesty and has demonstrated business acumen and an ability to exercise sound judgment.

Richard S. Ressler has been Chairman of the Board of Directors and a director of j2 Global since 1997, and served as j2 Global's Chief Executive Officer from 1997 to 2000, serving in each of these capacities pursuant to a consulting agreement between j2 Global and Orchard Capital Corporation ("Orchard Capital"). Mr. Ressler is the founder and President of Orchard Capital, a firm that provides consulting and advisory services to companies (including j2 Global) in which Orchard Capital or its affiliates invest. He has been President of Orchard Capital since 1994. Through his affiliation with Orchard Capital, Mr. Ressler serves in various senior capacities with, among others, CIM Group, L.P., (together with its affiliates, "CIM"), a real estate investment and management company and Orchard First Source Asset Management (together with its affiliates, "OFSAM"), an investment adviser focusing on middle market debt investments. Both OFSAM and its wholly owned subsidiary, OFS Capital Management, LLC, are registered with the SEC as registered investment advisers. Mr. Ressler currently serves on the boards of CIM Commercial Trust Corporation and Presbia PLC, and also serves as a board member for various private companies in which Orchard Capital or its affiliates invest. Mr. Ressler's extensive experience with, and knowledge of, business management and finance are invaluable to our Board of Directors' discussions.

Douglas Y. Bech has served as a director of j2 Global since November 2000. From August 1988 through November 2000, he served as a director of eFax.com, a company j2 Global acquired in November 2000. Since August 1997, Mr. Bech has served as Chairman and Chief Executive Officer of Raintree Resorts International, a company that owns and operates vacation ownership resorts throughout North America. Mr. Bech practiced securities and corporate finance law from 1970 until 1997. Mr. Bech has also served as a director of HollyFrontier Corporation since July 2011 and was a director of Frontier Oil Corporation from May 1993 when it merged with Holly Corporation in July 2011. Mr. Bech is independent presiding director of HollyFrontier. Mr. Bech also serves as an independent director of CIM Commercial Trust Corporation since March 2014 and of Moody National REIT II since August 2014. Mr. Bech's previous work as a securities and corporate finance lawyer, as a director of another public company and his current experience as a chief executive officer of a private enterprise engaged in marketing, management and consumer finance in three different countries provide expertise on corporate governance and a unique perspective to the Board of Directors.

Robert J. Cresci has been a director of j2 Global since 1998. Mr. Cresci has been a Managing Director of Pecks Management Partners Ltd., an investment management firm, since 1990. He currently serves on the boards of Luminex Corporation, OFS Capital Corporation, CIM Commercial Trust Corporation and Presbia PLC. Mr. Cresci previously served on the board of Continucare Corporation until 2011 and the board of Sepracor, Inc. until 2009. Mr. Cresci's extensive knowledge of investment management and accounting from his experience with Pecks Management Partners and his experience serving on other public company boards of directors have proven invaluable to our Board of Directors' discussions regarding investment strategies, accounting issues and public company matters.

W. Brian Kretzmer was elected to j2 Global's Board of Directors in July 2007. He is currently an investor in several private firms where he serves in multiple capacities. From 1999 to 2006, Mr. Kretzmer was Chief Executive Officer of MAI Systems Corporation (which operated principally through its subsidiary Hotel Information Systems), a provider of enterprise management solutions for lodging organizations. He also served as Chief Financial Officer of MAI Systems Corporation from 1999 to 2000. Mr. Kretzmer's experience with MAI Systems Corporation provides the Board of Directors a valuable operational and financial perspective and accounting expertise.

Jonathan F. Miller was appointed to j2 Global's Board of Directors in February 2015. Mr. Miller is currently a partner at Advancit Capital and previously has served as Chairman and Chief Executive Officer of the Digital Media Group at News Corp., and was its Chief Digital Officer from April 2009 to September 2012. Mr. Miller was a founding partner of Velocity Interactive Group, an investment firm focusing on internet and digital media, from its inception in 2007 to 2009. Prior to founding Velocity, Mr. Miller served as the Chief Executive Officer of America Online, Inc. ("AOL") from 2002 to 2006. Prior to joining AOL, Mr. Miller served as Chief Executive Officer and President of USA Information and Services. Mr. Miller currently is a director of TripAdvisor, Inc. and Shutterstock, Inc. Mr. Miller previously served as a director of LiveNation Entertainment, Inc. and Ticketmaster prior to its merger with LiveNation. Mr. Miller is a trustee of The Paley Center for Media, the International Emmy Association, the Independent Film Project and Made in NY Media Center. Mr. Miller holds a B.A. from Harvard College. Mr. Miller's broad general management background in both the media and technology sectors, as well as his experience with growth companies, brings a diverse and valuable perspective to the Board of Directors.

Stephen Ross was elected to j2 Global's Board of Directors in July 2007. From 1989 to the present, he has served in various positions with Warner Bros Entertainment, Inc. He is currently Executive Vice President – Recreational Enterprises. Until 2009, Mr. Ross also served as a director of Grill Concepts, Inc., a restaurant company. Mr. Ross' more than 20 years of broad experience with one of the world's premiere entertainment companies provides the Board of Directors a unique perspective.

PROPOSAL 2 — RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS

General

The Audit Committee of the Board of Directors has selected BDO as independent auditors for j2 Global for the fiscal year ending December 31, 2015. BDO has served as j2 Global's independent auditors since May 9, 2014. Notwithstanding the ratification of BDO as j2 Global's independent auditors, the Audit Committee, in its discretion, may direct appointment of new independent auditors at any time during the year if the Audit Committee believes that such a change would be in the best interests of j2 Global and its stockholders. In addition, if the stockholders do not ratify the appointment of BDO, the Audit Committee will consider the appointment of other independent auditors, but is not required to do so. Representatives of BDO are expected to be present at the Annual Meeting and available to respond to appropriate questions. Those representatives will have the opportunity to make a statement if they wish to do so.

Vote Required

Ratification of BDO as j2 Global's auditors for the fiscal year ending December 31, 2015, requires the affirmative vote of the holders of a majority of shares of j2 Global common stock present or represented and entitled to vote at the Annual Meeting.

THE j2 GLOBAL BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSAL 2 – RATIFICATION OF SELECTION OF BDO AS j2 GLOBAL'S INDEPENDENT AUDITORS.

PROPOSAL 3 — ADVISORY VOTE ON THE COMPENSATION OF
THE NAMED EXECUTIVE OFFICERS

j2 Global is seeking approval of an advisory resolution on its compensation of the named executive officers, as reported in this proxy statement. As described below in the “Compensation Discussion and Analysis” section of this proxy statement, the Compensation Committee has structured j2 Global’s executive compensation program to link compensation to continuous improvements in corporate performance and increase in stockholder value. j2 Global’s executive compensation program goals include the following:

to establish pay levels that attract, retain and motivate highly qualified executive officers, while considering the overall market competitiveness for such executive talent and balancing the relationship between total stockholder return and direct compensation;

to align executive officer remuneration with the interests of the stockholders;

to recognize superior individual performance;

to balance base and incentive compensation to complement j2 Global’s annual and longer-term business objectives and strategies and encourage the fulfillment of those objectives and strategies through executive officer performance; and

to provide compensation opportunities based on j2 Global’s performance.

j2 Global urges stockholders to read the “Compensation Discussion and Analysis” beginning on page 30 of this proxy statement, which describes in more detail how j2 Global’s executive compensation policies and procedures operate and are designed to achieve its compensation goals, as well as the Summary Compensation Table and other related compensation tables and narrative, appearing on pages 39 through 45, which provide detailed information on the compensation of j2 Global’s named executive officers. The Compensation Committee and the Board of Directors believe that the policies and procedures articulated in the “Compensation Discussion and Analysis” are effective in achieving j2 Global’s goals, and that the compensation of the named executive officers reported in this proxy statement has contributed to the Company’s recent and long-term success.

In accordance with Section 14A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), j2 Global is asking stockholders to approve the following advisory resolution at the 2015 Annual Meeting of Stockholders:

RESOLVED, that the stockholders of j2 Global, Inc. (the “Company”) approve, on an advisory basis, the compensation of the Company’s named executive officers disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables, notes and narrative in the Proxy Statement for the Company’s 2015 Annual Meeting of Stockholders.

This advisory resolution, commonly referred to as a “say-on-pay” resolution, is non-binding on the Board of Directors. Although non-binding, the Board of Directors and the Compensation Committee will review and consider the voting results when making future decisions regarding the Company’s executive compensation program.

THE J2 GLOBAL BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSAL 3 – APPROVAL OF THE ADVISORY RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.

PROPOSAL 4 — APPROVAL OF 2015 STOCK OPTION PLAN

General

On February 10, 2015, upon the recommendation of the Compensation Committee, the Board of Directors approved the j2 Global, Inc. 2015 Stock Option Plan (the “2015 Stock Plan”), subject to stockholder approval at the Annual Meeting. If approved, the 2015 Stock Plan will replace the Company’s 2007 Stock Option Plan (the “2007 Stock Plan”).

The 2015 Stock Plan is intended as a successor plan to the 2007 Stock Plan since no further grants will be made under the 2007 Stock Plan if our stockholders approve the 2015 Stock Plan. The 2007 Stock Plan is scheduled to terminate on February 14, 2017; however, if the 2015 Stock Plan is approved by our stockholders at the Annual Meeting, no further grants will be made under the 2007 Stock Plan on or after the effective date of the 2015 Stock Plan. Information on grants outstanding under our other equity compensation plans as of December 31, 2014, is provided on page 44 of this proxy statement.

Our Board of Directors believes that the approval of the 2015 Stock Plan by our stockholders will further our compensation structure and strategy. The Board of Directors believes that our ability to attract, retain and motivate top quality management and employees, consultants, advisors and non-employee directors is material to our success and would be enhanced by our ability to grant equity compensation under the 2015 Stock Plan. In addition, our Board of Directors believes that our interests and the interests of our stockholders will be advanced if we can offer our employees, consultants, advisors and non-employee directors the opportunity to acquire or increase their proprietary interest in us.

Summary of the 2015 Stock Plan

This section summarizes the 2015 Stock Plan, and is qualified in its entirety by the full text of the 2015 Stock Plan, which is included in Annex A to this proxy statement. Capitalized terms used in this Proposal 4 and not defined in this Proposal 4 are defined in the 2015 Stock Plan.

Purpose

The purposes of the 2015 Stock Plan are to advance the interests of the Company and its stockholders by providing incentives to selected officers, employees and consultants who contribute and are expected to contribute to the success of the Company, and to enhance the interest of such officers and employees in the Company’s success and progress by providing them with an opportunity to become stockholders of the Company. Further, the 2015 Stock Plan is designed to enhance the Company’s ability to attract and retain qualified employees.

