

# HHGregg Inc.

HHGregg Inc., 4151 E. 96th St., Indianapolis, 46240 ([www.hhgregg.com](http://www.hhgregg.com)), is a specialty retailer of consumer electronics and home appliances. It operates 212 stores in 17 states. In the fiscal first quarter, which ended June 30, 2012, HHGregg lost \$5.7 million, or 16 cents per share, on revenue of \$489.9 million. In the same period a year earlier, the company lost \$761,000, or 2 cents per share, on revenue of \$431.5 million. The company's shares trade on the New York Stock Exchange under the ticker symbol HGG. Information for Proxy Corner was taken from Yahoo Finance and the company's proxy statement dated June 29, 2012.

VALUE	8/13/12	8/15/11
Shares of common stock outstanding	36.1 million	39.5 million
Market value of one common share	\$6.65	\$10.58
Market value of common stock	\$240.1million	\$417.9 million

## NOTEWORTHY CONTROL

### Freeman Spogli & Co.

Number of common shares: 13,475,981

Percentage of all shares: 37.3

### Gregg Throgmartin

Number of common shares: 2,443,895

Percentage of all shares: 6.7

## EXECUTIVE COMPENSATION

	Total '12 compensation	Salary Bonus	Stock and option grants (1)	All other pay (2)	% change (3)
<b>Dennis May</b> president, CEO	\$1,351,086	<u>\$486,000</u> \$0	\$834,319	\$30,767	-16.7%
<b>Jeremy Aguilar</b> chief financial officer	\$653,046	<u>\$289,200</u> \$0	\$349,546	\$14,300	-28.5%
<b>Gregg W. Throgmartin</b> executive vice president	\$821,155	<u>\$302,900</u> \$0	\$496,573	\$21,682	-21.8%
<b>Michael Larimer</b> general merchandising officer	\$595,544	<u>\$271,200</u> \$0	\$305,853	\$18,491	-29.9%
<b>Douglas Moore</b> ex-chief merchandising and marketing officer	\$542,828	<u>\$50,500</u> \$145,000	\$346,252	\$1,076	NA

(1) Grant date fair value of stock and options awards, as calculated in company's proxy statement in its grant of plan-based awards table.

(2) Includes non-equity incentive plan compensation, above-market or preferential earnings on deferred compensation and all other annual compensation.

(3) Percentage increase or decrease in executive's total compensation vs. previous year.

## DIRECTORS

### Dennis May, 44

Occupation: president, CEO of company

Number of common shares: 1,405,585

### Gregg Throgmartin, 34

Occupation: executive vice president, chief operating officer

Number of common shares: 2,443,895

### Lawrence Castellani, 66

Occupation: former chairman and CEO of Advance Auto Parts Inc.

Number of common shares: 406,273

### Benjamin Geiger, 37

Occupation: partner in Freeman Spogli & Co.

Number of common shares: 0

### Catherine Langham, 54

Occupation: CEO of Langham Logistics Inc.

Number of common shares: 15,668

### John Roth, 53

Occupation: general partner of Freeman Spogli & Co.

Number of common shares: 13,475,981

### Charles Rullman, 64

Occupation: retired Freeman Spogli general partner

Number of common shares: 39,001

### Michael Smith, 63

Occupation: chairman of company, former WellPoint Inc. chief financial officer

Number of common shares: 92,748

### Peter Starrett, 64

Occupation: president of Peter Starrett Associates

Number of common shares: 232,334

### Kathleen Tierney, 67

Occupation: operating partner at Parallel Investment Partners

Number of common shares: 15,668

### Darrell Zink, 65

Occupation: CEO of Strategic Capital Partners, former vice chairman of Duke Realty Corp.

Number of common shares: 48,001

All officers and directors as a group (17 people) control 18,634,012 shares, or 49.9 percent, of the company's common stock. The previous year, 19 insiders controlled 21,927,688 shares, or 54.5 percent, of the common stock.