

Alliance HealthCare Services, Inc
Form DEF 14A
April 29, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934

(Amendment No.)

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

Check the appropriate box:

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

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:

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

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

ALLIANCE HEALTHCARE SERVICES, INC.

100 Bayview Circle, Suite 400

Newport Beach, CA 92660

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held June 6, 2016

Dear Stockholders:

On June 6, 2016, Alliance HealthCare Services, Inc. will hold its Annual Meeting of Stockholders (the “Annual Meeting”) at its corporate headquarters located at 100 Bayview Circle, Suite 400, Newport Beach, California 92660. The meeting will begin at 9:00 a.m. Pacific time.

Only record holders of shares of our Common Stock at the close of business on April 15, 2016, are entitled to notice of, and to vote at, the Annual Meeting and any adjournments or postponements of the Annual Meeting. The purposes of the meeting are:

1. To elect Scott A. Bartos, Edward L. Samek and Tao Zhang to serve as Class III directors to hold office for a three-year term expiring at the 2019 annual meeting of stockholders or until their respective successors are elected and qualified;
2. To approve the amendment and restatement of the 1999 Equity Plan for Employees of Alliance Imaging, Inc. and Subsidiaries, as amended and restated (the “1999 Equity Plan”), to increase the number of shares of our common stock available to be awarded under the plan from 2,205,000 shares to 3,005,000 shares and extend the term of the 1999 Equity Plan to April 27, 2026, including approval of the material terms of the performance goals under the 1999 Equity Plan;
3. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016; and
4. To act upon any other matter properly brought before the Annual Meeting or any adjournments or postponements of the Annual Meeting.

YOUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE IN FAVOR OF THE PROPOSALS OUTLINED IN THIS PROXY STATEMENT.

Sincerely,

Qisen Huang
Chairman of the Board

Important Notice Regarding the Availability of

Proxy Materials for the Annual Meeting of Stockholders to Be Held on June 6, 2016:

This proxy statement, our 2015 annual report to stockholders and a form of proxy card are

Edgar Filing: Alliance HealthCare Services, Inc - Form DEF 14A

available at www.AllianceHealthCareServicesAnnualMeetingMaterials.com

and <http://phx.corporate-ir.net/phoenix.zhtml?c=129994&p=proxy>

Newport Beach, California

April 29, 2016

2016 Proxy Statement Summary

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Annual Meeting of Stockholders

- Date and Time: June 6, 2016, 9:00 a.m. Pacific time
- Place: Corporate Headquarters
Alliance HealthCare Services, Inc.
100 Bayview Circle, Suite 400
Newport Beach, California 92660
- Record Date: April 15, 2016
- Voting: Stockholders as of the record date are entitled to vote. Each share of Common Stock is entitled to one vote for each director nominee and one vote for each of the proposals to be presented.

Meeting Agenda

- To elect Scott A. Bartos, Edward L. Samek and Tao Zhang to serve as Class III directors and to hold office for a three-year term expiring at the 2019 annual meeting of stockholders or until their respective successors are elected and qualified;
- To approve the amendment and restatement of the 1999 Equity Plan for Employees of Alliance Imaging, Inc. and Subsidiaries, as amended and restated (the “1999 Equity Plan”), to increase the number of shares of our common stock available to be awarded under the plan from 2,205,000 shares to 3,005,000 shares and extend the term of the 1999 Equity Plan to April 27, 2026, including approval of the material terms of the performance goals under the 1999 Equity Plan;
- To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016; and
- To act upon any other matter properly brought before the Annual Meeting or any adjournments or postponements of the Annual Meeting.

Director Nominees

The following table provides summary information about each of our three director nominees. Each director nominee is standing for election for a three-year term and must be approved by a plurality of votes cast.