Administration

The 2015 Stock Plan will be administered by the Compensation Committee or such other committee to which the Board of Directors has delegated power to act, which must consist of at least two directors, all of whom shall be intended to qualify as “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (or any successor rule thereto) (the “Exchange Act”) and “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986 (as amended, the “Code”), unless otherwise determined by the Board of Directors. The Compensation Committee may delegate its duties to any subcommittee of the Compensation Committee.

The Compensation Committee will have the authority to interpret the 2015 Stock Plan, to establish, amend and rescind any rules and regulations relating to the 2015 Stock Plan and to make any other determinations that it deems necessary or desirable for the administration of the 2015 Stock Plan.

Eligibility

All employees of the Company and its subsidiaries, as well as the Company's directors and consultants performing services for the Company or its subsidiaries, will be eligible to participate in the 2015 Stock Plan. As of March 13, 2015, approximately 1,472 employees and directors of the Company and its subsidiaries would be eligible to participate in the 2015 Stock Plan.

Shares Subject to the 2015 Stock Plan

The total number of shares of common stock which may be issued under the 2015 Stock Plan is 4,200,000. The 2015 Stock Plan includes limits on the maximum amount of awards that may be granted under specified types of awards to specified types of participants in a calendar year.

The maximum number of shares subject to stock options which may be granted to a participant in a calendar year is 1,500,000.

The maximum number of shares with respect to which Performance-Based Awards (defined below) (other than stock options and stock appreciation rights) may be granted during each calendar year to a participant may not exceed 1,000,000.

If any awards terminate, expire, or are canceled, forfeited, exchanged, or surrendered without having been exercised or if any awards are forfeited or expire or otherwise terminate without the delivery of any shares of common stock, the shares of common stock subject to such awards will again be available for purposes of the 2015 Stock Plan.

Shares that are delivered to, or withheld by, the Company under an award may not be reissued under the 2015 Stock Plan. Shares may be delivered or withheld in connection with the exercise of stock options, the settlement of SARs or the payment of required withholding taxes.

Stock Options

The Compensation Committee may award non-qualified stock options and "incentive" stock options under the 2015 Stock Plan. The exercise price of a stock option may not be less than the fair market value of the common stock on the date the stock option is granted. The exercise price is payable in cash or, if the grant provides, in common stock. Generally, no stock option may be exercised during the first year of its term or such longer period as may be specified in the option grant. All stock options terminate after a 10-year period from the date of the grant.

In the event of a change in control, the 2015 Stock Plan provides for unvested stock options to become exercisable upon certain terminations of employment within 24 months following a change in control (known as a "double trigger") and allows the Compensation Committee to make unvested stock options immediately exercisable upon a change of control if an acquiring company does not assume or otherwise replace stock options or in its discretion.

Stock Appreciation Rights

The Compensation Committee may grant stock appreciation rights (“SARs”) independent of, or in connection with, a stock option. Each SAR will entitle a participant, upon exercise, to an amount equal to (i) the excess of (A) the fair market value on the exercise date of one share of common stock over (B) the exercise price of the right (or over the option exercise price if the SAR is granted in connection with a stock option), multiplied by (ii) the number of shares of common stock covered by the SAR. Payment will be made in shares of common stock (any common stock is valued at fair market value on the exercise date) and/or cash, as determined by the Compensation Committee.

Restricted Stock

The Compensation Committee will determine the number of shares of restricted stock to grant to a participant, the duration of the period during which any restrictions may remain imposed on such restricted stock, the conditions, if any, under which the restricted stock may be forfeited to the Company, and the other terms and conditions of restricted stock awards. Unless the Compensation Committee determines otherwise, a recipient of restricted stock has the same voting, dividend and other rights as holders of common stock

Restricted Stock Units

A restricted stock unit (“RSU”) award gives the participant an opportunity to receive shares of common stock free of restrictions upon vesting of the RSU award (and subject to any other terms of the RSU award). The Compensation Committee will determine the number of RSUs to grant to a participant, the duration of the period during which any vesting or restrictions may remain imposed on such RSUs, the conditions, if any, under which the RSUs may be forfeited to the Company, and the other terms and conditions of the RSU awards.

Other Stock-Based Awards

The Compensation Committee, in its sole discretion, may grant other stock-based awards. Such other stock-based awards may be in such form, and dependent on such conditions, as the Compensation Committee determines, including, without limitation, the right to receive shares of common stock (or the equivalent cash value of such shares of common stock based on the fair market value of such stock).

Performance-Based Awards

Stock options, restricted stock, RSU and other equity-based awards granted under the 2015 Stock Plan may be granted in a manner designed to make them deductible by the Company under Section 162(m) of the Code. Such awards (“Performance-Based Awards”) shall be based upon one or more of the following performance criteria: (i) measures of efficiency (including operating efficiency, productivity ratios or other similar measures); (ii) measures of achievement of expense targets, costs reductions, working capital, cash levels or general expense ratios; (iii) asset growth; (iv) earnings per share; (v) enterprise value or value creation targets; (vi) combined net worth; (vii) debt to equity ratio; (viii) revenues, sales, net revenues or net sales measures; (ix) gross profit or operating profit measures (including before or after taxes or other similar measures); (x) investment performance; (xi) income or operating income measures (with or without investment income or income taxes, before or after risk-adjustment, or other similar measures); (xii) cash flow; (xiii) margin; (xiv) net income, before or after taxes; (xv) earnings before interest, taxes, depreciation and/or amortization; (xvi) return measures (including return on capital, total capital, tangible capital, expenses, tangible expenses, equity, revenue, assets, or net assets or total shareholder return or similar measures); (xvii) market share measures; (xviii) measures of balance sheet achievements (including debt reductions, leverage ratios or other similar measures); and (xix) increase in fair market value of common stock.

With respect to Performance-Based Awards, (A) the Compensation Committee shall establish in writing the objective performance goals applicable to a given performance period no later than 90 days after the commencement of such performance period (or, if the performance period is less than one year, no later than the number of days which is equal to 25% of the relevant performance period), and (B) no awards shall be paid to any participant for such performance until the Compensation Committee certifies that the objective performance goals applicable to such performance period have been satisfied.

Change in Control

Unless the Compensation Committee or Board determines otherwise at the time of grant, in the event a participant's employment is involuntarily terminated without cause during the 24-month period following a change in control:

Any unvested stock options and SARs will vest and remain exercisable for their full term or be settled in accordance with the terms of grant, as applicable;

The restrictions on any restricted stock and RSUs will lapse; and

Performance-Based Awards will be considered earned and payable based upon the greater of target level or actual performance (or, if no target level is specified, the maximum level).

Additionally, the Compensation Committee or Board may provide for awards to be cancelled in exchange for a cash payment in connection with a change in control.

Adjustments Upon Certain Events

In the event of any stock split, spin-off, share combination, reclassification, recapitalization, payment of an extraordinary cash dividend or other similar transaction or occurrence which affects the equity securities of the Company or the value of such equity securities, the Compensation Committee shall make appropriate adjustments in one or more of (i) the number of shares of common stock available for or covered by awards granted under the 2015 Stock Plan, (ii) the number of shares of common stock subject to outstanding stock options and other awards, or (iii) the exercise price of each outstanding stock option or other awards.

Amendment and Termination

The Board of Directors may amend or terminate the 2015 Stock Plan at any time, subject to stockholder approval if such approval is required under the Code or any applicable laws or stock exchange requirements. The 2015 Stock Plan will terminate on February 10, 2025, unless earlier terminated by the Board.

Minimum Vesting Schedule

Except for certain awards made to new-hires, awards granted under the 2015 Stock Plan will be subject to a minimum vesting schedule of at least twelve months from the grant date of grant; provided, however, that awards for which vesting will lapse based on achievement of performance goals shall be subject to a minimum vesting schedule of at least twelve months.

No Repricing of Stock Options/SARs; No Reloads

Except for adjustments to stock options or SARs made in connection with changes in capitalization of the Company or similar events, as discussed above in “Adjustments Upon Certain Events”, the 2015 Stock Plan prohibits the repricing of the exercise price of stock options or SARs without prior approval of the Company’s stockholders. In addition, the 2015 Stock Plan prohibits automatic reload provisions with respect to stock options or SARs without prior approval of the Company’s stockholders.

Grants Under the 2015 Stock Plan

No grants have been awarded under the 2015 Stock Plan and it is currently not possible to predict the number of shares of common stock that will be granted or who will receive grants under the 2015 Stock Plan if the stockholders approve the 2015 Stock Plan at the Annual Meeting.

As of the record date, the closing price of our common stock was \$67.44 per share.

U.S. Tax Consequences of the 2015 Stock Plan Awards

The following general discussion of the federal income tax consequences of awards to be granted under the 2015 Stock Plan is based on current federal tax laws and regulations, does not purport to be a complete description of the federal income tax laws, and does not purport to be a representation as to the actual tax consequences that any participant or the Company may in fact incur. Participants may also be subject to certain state and local taxes, which are not described below.

Non-qualified Stock Options

If the award granted is a non-qualified stock option, no income is realized by the participant at the time of grant of the option, and no deduction is available to the Company at such time. At the time of a cash or equivalent exercise, ordinary income is realized by the participant in an amount equal to the excess, if any, of the fair market value of the common stock on the date of exercise over the option exercise price, and the Company receives a tax deduction for the same amount. Upon disposition, any difference between the participant’s tax basis in the Common Stock and the amount realized on disposition of the shares is treated as capital gain or loss.

Incentive Stock Option

If the award granted is an “incentive stock option” (as described in Section 422 of the Code), no income is realized by the participant upon award or exercise of the stock option and no compensation deduction is available to the Company at such times. If the common stock purchased upon the exercise of an incentive stock option is held by a participant for at least two years from the date of the grant of such option and for at least one year after exercise, any resulting gain is taxed, upon disposition of the common stock, at long-term capital gains rates. If the common stock purchased pursuant to the stock option is disposed of before the expiration of that period, any gain on the disposition, up to the excess of the fair market value of the common stock at the time of exercise over the option exercise price, is taxed at ordinary income rates as compensation paid to the participant, and the Company is entitled to a compensation deduction for an equivalent amount. Any amount realized on the disposition by the participant in excess of the fair market value of the Common Stock at the time of exercise is taxed at capital gains rates.

Stock Appreciation Rights

The participant realizes no income at the time a SAR is granted, and no deduction is available to the Company at such time. When the right is exercised, ordinary income is realized by the participant in the amount of the cash and/or the fair market value of the common stock received by the participant, and the Company shall be entitled to a deduction of the same amount.

Restricted Stock Awards

Subject to Section 162(m) of the Code, discussed below, the Company receives a deduction and the participant recognizes taxable income equal to the fair market value of the restricted stock award at the time the restrictions on the stock awarded lapse, unless the participant elects to recognize such income immediately by so electing, within 30 days after the date of grant by the Company to the participant of a restricted stock award, as permitted under Section 83(b) of the Code, in which case both the Company's deduction and the participant's inclusion in income occur on the grant date. The value of any other stock award granted to participants shall be taxable as ordinary income to such participant in the year in which such stock is received, and the Company will be entitled to a corresponding tax deduction, subject to Section 162(m) of the Code.

Restricted Stock Units

If the award granted is an RSU, the participant will not recognize any income for federal income tax purposes when RSUs are granted because restricted share units are not considered to be "property" for purposes of the Code and no deduction is available to the Company at such time. After the RSUs vest and are settled, the participant will be required to treat as ordinary income an amount equal to the full fair market value of the shares of common stock and any cash received. If the participant sells the shares of common stock, the participant generally will have a taxable capital gain (or loss). Because the participant will have recognized income when any stock was distributed, the amount of this gain (or loss) is the difference between the sale price and the fair market value of the stock on the date it was distributed.

Subject to Section 162(m) of the Code, discussed below, the Company is generally entitled to a deduction equal to the amount of ordinary income recognized by the participant as the result of an RSU award. If a participant forfeits his or her RSU award, no gain or loss is recognized and no deduction is allowed.

Section 162(m) of the Internal Revenue Code

Section 162(m) of the Code generally disallows a tax deduction to public companies for compensation over \$1,000,000 paid to the chief executive officer and the three other most highly compensated executive officers of the Company or any of its subsidiaries (excluding the Company's principal financial officer) in any taxable year of the Company. Qualifying performance-based compensation is not subject to this deduction limit if certain requirements are met. One requirement is stockholder approval of (i) the performance criteria upon which performance-based awards may be based, (ii) the annual participant limits on awards and (iii) the class of employees eligible to receive awards. In the case of restricted stock awards and Performance-Based Awards, other requirements generally are that objective performance goals and the amounts payable upon achievement of the goals be established by a committee of at least two "outside directors" (within the meaning of Section 162(m) of the Code) and that no discretion be retained to increase the amount payable under the awards. In the case of stock options and SARs, other requirements are that the stock option or SAR be granted by a committee of at least two "outside directors" and that the exercise price of the stock option or SAR be not less than the fair market value of the common stock subject to such award on the date of grant of the award.

Additional Medicare Tax

A recipient of an award will also be subject to a 3.8% tax on the lesser of (i) the recipient's "net investment income" for the relevant taxable year and (ii) the excess of the recipient's modified adjusted gross income for the taxable year over a certain threshold (between \$125,000 and \$250,000, depending on the recipient's circumstances). A recipient's net investment income generally includes net gains from the disposition of shares. Recipients are urged to consult their tax advisors regarding the applicability of this Medicare tax to their income and gains in respect of their investment in the shares.

Section 409A of the Internal Revenue Code

Section 409A of the Code covers certain nonqualified deferred compensation arrangements and generally establishes rules that must be followed with respect to covered deferred compensation arrangements in order to avoid the imposition of an additional 20% tax (plus interest) on the service provider who is entitled to receive the deferred compensation. Certain awards that may be granted under the 2015 Stock Plan may constitute "deferred compensation" within the meaning of and subject to Section 409A of the Code. While the Compensation Committee intends to administer and operate the 2015 Stock Plan and establish terms (or make required amendments) with respect to awards subject to Section 409A of the Code in a manner that will avoid the imposition of additional taxation under Section 409A of the Code upon a participant, there can be no assurance that additional taxation under Section 409A of the Code will be avoided in all cases.

Vote Required

Approval of the 2015 Stock Plan requires the affirmative vote of the holders of a majority of shares of j2 Global common stock present or represented and entitled to vote at the Annual Meeting.

THE j2 GLOBAL BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSAL 4 – APPROVAL OF THE 2015 STOCK PLAN.

PROPOSAL 5 — AUTHORIZATION OF AN AMENDMENT OF THE AMENDED AND
RESTATED CERTIFICATE OF INCORPORATION OF j2 CLOUD
SERVICES, INC. TO REMOVE THE VOTING PROVISION

General

The Company is considering the conversion of its wholly owned subsidiary, j2 Cloud Services, Inc. (“j2 Cloud Services”), into a limited liability company. According to j2 Cloud Services’ current certificate of incorporation, however, its conversion from a corporation into a limited liability company would require unanimous approval from the Company’s stockholders, which is unrealistic for a public corporation.

The Board therefore seeks stockholder approval to amend j2 Cloud Services’ Amended and Restated Certificate of Incorporation in order to remove a provision from j2 Cloud Services’ Amended and Restated Certificate of Incorporation that requires the approval of the Company’s stockholders of j2 Global for certain actions including such conversion. Instead, j2 Global would be able to approve the conversion as the sole stockholder of j2 Cloud Services without a vote of the stockholders of j2 Global.

Specifically, the proposed amendment would eliminate the following section from j2 Cloud Services’ Amended and Restated Certificate of Incorporation (the “Voting Provision”):

Any act or transaction by or involving the Corporation, other than the election or removal of members of its Board of Directors, that requires for its adoption under the General Corporation Law of the State of Delaware or this certificate of incorporation the approval of the stockholders of the Corporation shall, pursuant to Section 251(g) of the General Corporation Law of the State of Delaware, require, in addition, the approval of the stockholders of j2 Global, Inc., a Delaware corporation (or any successor by merger), by the same vote as is required by the General Corporation Law of the State of Delaware and/or by this Certificate of Incorporation.

A complete copy of the proposed amendment is attached to this proxy statement as Annex B.

Board Rationale

On June 10, 2014, j2 Cloud Services (formerly named j2 Global, Inc.) completed a corporate reorganization (the “Reorganization”) pursuant to which j2 Cloud Services became a direct wholly owned subsidiary of a new public holding company, j2 Global. We undertook the Reorganization for the purpose of enhancing our corporate structure, strengthening our credit profile and providing greater flexibility and efficiency in managing and financing existing and future strategic operations. In connection with the Reorganization, we are also considering the distribution by j2 Cloud Services to j2 Global (the “Distribution”) of certain of j2 Cloud Services’ subsidiaries or other assets in furtherance of these objectives.

To enhance the benefits of the Reorganization, we are considering the conversion of j2 Cloud Services into a Delaware limited liability company (the “Conversion”). If we go forward with the Conversion, j2 Cloud Services would be treated as an entity that is disregarded as separate from j2 Global for U.S. federal income tax purposes. The Conversion would facilitate tax-efficient transactions between j2 Global and j2 Cloud Services, including with respect to the Distribution.

Under Delaware law, the conversion of a wholly owned subsidiary from a corporation into a limited liability company would not normally require a vote of the stockholders of the parent corporation. However, if the Voting Provision remains in place, the Conversion would require the unanimous approval of j2 Global's stockholders because Section 266 of the General Corporation Law of the State of Delaware requires the unanimous approval of a corporation's stockholders in order for a corporation to convert to a limited liability company. Obtaining the unanimous approval of stockholders of a public corporation is not a realistic alternative.

In addition to the foregoing reason for the elimination of the Voting Provision, the deletion of the Voting Provision will put j2 Global in the same position as substantially all other public companies that operate through multiple subsidiaries. It is exceedingly uncommon in business organizations that operate in a holding company structure for the stockholders of the holding company to have direct voting rights as to matters that affect only subsidiaries of the holding company. By lifting this requirement, j2 Global will gain the flexibility and efficiency currently realized by nearly all other companies who operate under the same, or similar, holding company and subsidiary structure.

Impact on Stockholder Rights

The amendment would have no effect on the right of stockholders of j2 Global to vote on matters relating to j2 Global, such as a merger or consolidation of j2 Global, a sale of all or substantially all of j2 Global's assets, amendments to j2 Global's certificate of incorporation, or any other acts or transactions requiring the approval of j2 Global stockholders under applicable law.

Board Recommendation; Vote Required

The Board believes that the proposed amendment to j2 Cloud Services' Amended and Restated Certificate of Incorporation is in the best interests of the Company and its stockholders based on the factors and considerations listed above, including the ability to effect the Distribution in a tax efficient manner. Accordingly, the Board recommends that the stockholders of j2 Global vote in favor of the proposed amendment, which eliminates the Voting Provision from j2 Cloud Services' Amended and Restated Certificate of Incorporation. If holders of a majority of the outstanding shares of common stock of j2 Global vote in favor of the proposal, then j2 Cloud Services will promptly file an amendment to its Amended and Restated Certificate of Incorporation with the State of Delaware to delete the Voting Provision. Abstentions from voting and broker non-votes, if any, will have the same effect as votes against the adoption of the proposal.

THE J2 GLOBAL BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSAL 5 – AUTHORIZATION OF AN AMENDMENT OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF J2 CLOUD SERVICES, INC. TO REMOVE THE VOTING PROVISION.

CORPORATE GOVERNANCE

j2 Global's Board of Directors has adopted Corporate Governance Principles and a Code of Business Conduct and Ethics (the "Code"), which are both posted, along with the charters for the Audit, Compensation and Corporate Governance and Nominating Committees, in the corporate governance section of j2 Global's website at <http://investor.j2global.com/documents.cfm>.

Corporate Governance Principles

j2 Global's Corporate Governance Principles provide guidelines that govern the qualifications and conduct of the Board of Directors. The Corporate Governance Principles are consistent with the corporate governance requirements of the Sarbanes-Oxley Act of 2002 ("SOX") and the corporate governance listing requirements applicable to companies whose securities are listed on the Nasdaq Global Select Market (the "Nasdaq listing standards"). The Corporate Governance Principles address, among other things:

- the independence and other qualifications of members of the j2 Global Board of Directors and its committees. The Corporate Governance Principles provide that a majority of the directors, and all members of the Audit, Compensation and Corporate Governance and Nominating Committees, shall be independent of j2 Global and its management;

- the functions of the Board of Directors in relation to oversight of j2 Global;

- the selection, evaluation and approval of compensation of j2 Global's executive officers;

- the organization and basic function of committees of the Board of Directors; and

- the authority of the Board of Directors and committees to engage outside advisors.