Director			
Name	Age	Since	Occupation
Scott A. Bartos	52	December 2012	Healthcare Director and Advisor
Edward L. Samek	79	October 2001	Independent Consultant and Investor
Tao Zhang	41	March 2016	Healthcare Entrepreneur

Table of Contents

Section	Page
<u>QUESTIONS AND ANSWERS</u>	1
<u>PROPOSAL NO. 1—ELECTION OF DIRECTORS</u>	6
<u>Nominees and Other Members of the Board</u>	6
<u>Corporate Governance</u>	9
<u>Board Leadership Structure</u>	9
<u>Board Independence</u>	10
<u>Board and Committee Meetings</u>	10
<u>Pay Risk Assessment</u>	12
<u>The Board’s Role in Risk Oversight</u>	13
<u>Fiscal 2015 Directors’ Compensation</u>	14
<u>Directors Compensation Table for Fiscal 2014</u>	15
<u>OWNERSHIP OF ALLIANCE COMMON STOCK</u>	16
<u>EXECUTIVE COMPENSATION</u>	18
<u>Compensation Discussion and Analysis</u>	18
<u>Executive Summary</u>	18
<u>Our Executive Compensation Philosophy and Objectives</u>	19
<u>Determination of Executive Compensation</u>	20
<u>Elements of our Executive Compensation Program</u>	21
<u>Employment Agreements, Offer Letters & Severance Agreements</u>	29
<u>Other Elements of our Compensation Program</u>	31
<u>Tax and Accounting Considerations</u>	31
Subsequent Events	
<u>Compensation Committee Report</u>	32
<u>Summary Compensation Table</u>	33
<u>Grants of Plan-Based Awards for 2014 Fiscal Year</u>	34
<u>Description of Compensation Arrangements for Named Executive Officers</u>	35
<u>Outstanding Equity Awards at 2014 Fiscal Year-End</u>	39
<u>Fiscal 2014 Option Exercises and Stock Vested Table</u>	40
<u>Potential Payments upon Termination or Change in Control</u>	40
<u>Equity Compensation Plan Information</u>	44
<u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u>	45
<u>CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS</u>	45
<u>Review and Approval of Related Person Transactions</u>	45
<u>Related Person Transactions</u>	45
<u>REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS</u>	47
<u>PROPOSAL NO. 2— AMENDMENT AND RESTATEMENT OF EQUITY PLAN RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	49
<u>PROPOSAL NO. 3—AMENDMENT AND RESTATEMENT OF EQUITY PLAN</u>	55
<u>PRINCIPAL ACCOUNTING FIRM FEES</u>	55
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	56
<u>FORWARD-LOOKING STATEMENTS</u>	56
<u>AVAILABILITY OF CERTAIN DOCUMENTS</u>	57

ALLIANCE HEALTHCARE SERVICES, INC.

100 Bayview Circle, Suite 400

Newport Beach, CA 92660

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS

To Be Held June 6, 2016

QUESTIONS AND ANSWERS

1.Q: Who is soliciting my vote?

A: This proxy statement is solicited on behalf of the Board of Directors of Alliance HealthCare Services, Inc. (“Alliance,” “we” or “our”) for use at our Annual Meeting of Stockholders to be held June 6, 2016 (the “Annual Meeting”), at 9 A.M. local time, or at any continuation, postponement or adjournment thereof, for the purposes discussed in this proxy statement and in the accompanying Notice of Annual Meeting of Stockholders and any business properly brought before the Annual Meeting.

2.Q: When and how was this proxy statement mailed to stockholders?

A: This proxy statement is being first mailed to stockholders on or about May 7, 2016.

3.Q: What may I vote on?

A: You may vote on the following matters:

- (1) To elect Scott A. Bartos, Edward L. Samek and Tao Zhang to serve as Class III directors and to hold office for a three-year term expiring at the 2019 annual meeting of stockholders or until their respective successors are elected and qualified (“Proposal 1”); and
- (2) To approve the amendment and restatement of the 1999 Equity Plan for Employees of Alliance Imaging, Inc. and Subsidiaries, as amended and restated (the “1999 Equity Plan”), to increase the number of shares of our common stock available to be awarded under the plan from 2,205,000 shares to 3,005,000 shares and extend the term of the 1999 Equity Plan to April 27, 2026, including approval of the material terms of the performance goals under the 1999 Equity Plan (“Proposal 2”) and;
- (3) To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016 (“Proposal 3”).

4.Q: How does the Board of Directors recommend I vote on the proposals?

A: The Board of Directors recommends a vote FOR each of the director nominees listed in Proposal 1 and FOR Proposals 2 and 3.

5.Q: Who is entitled to vote?