Code of Business Conduct and Ethics

j2 Global's Code of Business Conduct and Ethics applies to all directors, officers and employees of j2 Global, including j2 Global's Chief Executive Officer, President, Chief Financial Officer, and Chief Accounting Officer. The Code embodies j2 Global's commitment to conduct its business in accordance with all applicable laws, rules and regulations, and the highest ethical standards. The Code is posted on the corporate governance page of j2 Global's website, and can be accessed at <http://investor.j2global.com/documents.cfm>.

Board Leadership

We separate the roles of Chief Executive Officer and Chairman of the Board in recognition of the different responsibilities fulfilled by the Chief Executive Officer and the Chairman of the Board at j2 Global. The Chief Executive Officer is responsible for setting the strategic direction for j2 Global and for the day-to-day leadership and performance of j2 Global, while the Chairman of the Board provides guidance to the Chief Executive Officer and sets the agenda for, and presides over, meetings of the Board of Directors.

Director Independence

Douglas Y. Bech, Robert J. Cresci, W. Brian Kretzmer and Stephen Ross are independent directors, as defined in the Nasdaq listing standards and as determined by j2 Global's Board of Directors.

In July 2010, Congress adopted the Dodd Frank Wall Street Reform and Consumer Protection Act. As part of this legislation, Congress commissioned the SEC to issue rules requiring that members of the compensation committees of the board of directors of publicly listed companies and their compensation advisors be independent. In January 2013, the SEC approved proposed Nasdaq listing standards relating to the independence of compensation committees and their compensation advisors. The Company has reviewed the new independence criteria approved by the SEC to ensure that the members of its Compensation Committee and its compensation advisors will meet the new independence requirements.

Communications with the Board of Directors and the Audit Committee

The Board of Directors welcomes communications from stockholders and has adopted a procedure for receiving and addressing them. Interested parties may also submit complaints regarding accounting, internal accounting controls or auditing matters to j2 Global's Audit Committee. Stockholders may send written communications to the entire Board of Directors, to the Audit Committee or to individual members, addressing them to j2 Global, Inc., 6922 Hollywood Boulevard, Suite 500, Los Angeles, California 90028, Attention: Corporate Secretary. Communications by e-mail should be addressed to investor@j2global.com and marked "Attention: Corporate Secretary" in the "Subject" field.

The Board of Directors has instructed the Secretary to review all communications so received (via e-mail or otherwise), and to exercise his discretion not to forward to members of the Board of Directors correspondence that is inappropriate, such as business solicitations, frivolous communications, advertising, routine business matters (i.e., business inquiries, complaints or suggestions) and personal grievances. However, any director may at any time request the Secretary to forward any and all communications received by the Secretary but not forwarded to the Board of Directors.

Risk Management

The Board of Directors plays an active role, as a whole and also at the committee level, in overseeing management of j2 Global's risks and strategic direction. The Board of Directors regularly reviews information regarding j2 Global's liquidity and operations, as well as the risks associated with each. j2 Global's Compensation Committee is responsible for overseeing the management of risks relating to j2 Global's executive compensation plans and arrangements. The Audit Committee oversees the process by which j2 Global's senior management and the relevant departments assess and manage j2 Global's exposure to, and management of, financial risks. The Corporate Governance and Nominating Committee manages risks associated with the independence of the Board of Directors and potential conflicts of interest. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, the entire Board of Directors is regularly informed about such risks.

MEETINGS AND COMMITTEES OF THE BOARD

Board Meetings and Attendance at Annual Meeting

The Board of Directors of j2 Global held a total of seven meetings during 2014 and also conducted business by written consent. During 2014, each director attended at least seventy-five percent (75%) of all of the meetings of the Board of Directors and the committees of which he was a member. j2 Global encourages, but does not require, members of the Board of Directors to attend annual stockholder meetings. All of j2 Global's six directors at the time attended j2 Global's 2014 Annual Meeting of Stockholders.

Executive Sessions

In accordance with j2 Global's Corporate Governance Principles, executive sessions of non-management directors are held at least twice a year. The sessions are scheduled and chaired by the Chairman of the Audit Committee. Any non-management director can request that an additional executive session be scheduled.

Board Committees

The Board of Directors has established four standing committees: Audit, Compensation, Corporate Governance and Nominating, and Executive. The Audit, Compensation and Corporate Governance and Nominating Committees are composed solely of independent directors as defined in the Nasdaq listing standards and determined by the Board of Directors. The charters of the Audit, Compensation and Corporate Governance and Nominating Committees are each posted on the corporate governance portion of j2 Global's website at <http://investor.j2global.com/documents.cfm>.

Audit Committee

The Audit Committee currently consists of Messrs. Kretzmer, Ross and Cresci, who is the Chairman of the Committee. The Audit Committee is comprised solely of directors who meet all the independence standards for audit committee members as set forth in SOX, the rules of the SEC adopted pursuant to SOX and the Nasdaq listing standards. The Board of Directors has determined that each member of the Audit Committee is an "audit committee financial expert" as that term is defined in the SEC rules adopted pursuant to SOX and that he has accounting or related financial management expertise, in each case in accordance with the rules of the SEC and the Nasdaq listing standards. The Board of Directors has determined that each member of the Audit Committee is able to read and understand fundamental financial statements. The Audit Committee is responsible for, among other things, retaining and overseeing j2 Global's independent auditors, approving the services performed by them and reviewing j2 Global's financial reports and reporting process, accounting principles and its system of internal accounting controls. The Audit Committee held seven meetings in 2014. See the "Audit Committee Report" below.

Compensation Committee

The Compensation Committee currently consists of Messrs. Cresci, Ross and Bech, who is the Chairman of the Committee. The Compensation Committee is comprised solely of directors who meet all the independence standards for compensation committee members as set forth in the Nasdaq listing standards. The Compensation Committee is responsible for, among other things:

- administering j2 Global's compensation programs, including its stock-based compensation plans;

- reviewing the performance of j2 Global's executives and recommending to the Board of Directors, for approval by a majority of independent directors, goals and objectives, as well as compensation (including, salary, bonus and equity grants) for j2 Global's executives;

- periodically evaluating compensation paid to non-management members of the Board of Directors, including monitoring the competitiveness and composition of director compensation;

- recommending to the Board of Directors changes to j2 Global's compensation policies and benefits programs; and

- otherwise seeking to ensure that j2 Global's compensation philosophy is consistent with j2 Global's best interests and is properly implemented.

The Compensation Committee also has the authority to retain and terminate compensation consultants. The Compensation Committee retained Pearl Meyer & Partners, LLC (“Pearl Meyer”) as its compensation consultant for fiscal 2014, to provide information to the Compensation Committee related to compensation of our Board of Directors.

The Compensation Committee’s charter does not provide for the delegation of the Compensation Committee’s responsibilities. The Compensation Committee held five meetings in 2014. See the “Compensation Committee Report” below.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee currently consists of Messrs. Kretzmer and Bech, who is the Chairman of the Corporate Governance and Nominating Committee. Mr. Miller also serves as a non-voting member of the Corporate Governance and Nominating Committee for 2015, and is expected to become a voting member in 2016. The Corporate Governance and Nominating Committee is responsible for, among other things:

- identifying, evaluating and nominating qualified individuals to become director nominees at j2 Global’s annual meetings of stockholders or to fill vacancies occurring between annual meetings of stockholders;

- recommending members of the Board of Directors for nomination to, or to fill vacancies on, the standing committees of the Board of Directors;

 - developing and recommending to the Board of Directors standards for addressing conflicts of interest;

- developing, recommending to the Board of Directors and reviewing j2 Global’s Corporate Governance Principles; and

 - evaluating the performance of the Board of Directors and its committees.

The Corporate Governance and Nominating Committee has not established specific minimum age, education, experience or skill requirements for potential director nominees. In selecting director nominees, the Corporate Governance and Nominating Committee takes into consideration various factors to find candidates that will be able to represent the interests of the stockholders, including judgment, skill, diversity, integrity, educational background, experience with businesses and other organizations of a comparable size, the interplay of the candidate’s experience with that of the other members of the Board of Directors and the extent to which a candidate would be a desirable addition to the Board of Directors and any committees of the Board of Directors. Although the Corporate Governance and Nominating Committee does not have a formal policy with respect to diversity, in accordance with the Company’s Corporate Governance Principles, the Corporate Governance and Nominating Committee endeavors to seek nominees representing diverse experience in policy-making positions in business and technology, and in areas that are relevant to the Company’s global activities. The Corporate Governance and Nominating Committee evaluates the diversity in experience of its directors annually in recommending the slate of nominees to the full Board of Directors, and j2 Global believes that the current Board of Directors reflects the diversity of experience it seeks.

The Corporate Governance and Nominating Committee may consider candidates proposed by management or by stockholders, but is not limited to such candidates. The Corporate Governance and Nominating Committee evaluates director candidates recommended by stockholders in the same way that it evaluates candidates recommended by other sources. j2 Global sets forth its policy with regard to the consideration of any director candidates recommended by stockholders in its Bylaws. See “Deadline for Submitting Stockholder Proposals and Director Nominations for the Next Annual Meeting” for more information regarding the procedures for the consideration of any director candidates recommended by stockholders.

The Corporate Governance and Nominating Committee held three meetings in 2014.

Executive Committee

The Executive Committee currently consists of Messrs. Cresci and Ressler, who is the Chairman of the Committee. The Executive Committee may take certain action permitted by law and j2 Global’s Bylaws in the intervals between meetings of the full Board of Directors. The Executive Committee held one meeting in 2014.

DIRECTOR COMPENSATION

During fiscal 2014, each director received an annual retainer payable in equal monthly installments (the “Annual Retainer”). In addition to the Annual Retainer, the Chairman of each of the Audit, Compensation and Corporate Governance and Nominating Committees received an additional fee, payable in equal monthly installments. The Annual Retainer for Mr. Ressler, the Chairman of the Board, is \$276,000 and the Annual Retainer for all other directors is \$60,000. In addition, the Chairman of the Audit Committee receives \$20,000 and the Chairman of each of the Compensation Committee and the Corporate Governance and Nominating Committee receives \$15,000. Mr. Ressler’s Annual Retainer is paid pursuant to a consulting agreement between j2 Global and Orchard Capital, a company controlled by Mr. Ressler. The agreement is terminable by either party by written notice delivered at least 30 days prior to commencement of the next six-month term.

On the date of the 2014 Annual Meeting of stockholders, each director received restricted shares of the Company’s common stock with a fair market value of \$180,000 on the date of grant which fully vest on April 30, 2015.

In February 2015, the Compensation Committee recommended and the Board of Directors approved revising the annual director compensation package (the “Revised Director Plan”). Under the Revised Director Plan, each director, except Richard S. Ressler, will receive an annual retainer of \$70,000. In addition to the annual retainer, the Chairman of the Audit Committee will receive \$25,000 per annum and the Chairmen of the Compensation Committee and Corporate Governance and Nominating Committee will each receive an additional \$15,000 per annum. The Revised Director Plan also provides for each director to receive, on the date of each annual meeting of stockholders, restricted shares of the Company’s common stock with a fair market value of \$180,000 on the date of grant. The foregoing restricted shares would wholly vest on the one-year anniversary of the grant.

The following table contains information with respect to the compensation of j2 Global's directors for the fiscal year ended December 31, 2014. Jonathan F. Miller was appointed to the Board of Directors in February 2015 and did not receive compensation during the fiscal year ended December 31, 2014.

Director Compensation Table

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)(2)	Option Awards (\$)(3)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Richard S. Ressler	\$276,000(4)	\$179,988	–	–	–	–	\$455,988
Douglas Y. Bech (5)	\$ 75,000	\$179,988	–	–	–	–	\$254,988
Robert J. Cresci	\$ 80,000	\$179,988	–	–	–	–	\$259,988
W. Brian Kretzmer	\$ 60,000	\$179,988	–	–	–	–	\$239,988
Stephen Ross	\$ 60,000	\$179,988	–	–	–	–	\$239,988
Michael P. Schulhof(6)	\$ 85,417(7)	\$179,988	–	–	–	–	\$265,405

(1) These amounts represent the grant date fair value under FASB ASC Topic No. 718, Compensation – Stock Compensation (“ASC 718”) for restricted stock awards granted in 2014. The ASC 718 value as of the grant date for stock awards is spread over the number of months of service required for the grant to become non-forfeitable. There can be no assurance that the ASC 718 amount will ever be realized. Assumptions used in the calculation of these amounts for awards granted in 2014 are included in Note 13, “Stock Options and Employee Stock Purchase Plan” to the audited financial statements for the fiscal year ended December 31, 2014, included in j2 Global’s Annual Report on Form 10-K filed with the SEC on March 2, 2015.

(2) Messrs. Ressler, Bech, Cresci, Kretzmer and Ross each had restricted stock awards totaling 10,400 shares of j2 Global common stock outstanding at fiscal year end. Mr. Schulhof had no restricted stock awards at fiscal year end.

(3) The directors had the following outstanding stock options at fiscal year end: Mr. Ressler: 141,857; Mr. Bech: 81,857; Mr. Cresci: 141,857; Mr. Kretzmer: 62,421; and Mr. Ross: 69,734. Mr. Schulhof had no outstanding stock options at fiscal year end.

(4) Payments to Mr. Ressler are made pursuant to a consulting agreement between j2 Global and Orchard Capital, a company controlled by Mr. Ressler.

(5) Mr. Bech was appointed Chairman of the Compensation Committee in August 2014.

(6) Mr. Schulhof resigned from the Board of Directors, the Compensation Committee and the Corporate Governance and Nominating Committee in August 2014.

- (7) Includes \$41,667 paid to Mr. Schulhof pursuant to a consulting agreement dated August 8, 2014, by and between j2 Global and Mr. Schulhof.

EXECUTIVE OFFICERS

The following sets forth certain information regarding j2 Global's executive officers (ages are as of the record date):

Nehemia Zucker, 58, became j2 Global's Chief Executive Officer in May 2008. From August 2005 to May 2008, Mr. Zucker was Co-President and Chief Operating Officer. From April to August 2005, he served as Co-President, and from May 2003 to August 2005, he served as Chief Marketing Officer. From December 2000 to May 2003, Mr. Zucker served as Chief Marketing Officer and Chief Financial Officer, and from 1996 to December 2000, he served as Chief Financial Officer. Prior to joining j2 Global in 1996, Mr. Zucker was Chief Operations Manager of Motorola's EMBARC division, which packaged CNBC and ESPN for distribution to paging and wireless networks. From 1980 to 1996, he held various positions in finance, operations and marketing at Motorola in the United States and abroad.

R. Scott Turicchi, 51, became j2 Global's President in May 2008 and j2 Global's Chief Financial Officer in August 2014. From June 2007 until May 2008, Mr. Turicchi was Co-President. From August 2005 until June 2007, he was Co-President and Chief Financial Officer. From May 2003 to August 2005, Mr. Turicchi served as j2 Global's Chief Financial Officer, and from March 2000 through May 2003, he served as j2 Global's Executive Vice President, Corporate Development. Mr. Turicchi served as a member of j2 Global's Board of Directors from 1998 through 2000. From 1990 to 2000, he was with Donaldson, Lufkin & Jenrette Securities Corporation's investment banking department, holding various positions, including Managing Director. Mr. Turicchi is a member of the Board of Directors of Greenhills Software, Inc., a privately held company that develops real-time operating systems. He is also Chairman of the Board of Governors of Thomas Aquinas College, Co-Chairman of the Council for Institutional Advancement for the Pontifical North American College and a Vice Chairman of Legatus International.

Steve P. Dunn, 45, was appointed as Chief Accounting Officer of j2 Global effective May 10, 2012. Mr. Dunn had previously served as j2 Global's Controller since joining j2 Global in March 2008. From May 2007 until joining j2 Global, Mr. Dunn served as Director of Accounting for Countrywide Capital Markets, a subsidiary of Countrywide Financial Corporation that specialized in trading and underwriting securities. Mr. Dunn is a Certified Public Accountant and has over 20 years of accounting experience in various industries.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Information Regarding Beneficial Ownership of Principal Stockholders

The following table contains information regarding the beneficial ownership of j2 Global common stock by the stockholders j2 Global knows to beneficially own more than five percent of j2 Global's outstanding shares of common stock. The percentage of ownership is calculated using the number of outstanding shares on March 13, 2015.

Name	Number of Shares	
	Beneficially Owned(1)	Approximate Percentage
BlackRock, Inc. 55 East 52nd Street New York, NY 10022	4,219,903(2)	8.75%
Jackson Square Partners, LLC 101 California Street, Suite 3750 San Francisco, CA 94111	4,126,986(3)	8.55%

FMR LLC 245 Summer Street Boston, Massachusetts 02210	4,074,899(4)	8.45%
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	3,065,147(5)	6.35%
William Blair & Company, LLC 222 W. Adams Chicago, Illinois 60606	2,973,321(6)	6.16%
Macquarie Group Limited No. 1 Martin Place Sydney, New South Wales, Australia	2,592,515(7)	5.37%

(1) As of March 13, 2015, 48,241,382 shares of j2 Global common stock were outstanding.

- (2) Based solely on information set forth in the stockholder's Schedule 13G/A filed with the SEC on January 22, 2015. BlackRock, Inc. ("BlackRock") made this filing on behalf of itself and various BlackRock-related entities. According to the Schedule 13G/A, BlackRock has sole voting power over 4,118,426 shares and sole dispositive power over 4,219,903 shares.
- (3) Based solely on information set forth in the stockholder's Schedule 13G filed with the SEC on February 11, 2015. Jackson Square Partners, LLC ("Jackson Square") made this filing on behalf of itself and various Jackson Square-related entities. According to the Schedule 13G, Jackson Square has sole voting power over 1,821,958 shares, shared voting power over 2,305,028 shares, and sole dispositive power over 4,126,986 shares.
- (4) Based solely on information set forth in the stockholder's Schedule 13G/A filed with the SEC on February 13, 2015. According to the Schedule 13G/A, Fidelity Management & Research Company ("Fidelity"), a wholly-owned subsidiary of FMR LLC, is the beneficial owner of 4,074,899 shares. Edward C. Johnson 3rd and FMR LLC, through its control of Fidelity, each has sole power to dispose of the 4,074,899 shares. FMR LLC has sole voting power over 599 shares.
- (5) Based solely on information set forth in the stockholder's Schedule 13G/A filed with the SEC on February 10, 2015. According to the Schedule 13G/A, The Vanguard Group, Inc. ("Vanguard") has sole voting power over 63,265 shares, sole dispositive power over 3,006,282 shares and shared dispositive power over 58,865 shares. Vanguard Fiduciary Trust Company, a wholly owned subsidiary of Vanguard, is the beneficial owner of 58,865 shares. Vanguard Investments Australia, Ltd., a wholly owned subsidiary of Vanguard, is the beneficial owner of 4,400 shares.
- (6) Based solely on information set forth in the stockholder's Schedule 13G filed with the SEC on February 4, 2015. William Blair & Company, LLC ("William Blair") made this filing on behalf of itself and various William Blair-related entities. According to the Schedule 13G, William Blair has sole voting power over 2,973,321 shares and sole dispositive power over 2,973,321 shares.
- (7) Based solely on information set forth in the Schedule 13G/A filed jointly with the SEC on February 13, 2015, by Macquarie Group Limited and its subsidiaries Macquarie Bank Limited, Delaware Management Holdings Inc. and Delaware Management Business Trust. Delaware Management Holdings Inc. and Delaware Management

Business Trust each have sole voting and sole dispositive power over 2,592,515 shares.

Information Regarding Beneficial Ownership of Management

The following table sets forth certain information that has been provided to j2 Global with respect to beneficial ownership of shares of j2 Global common stock as of March 13, 2015 by: (i) each director and nominee for director of j2 Global, (ii) each of the named executive officers of j2 Global and (iii) all directors and executive officers of j2 Global as a group:

Name(1)	Number of Shares Beneficially Owned(2)		Approximate Percentage
Richard S. Ressler	1,845,126	(3)	3.81%
Douglas Y. Bech	190,020	(4)	*
Robert J. Cresci	206,899	(5)	*
W. Brian Kretzmer	75,237	(6)	*
Jonathan F. Miller	105,951	(7)	*
Stephen Ross	77,111	(8)	*
Nehemia Zucker	144,306	(9)	*
R. Scott Turicchi	316,548	(10)	*
Steve P. Dunn	19,155	(11)	*
Kathleen M. Griggs	0		0%
All directors and executive officers as a group (11 persons)	2,980,353	(12)	6.11%

* Less than 1%

(1) The address for all executive officers, directors and director nominees is c/o j2 Global, Inc., 6922 Hollywood Blvd., Suite 500, Los Angeles, California 90028.

(2) As of March 13, 2015, 48,241,382 shares of j2 Global common stock were outstanding.

(3) Consists of 1,706,292 shares of j2 Global common stock, including 10,400 shares of unvested restricted stock and options to acquire 138,834 shares of j2 Global common stock that are exercisable within 60 days of the record date for the Annual Meeting.

(4) Consists of 111,186 shares of j2 Global common stock, including 10,400 shares of unvested restricted stock and options to acquire 78,834 shares of j2 Global common stock that are exercisable within 60 days of the record date for the Annual Meeting.