A: Record holders of our common stock, par value \$0.01 per share (the “Common Stock”), as of the close of business on April 15, 2016 (the “Record Date”), are entitled to vote at the Annual Meeting. As of the Record Date, 10,716,884 shares of Common Stock were outstanding. The shares of Common Stock in our treasury on that date, if any, will not be voted. Each holder of record of Common Stock on the Record Date will be entitled to one vote for each share on all matters to be voted on at the Annual Meeting.

6.Q: What is the difference between a “beneficial stockholder” and a “stockholder of record”?

A: Whether you are a beneficial stockholder or a stockholder of record depends on how you hold your shares:

1

Beneficial Stockholders. Most of our stockholders hold their shares through a broker, bank, trustee or other nominee (that is, in “street name”) rather than directly in their own name. If you hold your shares

in street name, you are a “beneficial stockholder,” and the proxy materials were made available to you by the organization holding your account. As a beneficial stockholder, you have the right to instruct that organization on how to vote the shares held in your account. If you requested printed copies of the proxy materials by mail, you will receive a voting instruction form from your bank, broker, trustee or other nominee.

Stockholders of Record. If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, you are considered the stockholder of record with respect to those shares, and the proxy materials were made available directly to you by the company. If you requested printed copies of the proxy materials by mail, you will receive a proxy card from the company.

7.Q: How do I vote my shares in person at the Annual Meeting?

A: If you are a stockholder of record, you have the right to vote in person at the Annual Meeting. If you choose to do so, you can vote using the ballot provided at the Annual Meeting, or, if you requested and received printed copies of the proxy materials by mail, you can complete, sign and date the proxy card enclosed with the proxy materials you received and submit it at the Annual Meeting. If you are a beneficial stockholder, you may not vote your shares in person at the Annual Meeting unless you obtain a “legal proxy” from the bank, broker, trustee or other nominee that holds your shares, giving you the right to vote the shares at the Annual Meeting. Even if you plan to attend the Annual Meeting, we recommend that you submit your proxy or voting instructions in advance of the meeting as described below so that your vote will be counted if you later decide not to attend the Annual Meeting.

8.Q: How do I vote my shares without attending the Annual Meeting?

A: Whether you are a stockholder of record or a beneficial stockholder, you may direct how your shares are voted without attending the Annual Meeting. If you are a stockholder of record, you may submit a proxy to authorize how your shares are voted at the Annual Meeting. You can submit a proxy over the Internet by following the instructions provided in the Notice, or, if you requested and received printed copies of the proxy materials, you can also submit a proxy by mail or telephone pursuant to the instructions provided in the proxy card enclosed with the proxy materials.

If you are a beneficial stockholder, you may also submit your voting instructions over the Internet by following the instructions provided in the Notice, or, if you requested and received printed copies of the proxy materials, you can also submit voting instructions by telephone or mail by following the instructions provided to you by your bank, broker, trustee or other nominee.

Submitting your proxy or voting instructions via the Internet, by telephone or by mail will not affect your right to vote in person should you decide to attend the Annual Meeting, although beneficial stockholders must obtain a “legal proxy” from the bank, broker, trustee or other nominee that holds their shares giving them the right to vote the shares at the Annual Meeting in order to vote in person at the meeting.

Stockholders who submit a proxy through the Internet should be aware that they may incur costs to access the Internet, such as usage charges from telephone companies or Internet service providers and that these costs must be borne by the stockholder. Stockholders who submit a proxy by Internet or telephone need not return a proxy card or the form forwarded by your broker, bank, trust or other holder of record by mail.

9.Q: What is the deadline for voting my shares?

A: If you are a stockholder of record, your proxy must be received by telephone or the Internet by 11:59 p.m. Pacific time on June 5, 2016 in order for your shares to be voted at the Annual Meeting. However, if you are a stockholder of record and you received a copy of the proxy materials by mail, you may instead mark, sign, date and return the enclosed proxy card, which must be received before the polls close at the Annual Meeting, in order for your shares to be voted at the meeting. If you are a beneficial stockholder, please follow the voting instructions provided by the bank, broker, trustee or other nominee who holds your shares.

10.Q: How do I change or revoke my proxy or voting instructions?