(5) Consists of 68,065 shares of j2 Global common stock, including 10,400 shares of unvested restricted stock, and options to acquire 138,834 shares of j2 Global common stock that are exercisable within 60 days of the record date for the Annual Meeting.

(6) Consists of 15,839 shares of j2 Global common stock, including 10,400 shares of unvested restricted stock, and options to acquire 59,398 shares of j2 Global common stock that are exercisable within 60 days of the record date for the Annual Meeting.

- (7) Consists of 105,951 shares of j2 Global common stock, including 63,614 shares of unvested restricted stock.
- (8) Consists of 10,400 shares of unvested restricted j2 Global common stock, and options to acquire 66,711 shares of j2 Global common stock that are exercisable within 60 days of the record date for the Annual Meeting.

- (9) Consists of 144,306 shares of j2 Global common stock, including 106,962 shares of unvested restricted stock.
- (10) Consists of 296,548 shares of j2 Global common stock, including 80,936 shares of unvested restricted stock, and options to acquire 20,000 shares of j2 Global common stock that are exercisable within 60 days of the record date for the Annual Meeting.
- (11) Consists of 18,155 shares of j2 Global common stock, including 17,446 shares of unvested restricted stock, and options to acquire 1,000 shares of j2 Global common stock that are exercisable within 60 days of the record date for the Annual Meeting.
- (12) Consists of 2,476,742 shares of j2 Global common stock, including 320,958 shares of unvested restricted stock, and options to acquire 503,611 shares of j2 Global common stock that are exercisable within 60 days of the record date for the Annual Meeting.

j2 Global is not aware of any arrangements, including any pledge by any person of j2 Global's securities, the operation of which may at a subsequent date result in a change in control of j2 Global. j2 Global is not aware of any material proceedings to which any director, officer or affiliate of j2 Global, any owner of record or beneficially of more than five percent of j2 Global's common stock or any associate to any such director, officer, affiliate or stockholder is a party adverse to j2 Global or any of its subsidiaries or has a material interest adverse to j2 Global or any of its subsidiaries.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires j2 Global's officers (as defined in Rule 16a-1(f)), directors and persons who own more than 10% of a registered class of j2 Global's equity securities to file reports of ownership and changes in ownership with the SEC. Such persons are required by SEC regulations to furnish j2 Global with copies of all Section 16(a) forms they file. Based solely on j2 Global's review of the copies of such forms received by j2 Global and written representations from certain reporting persons that they have complied with the relevant filing requirements, j2 Global believes that all filing requirements applicable to j2 Global's officers, directors and 10% stockholders were complied with during the fiscal year ended December 31, 2014, except that Mr. Kretzmer filed a Form 5 on February 19, 2015, to report that he exercised certain stock options on August 27, 2014.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

General

The Compensation Committee of j2 Global's Board of Directors:

administers j2 Global's compensation programs, including its stock-based compensation plans;

recommends to the Board of Directors the compensation to be paid to j2 Global's executives;

recommends to the Board of Directors changes to j2 Global's compensation policies and benefit programs; and

otherwise seeks to ensure that j2 Global's compensation philosophy is consistent with j2 Global's best interests and is properly implemented.

The Compensation Committee currently is comprised of three non-employee directors whom the Board of Directors has determined meet the independence requirements for compensation committee membership set forth in Nasdaq Marketplace Rule 5605.

Compensation Philosophy and Objectives

j2 Global's executive compensation program is designed to attract, retain and motivate j2 Global's executive officers in a manner that is tied directly to achievement of j2 Global's overall operating and financial goals, and thereby increase j2 Global's overall equity value. The Compensation Committee reviews j2 Global's compensation strategy annually. As part of this process, the Compensation Committee considers whether j2 Global's current compensation programs should be modified and whether new programs or elements of compensation should be introduced in order to better meet j2 Global's overall compensation objectives.

At j2 Global's 2014 annual meeting of stockholders held on May 7, 2014, the Company held a stockholder advisory vote on the compensation of the named executive officers, commonly referred to as a "say-on-pay" vote. j2 Global's stockholders overwhelmingly approved the compensation of the named executive officers, with more than 96% of stockholder votes cast in favor of the Company's say-on-pay proposal. The Compensation Committee believes this affirms stockholders' support of the Company's approach to executive compensation and, as a result, the Compensation Committee decided to retain its general approach to executive compensation. The Compensation Committee will continue to consider the outcome of the Company's say-on-pay votes when making future compensation decisions for the named executive officers.

Compensation for j2 Global's executives consists of salary, an executive bonus program, a supplemental bonus program for the Chief Executive Officer and President beginning in 2010, stock option grants and restricted stock awards. j2 Global's Compensation Committee has not adopted any formal policy for allocating compensation between long-term and short-term, between cash and non-cash or among different forms of non-cash compensation. Rather, the Compensation Committee assesses past performance and anticipated future contribution of each executive officer and recommends to the Board of Directors the total amount and mix of each element of compensation.

The Compensation Committee also considers from time-to-time the market compensation of similarly-situated executives at other companies and periodically purchases third-party compensation surveys or engages third-party compensation consultants to assist in providing comparative compensation data. In 2011, the Compensation Committee engaged Pearl Meyer as its compensation consultant to prepare a competitive analysis of the Company's then current executive compensation programs (the "2011 Compensation Report"). The 2011 Compensation Report included compensation data by job function from companies of roughly similar size and industry to j2 Global (the "Peer Group"). The Peer Group used by the Compensation Committee in fiscal 2014 remained unchanged and consisted of the following companies: Cbeyond, Inc., Constant Contact Inc., Digital River, Inc., Earthlink Inc., IntraLinks Holdings Inc., LogMeIn Inc., Neustar, Inc., NIC Inc., Premiere Global Services, Inc., Rackspace Hosting Inc., RightNow Technologies, Inc., United Online Inc., ValueClick, Inc. and Websense, Inc.

In fiscal 2013, the Compensation Committee engaged Pearl Meyer to prepare a competitive analysis of the Company's current executive compensation programs that addressed j2 Global's Business Cloud Services Segment, Digital Media Segment and the Company on a consolidated basis (the "2013 Compensation Report"). As part of its analysis, Pearl Meyer selected and proposed companies for inclusion in two separate comparison groups. The "Cloud Peer Group" was comprised of the following companies that operated in the cloud services sector and had revenues that were roughly similar to the Company's Cloud Services Business Segment: Constant Contact Inc., Digital River, Inc., Earthlink Inc., Neustar, Inc., Premiere Global Services, Inc., United Online Inc. and ValueClick, Inc. The "Digital Media Peer Group" was comprised of the following companies that operated in the digital media sector and had revenues that were similar to the Company's Digital Media Business Segment: The Active Media, Inc., Demand Media, Inc., Pandora Media, Inc., Shutterfly Inc., Web.com Group, Inc. and WebMD Health Corp. The 2013 Compensation Report was presented to the Compensation Committee in November 2013. Although the 2013 Compensation Report helped clarify the relevancy of the companies used in the Peer Group, it did not affect executive compensation for fiscal 2013 or 2014.

The Compensation Committee recognizes that it is essential to receive objective advice from its external advisors. Consequently, the Compensation Committee is solely responsible for retaining and terminating Pearl Meyer, Pearl Meyer reports directly to the Compensation Committee and Pearl Meyer did not provide any other services to j2 Global during fiscal 2014.

In setting compensation for any given year, the Compensation Committee generally does not consider the amount of compensation from prior periods or amounts realizable from prior compensation.

j2 Global's compensation objective is to link compensation to improvements in corporate performance and increase in stockholder value. j2 Global's executive compensation program goals include the following:

- to establish pay levels that attract, retain and motivate highly qualified executive officers, while considering the overall market competitiveness for such executive talent and balancing the relationship between total stockholder return and direct compensation;

- to align executive officer remuneration with the interests of the stockholders;

- to recognize superior individual performance;

- to balance base and incentive compensation to complement j2 Global's annual and longer-term business objectives and strategies and encourage the fulfillment of those objectives and strategies through executive officer performance; and

- to provide compensation opportunities based on j2 Global's performance.

Compensation Components

Executive compensation consists of the following elements:

Salary. Base salary is the fixed portion of executive pay and is set to reward individuals' current contributions to j2 Global and compensate them for their expected day-to-day performance. Base salaries are evaluated annually for all executive officers. In determining appropriate salary levels for the executive officers generally, the Compensation Committee considers, among other factors, the officer's scope of responsibility, prior experience and past performance, and data on prevailing compensation levels in relevant markets for executive talent.

The Compensation Committee generally targets executive salaries near the median percentile for comparable positions at comparable companies based upon third-party compensation survey information, including the 2011 Compensation Report. In determining 2014 base salaries, the Compensation Committee considered a number of factors including the information in the 2011 Compensation Report, together with various other factors such as Company performance and general economic conditions, among others.

Based on the factors described above, in May 2014 the Compensation Committee recommended, and the Board of Directors approved, the following increases to the base salaries of the named executive officers:

Name	Previous Base Salary	New Base Salary
Nehemia Zucker	\$644,190	\$682,859
R. Scott Turicchi	\$474,950	\$503,771
Kathleen Griggs	\$315,880	\$329,465
Jeffrey D. Adelman	\$314,280	\$328,805
Steve P. Dunn	\$230,000	\$238,226

Non-Equity Incentive Compensation. j2 Global has established an executive bonus program (the "Senior Management Bonus Program") for awarding cash bonuses to j2 Global's senior executives, including the named executive officers. Bonus guidelines under the Senior Management Bonus Program are established each year and are designed to encourage and reward senior management for (a) attaining company-wide financial goals, (b) improving the financial and operational health of j2 Global, and (c) meeting or exceeding individually defined goals and objectives for each executive. The Senior Management Bonus Program provides guidelines only as to payment of bonuses to executive program participants, is non-binding, and does not create any contract right between j2 Global and the participants.

The process for determining bonuses under the Senior Management Bonus Program begins with development of corporate financial targets. In addition, individual goals and objectives are set for each program participant except the Chief Executive Officer and the President, who bear ultimate responsibility for achievement of the corporate financial targets and the budget. Mr. Adelman's individual goals and objectives for fiscal 2014 included the following: effective oversight of mergers and acquisitions transactions, tax planning, regulatory matters, litigation and intellectual property matters. Mr. Dunn's individual goals and objectives for fiscal 2014 included the following: integrate acquired companies' accounting functions, develop and expand the tax department and conduct due diligence of potential acquisition targets. Ms. Griggs resigned in August 2014 and therefore did not participate in the 2014 Senior Management Bonus Program. The financial objectives are generally in alignment with j2 Global's budget for the year, which budget is used as a basis for j2 Global's public disclosures regarding its expected annual financial performance. The individual goals and objectives are designed to help j2 Global achieve its financial goals. The corporate financial objectives and all individual goals and objectives are recommended by the Compensation Committee for approval by

the Board of Directors.

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Under the Senior Management Bonus Program established for fiscal 2014 (the “2014 Senior Management Bonus Plan”), j2 Global established a “bonus pool” based upon an aggregate of specified percentages of base salary of all eligible executives, ranging from 25% to 90%. For Mr. Zucker, the “target” bonus percentage was 90% of his base salary. For Mr. Turicchi, the “target” bonus percentage was 70% of his base salary. For Mr. Adelman, the “target” bonus percentage was 45% of his base salary. For Mr. Dunn, the “target” bonus percentage was 35% of his base salary. These percentages were determined based on the named executive officers’ relative level of responsibility, size and complexity of the job, past contributions to j2 Global’s performance and expected contributions to j2 Global’s future success, based on the executive’s articulated goals and objectives, as well as the market compensation of similarly-situated executives at other companies, as reflected in third-party compensation surveys, including the 2011 Compensation Report. However, the Compensation Committee retained the discretion to award bonus percentages higher or lower than these targets based on the overall plan funding level and the Committee’s subjective assessment of each individual’s achievement of his or her individual goals and objectives, as applicable.

The 2014 Senior Management Bonus Plan provided that the bonus pool would be “funded” only if j2 Global’s Business Cloud Services Segment achieved at least 96% of a target adjusted EBITDA value (“Adjusted EBITDA”) of \$202,610,000. Such amount would be calculated by taking the GAAP operating income of the Business Cloud Services Segment, adding back any non-cash compensation expense, depreciation, and amortization, and deducting any income recorded in the fiscal year of 2014 relating to a previous year. Such amount would be further reduced by a cost of capital charge at a rate of 8.94% representing certain Business Cloud Services Segment acquisitions. If 96% or more of the target Adjusted EBITDA was achieved, the bonus pool could be funded at between 50% and 170% of the target pool amount, or between \$969,760 and \$3,297,184, depending on the actual percentage of the Adjusted EBITDA target achieved. The bonus pool was capped at 170% if more than \$221,640,000 of Adjusted EBITDA was achieved. Notwithstanding the achievement of the 2014 Senior Management Bonus Plan criteria, the Compensation Committee retained discretion to increase or decrease the funding of the bonus pool based on factors it deemed appropriate.

Once the bonus pool was funded, individual bonuses were to be established by evaluating each executive’s relative contribution to the success of j2 Global as a whole, as well as his or her success in meeting his or her individual objectives. Individual bonus amounts were to be recommended by the Compensation Committee for approval by the Board of Directors.

On February 9, 2015, the Compensation Committee recommended for approval by the Board of Directors, and the Board of Directors approved, funding the pool established under the 2014 Senior Management Bonus Plan (the “2014 Pool”) at the 122% level based upon the program formula. On February 10, 2015, the Board of Directors approved the Compensation Committee’s recommendation to award the following bonuses from the 2014 Pool to the named executive officers: Nehemia Zucker – \$813,000; R. Scott Turicchi – \$467,000; Jeffrey D. Adelman – \$226,980; and Steve Dunn – \$107,000. The bonus levels for Messrs. Zucker and Turicchi were based on the overall financial performance of j2 Global for 2014. The bonus levels for Mr. Adelman and Mr. Dunn were based on an assessment of their satisfaction of their individual goals and objectives. We are saddened to report that Mr. Adelman died unexpectedly in January 2015. Mr. Adelman’s estate will receive his award under the Senior Management Bonus Program.

In addition to the Senior Management Bonus Program described above, the Chief Executive Officer and President also participate in a Supplemental Deferred Compensation Bonus Program (the “Supplemental Plan”). The Supplemental Plan is designed to further incentivize the most senior executives, who are ultimately responsible for j2 Global’s performance, to achieve j2 Global’s financial goals and improve its financial and operational health. The Supplemental Plan was adopted in recognition of the increased level of responsibility that the participants have assumed in light of the continued growth of j2 Global, and the increased expectations of these executives to continue to innovate and grow and promote j2 Global’s vision. Under the Supplemental Plan, the Chief Executive Officer and President are eligible to receive an additional 37.5% and 25% of their base salary, respectively, in any year in which the Senior Management Bonus Plan is funded in an amount representing achievement of at least 90% of the target Adjusted EBITDA value.

Awards under the Supplemental Plan are determined on the date on which the level of funding of the Senior Management Bonus Plan is determined (the “Determination Date”), and are paid out in three equal annual installments on or around the first, second and third anniversary of the applicable Determination Date. Payments are made only if the recipients are active employees of the Company on the date of distribution. Notwithstanding the achievement of the funding criteria under the Supplemental Plan, the Compensation Committee and Board of Directors reserve the right to increase or decrease the amount payable under the Supplemental Plan as they deem appropriate under the circumstances.

Upon approval by the Board of Directors to fund the 2014 Senior Management Bonus Plan at the 122% level, the Supplemental Plan was also automatically funded in accordance with its terms, and the participants received the following supplemental bonuses, one-third of which will be paid in each of three equal annual installments commencing on or around February 10, 2016: Nehemia Zucker – \$256,072 and R. Scott Turicchi – \$125,943.

The following table describes the installments previously paid, and to be paid in the future, to Messrs. Zucker and Turicchi under the Supplemental Plan.

Name	Determination Date	Total Bonus	Installments paid under Supplemental Plan				Future Installments under Supplemental Plan		
			February 20, 2012	March 5, 2013	March 5, 2014	March 5, 2015	2016	2017	2018
Nehemia Zucker	1/31/2011	\$172,125	\$ 57,375	\$ 57,375	\$ 57,375	–	–	–	–
	1/30/2012	\$209,625	–	\$ 69,875	\$ 69,875	\$ 69,875	–	–	–
	2/11/2013	\$221,625	–	–	\$ 73,875	\$ 73,875	\$ 73,875	–	–
	2/11/2014	\$241,571	–	–	–	\$ 80,524	\$ 80,524	\$ 80,523	–
	2/10/2015	\$256,072	–	–	–	–	–\$ 85,358	\$ 85,357	\$ 85,357
Scott Turicchi	1/31/2011	\$ 93,750	\$ 31,250	\$ 31,250	\$ 31,250	–	–	–	–
	1/30/2012	\$ 97,500	–	\$ 32,500	\$ 32,500	\$ 32,500	–	–	–
	2/11/2013	\$103,250	–	–	\$ 34,417	\$ 34,417	\$ 34,416	–	–
	2/11/2014	\$118,738	–	–	–	\$ 39,580	\$ 39,580	\$ 39,578	–
	2/10/2015	\$125,943	–	–	–	–	–\$ 41,981	\$ 41,981	\$ 41,981

j2 Global does not currently have any policy regarding the adjustment or recovery of awards under the bonus program in the event that the Company’s financial statements are later restated or adjusted. In July 2010, Congress adopted the Dodd Frank Wall Street Reform and Consumer Protection Act. As part of this legislation, Congress has commissioned the SEC to issue rules requiring that all public companies adopt a policy whereby, in the event of a restatement, the company will recover from current and former executives, for the three years preceding the restatement, any

incentive-based compensation that would not have been awarded under the restated financial statements. The SEC has not yet adopted such rules. Upon their adoption, j2 Global will consider and adopt a policy that complies with the new requirements and, as necessary, enter into appropriate agreements with the employees covered by any such policy.

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2014 Cash Bonuses.

j2 Global has established an executive bonus program in the aggregate amount of up to \$300,000 (the “Corporate Bonus Program”) for awarding cash bonuses to selected j2 Global senior executives, including the named executive officers, to recognize their contributions to corporate matters, including fully integrating j2 Global’s Digital Media segment. The Corporate Bonus Program is non-binding and does not create any contract right between j2 Global and the participants. The Compensation Committee retains its discretion to increase or decrease the “target” \$300,000 funding amount as it deems appropriate under the circumstance, and each participant’s payout amount is determined based on the Committee’s subjective assessment of the participant’s role in such success.

On February 9, 2015, the Compensation Committee recommended, and the Board of Directors approved, the funding of the Corporate Bonus Program at the \$300,000 level. On February 10, 2015, the Board of Directors approved the Compensation Committee’s recommendation to award the following cash bonuses to the named executive officers under the Corporate Bonus Program: Nehemia Zucker – \$90,000; R. Scott Turicchi – \$75,000; Jeffrey D. Adelman – \$30,000; and Steve Dunn – \$40,000. Mr. Adelman’s estate will receive his award under the Corporate Bonus Program.

Upon his death in January 2015, the Compensation Committee considered the circumstances of Mr. Adelman’s termination of employment and long-standing service and approved a special cash payment of \$243,020 that was paid to his estate in a lump sum on March 12, 2015.

Stock-Based Compensation. Stock-based compensation awards, including stock options, restricted stock, stock appreciation rights, restricted stock units and performance shares, are designed to align the interests of executives and employees with the long-term interests of the stockholders. j2 Global approves stock-based compensation awards subject to vesting periods to retain executives and employees and encourage sustained contributions. To date, j2 Global has only awarded stock-based compensation in the form of stock options, restricted stock and restricted stock units because it believes that these forms of compensation are most likely to retain and incentivize the employees to improve stockholder value. j2 Global has historically made these awards every three to five years based upon individual performance and the amount of previously approved awards that have not yet vested. In fiscal 2012, the Compensation Committee adopted a policy of making annual stock-based compensation awards to better align the Company’s compensation practices with members of the Peer Group.

In general, the Compensation Committee determines the appropriate size of stock-based compensation awards by evaluating the relative importance of the contributions of each executive and the expected future value of each award over the vesting period. The Compensation Committee also takes into account from time-to-time information provided by third-party compensation surveys that provide market compensation data of similarly-situated executives at similar companies. This process is designed to achieve the proper balance between incentivizing and retaining the services of our executive officers and other key employees, while continuing to preserve stockholder value. Prior to 2012, the Compensation Committee had used a combination of (a) stock options vesting ratably over five years and having an exercise price equal to the closing market price on the date of grant and (b) restricted stock vesting over five years on the following graduated schedule on each anniversary of the date of award: 10% on the first anniversary, 15% on the second anniversary, 20% on the third anniversary, 25% on the fourth anniversary and 30% on the fifth anniversary. In fiscal 2012, to better align the Company’s compensation practices with members of the Peer Group, the Compensation Committee adopted a policy of having restricted stock vest ratably over the five-year vesting period, with awards vesting one-fifth on each of the first five anniversaries of the date of the award provided that the recipient is still employed by j2 Global at the applicable vesting date.

On May 6, 2014, the following stock-based compensation awards were made to the named executive officers (the “2014 Awards”):

Nehemia Zucker	42,435 restricted shares
R. Scott Turicchi	31,580 restricted shares
Jeffrey D. Adelman	9,869 restricted shares
Kathleen Griggs	9,869 restricted shares
Steve P. Dunn	7,402 restricted shares

Except as set forth below, one-fifth of the 2014 Awards will vest on each of the first five anniversaries of the date of award, provided that the applicable executive is still employed by j2 Global at the applicable vesting date.

Pursuant to the terms of Mr. Adelman’s award agreement, as the result of his death the restrictions on his 2014 Award will lapse on the first anniversary of the grant. Notwithstanding the foregoing, the Compensation Committee has determined to cancel Mr. Adelman’s 2014 Award in exchange for a cash payment to his estate in the amount of \$665,565 to be made in two equal installments on January 4, 2016, and January 4, 2017.

Ms. Griggs forfeited her 2014 Award upon retiring in August 2014.

Employee Stock Purchase Plan. j2 Global offers all of its employees, including j2 Global’s executive officers, the opportunity to purchase j2 Global’s common stock through a tax-qualified employee stock purchase plan (“ESPP”). Under the ESPP, eligible employees can withhold up to 15% of their earnings, up to certain maximums, to be used to purchase shares of j2 Global’s common stock at certain plan-defined dates. The price of j2 Global common stock purchased under the ESPP for the offering periods is equal to 95% of its fair value at the end of the offering period.

Other Compensation. j2 Global’s executive officers are entitled to participate in j2 Global’s health, vision, dental, life and disability insurance plans, j2 Global’s innovation and patent award program and j2 Global’s tax-qualified 401(k) plan, to the same extent as j2 Global’s other employees. j2 Global’s innovation and patent award program provides monetary incentives for participants who submit patent ideas to the Company, or file patent applications with, or are granted patents by, the U.S. Patent and Trademark Office. Participants in the 401(k) plan are eligible to receive an annual company match up to \$500, which vests over a three-year period. In addition, j2 Global pays a higher portion of employer contributions toward premiums for executives who participate in the health, vision and dental plans.

Change in Control and Severance Arrangements. j2 Global has not provided change of control or severance arrangements to any of its executive officers, except Mr. Zucker. Mr. Zucker has an employment agreement which has no specified term and is terminable at will by either party, but provides for severance payments equal to six months’ salary in the event of a termination by j2 Global without cause. Under Mr. Zucker’s employment agreement, “cause” means (i) any act or failure to act, done or omitted in bad faith, (ii) persistent unavailability for service, habitual neglect, material misconduct (after notice and a reasonable opportunity to cure) or dishonesty, or (iii) conviction of a felony (other than ordinary traffic violations or similar minor offenses). If Mr. Zucker had been terminated without cause on December 31, 2014, he would have been entitled to receive \$341,430.

In addition, in the event of a change of control of j2 Global, each option granted under the 2007 Stock Plan will become immediately exercisable in full and all outstanding restrictions on each share of restricted stock and each restricted stock unit awarded under the 2007 Stock Plan will immediately be canceled in full, in each case unless the Board of Directors determines that the holder has been offered substantially identical replacement options, shares of restricted stock or restricted stock units, as the case may be, and a comparable position at the acquiring company.

Prohibition on Hedging Transactions

The Board of Directors has adopted an anti-hedging policy that prohibits officers and directors from engaging in transactions that would allow such officer or director to continue to own the Company's common stock without taking on the full risks and rewards of stock ownership. The Board of Directors believes that when such transactions occur, those directors or officers engaged in any such transactions may no longer have the same objectives as the Company's other stockholders under such circumstances and, therefore, such hedging and monetization transactions are prohibited.

Summary

After its review of all existing programs, consideration of current market and competitive conditions and alignment with j2 Global's overall compensation objectives and philosophy, the Compensation Committee believes that the total compensation program for j2 Global's executive officers is focused on increasing value for stockholders and enhancing j2 Global's performance. The Compensation Committee currently believes that, although it does not target a specific percentage as being incentive compensation, a significant portion of compensation of executive officers is properly tied to stock appreciation or stockholder value through stock-based compensation awards and annual cash incentive bonus measures. j2 Global's Compensation Committee believes that its executive compensation levels are competitive with the compensation programs offered by other corporations with which it competes for executive talent.

Notwithstanding anything to the contrary set forth in any of j2 Global's filings under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, that might incorporate future filings, including this proxy statement, in whole or in part, the following Compensation Committee Report shall not be deemed to be "Soliciting Material," is not deemed "filed" with the SEC and shall not be incorporated by reference into any filings under the Securities Act or Exchange Act whether made before or after the date hereof and irrespective of any general incorporation language in such filings.

COMPENSATION COMMITTEE REPORT

Management of j2 Global has prepared the Compensation Discussion and Analysis as required by Item 402(b) of Regulation S-K, and the Compensation Committee of the Board of Directors has reviewed and discussed it with management. Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the proxy statement for j2 Global's 2015 Annual Meeting of Stockholders.

Submitted by the Compensation Committee of the Board of Directors,

Douglas Y. Bech
Robert J. Cresci
Stephen Ross

COMPENSATION RISK

The Compensation Committee has reviewed the Company's compensation policies and practices for all employees, including executive and non-executive officers, and determined that j2 Global's compensation programs do not give rise to risks reasonably likely to have a material adverse effect on the Company. The Committee noted several design features of j2 Global's cash and equity incentive programs for all executive officers in particular that reduce the likelihood of excessive risk-taking and instead encourage behaviors that support sustainable value creation:

The program design provides a balanced mix of cash and equity, annual and longer-term incentives, and performance metrics (revenue, earnings, and total stockholder return).

There is a significant weighting towards long-term incentive compensation that discourages short-term risk taking.

Goals are appropriately set to avoid targets that, if not achieved, result in a large percentage loss of compensation.

Maximum funding level of the Senior Management Bonus Program is capped at 170% of target, and the Supplemental Plan is capped at 37.5% of base salary for the Chief Executive Officer and 25% of base salary for the President.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Messrs. Bech, Cresci and Ross and our former director, Mr. Schulhof, served on the Compensation Committee during 2014. j2 Global has no interlocking relationships or other transactions involving any of its Compensation Committee members that are required to be reported pursuant to applicable SEC rules. No member of the Compensation Committee has ever been an officer or employee of j2 Global.

Summary Compensation Table

The table below summarizes the total compensation earned by each of the named executive officers in 2012, 2013 and 2014.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)(1)	Stock Awards (\$)(2)	Option Awards (\$)	Non-Equity Incentive Compensation (\$)(1)	Change in Pension Value and Non-qualified Deferred Compensation (\$)	All Other Compensation (\$)	Total (\$)
Nehemia Zucker Chief Executive Officer	2012	\$ 575,000	\$ 32,492	\$ 1,511,560	–	\$ 829,133	–	\$ 34,891	\$ 2,983,076
	2013	\$ 625,672	\$ 78,000	\$ 1,621,184	–	\$ 1,058,071	–	\$ 22,377	\$ 3,405,304
	2014	\$ 669,548	\$ 90,000	\$ 1,879,022	–	\$ 1,069,072	–	\$ 24,048	\$ 3,731,690
Scott Turicchi(3) President and Chief Financial Officer	2012	\$ 401,500	\$ 22,688	\$ 1,197,840	–	\$ 460,562	–	\$ 19,891	\$ 2,102,481
	2013	\$ 453,377	\$ 59,000	\$ 1,196,588	–	\$ 578,738	–	\$ 22,377	\$ 2,310,080
	2014	\$ 493,850	\$ 75,000	\$ 1,398,362	–	\$ 592,943	–	\$ 24,048	\$ 2,584,203
Jeffrey D. Adelman Vice President, General Counsel & Secretary	2012	\$ 285,850	\$ 16,133	\$ 370,760	–	\$ 168,867	–	\$ 19,891	\$ 861,501
	2013	\$ 306,192	\$ 30,000	\$ 385,996	–	\$ 285,000	–	\$ 22,377	\$ 1,029,565
	2014	\$ 323,805	\$ 30,000	\$ 436,999	–	\$ 226,980	–	\$ 24,048	\$ 1,041,832
Kathleen M. Griggs(4) Chief Financial Officer	2012	\$ 290,293	\$ 16,529	\$ 370,760	–	\$ 123,471	–	\$ 10,148	\$ 811,201
	2013	\$ 309,645	\$ 33,000	\$ 385,996	–	\$ 186,000	–	\$ 11,346	\$ 925,987
	2014	\$ 198,778	–	\$ 436,999	–	–	–	\$ 7,732	\$ 643,509
Steve P. Dunn(5) Chief Accounting Officer	2012	\$ 190,000	\$ 60,000	\$ 128,340	–	–	–	\$ 4,519	\$ 382,859
	2013	\$ 219,538	\$ 30,000	\$ 289,497	–	\$ 116,000	–	\$ 4,884	\$ 659,919
	2014	\$ 235,394	\$ 40,000	\$ 327,761	–	\$ 107,000	–	\$ 13,166	\$ 723,321

(1) Amounts reported in this column represent compensation earned in the year in which they were reported and were paid in the following fiscal year.

(2) These amounts represent the grant date fair value under ASC 718 for restricted stock awards granted in 2014. The ASC 718 value as of the grant date for stock awards is spread over the number of months of service required for the grant to become non-forfeitable. There can be no assurance that the ASC 718 amount will ever be realized. Assumptions used in the calculation of these amounts for awards granted in 2014 are included in Note 13, “Stock Options and Employee Stock Purchase Plan” to the audited financial statements for the fiscal year ended December 31, 2014, included in j2 Global’s Annual Report on Form 10-K filed with the SEC on March 2, 2015.

(3) Mr. Turicchi was appointed Chief Financial Officer in August 2014.

(4) Ms. Griggs resigned as Chief Financial Officer in August 2014 and forfeited her stock award upon resignation.

(5) Mr. Dunn was appointed Chief Accounting Officer in May 2012.

All Other Compensation

The following table and related footnotes describe each component of the column entitled “All Other Compensation” in the Summary Compensation Table.

Name	Year	Perquisites and Other Personal Benefits (\$)	Tax Reimbursements (\$)	Insurance Premiums (\$)	Company Contributions to Retirement and 401(k) Plans (\$)	Severance Payments/ Accruals(10) (\$)	Change in Control Payments / Accruals (\$)	Other
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