A: If you are a stockholder of record, you may revoke your proxy by sending a written notice of revocation to our Secretary, Richard W. Johns, at the address shown above. To change how your shares will be voted at the Annual Meeting, you can submit a duly executed written proxy bearing a date that is later than the date of your original proxy or you can submit a later dated proxy electronically via the Internet or by telephone. A previously submitted proxy will not be voted if the stockholder of record who executed it is present at the Annual Meeting and votes the shares represented by the proxy in person at the Annual Meeting.

For shares you hold beneficially in street name, you may change your vote by submitting new voting instructions to your bank, broker, trustee or nominee, or, if you have obtained a legal proxy from your bank, broker, trustee or nominee giving you the right to vote your shares, by attending the Annual Meeting and voting in person. Please note that attendance at the Annual Meeting will not by itself constitute revocation of a proxy. Any change to your proxy or voting instructions that is provided by the Internet or by telephone must be submitted by 11:59 p.m. Pacific time on June 5, 2016.

11.Q: How will my shares be voted if I do not provide specific voting instructions in the proxy or voting instruction form I submit?

A: If you submit a proxy or voting instruction form but do not indicate your specific voting instructions on one or more of the proposals listed above in the notice of the meeting, your shares will be voted as recommended by the Board on those proposals (see Question 4) and as the proxyholders may determine in their discretion with respect to any other matters properly presented for a vote at the Annual Meeting.

12.Q: Who will count the votes?

A: Our Secretary will count the votes and act as the inspector of election. The inspector of election will separately tabulate affirmative and negative votes, abstentions and broker non-votes (described below).

13.Q: How many votes are needed for a quorum and to approve each of the proposals?

A: The holders of a majority of the shares of our Common Stock outstanding on the Record Date, represented in person or by proxy, constitute a quorum for the transaction of business.

For purposes of Proposal 1 (election of directors), the election of each director nominee must be approved by a plurality of the votes cast by stockholders represented at the meeting in person or by proxy. A "plurality" means that the individuals who receive the largest number of votes are elected as directors up to the maximum number of directors to be elected at the Annual Meeting.

For purposes of Proposal 2 (approval of an amendment and restatement of the 1999 Equity Plan), the affirmative approval of a majority of the shares represented at the meeting in person or by proxy and entitled to vote on the proposal at the Annual Meeting is required.

For purposes of Proposal 3 (ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm), the affirmative approval of a majority of the shares represented at the meeting in person or by proxy and entitled to vote on the proposal at the Annual Meeting is required. Please be aware that Proposal 3 is advisory only and is not binding on the company. Our Board of Directors will consider the outcome of the vote on this proposal in considering what action, if any, should be taken in response to the advisory vote by stockholders.

14.Q: What effect will broker non-votes and abstentions have?

A: A “broker non-vote” occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner as to how to vote such shares. This year, Proposals 1 (election of directors) and 2 (amendment and restatement of our 1999 Equity Plan) are non-routine and your broker or other nominee does not have discretionary authority to vote on those proposals. As a result, shares that constitute broker non-votes will be counted as present at the Annual Meeting for the purpose of determining a quorum, but will not be considered votes cast for Proposal 1 or entitled to vote for Proposal 3 and will have no effect on the outcome of those proposals.

Proposal 3 (ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm) is considered routine and may be voted upon by your broker if you do not submit voting instructions. Consequently, if you hold your shares through a brokerage account and do not submit voting instructions to your broker, your broker may exercise its discretion to vote your shares on Proposal 3. If your broker exercises this discretion, your shares will be counted as present for determining the presence of a quorum at the Annual Meeting and will be voted on Proposal 3 in the manner directed by your broker.

Abstentions also count toward establishing a quorum. However, for Proposal 1 (election of directors), abstentions, or shares for which authority is withheld to vote for director nominees, will have no effect on the outcome of that proposal. For Proposal 2 (amendment and restatement of 1999 Equity Plan) and Proposal 3 (ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm), we will treat abstentions as shares present or represented and entitled to vote on those proposals, so abstaining has the same effect as a vote “against” those proposals.

15.Q: How will voting on any other business be conducted?

A: We do not know of any business to be considered at the 2016 Annual Meeting other than the proposals described in this Proxy Statement. If any other business is properly presented at the Annual Meeting in accordance with our Amended and Restated Bylaws (which we refer to as our bylaws), your signed proxy card gives authority to Rhonda Longmore-Grund and Richard W. Johns to vote on such matters at their discretion.

16.Q: Where can I find the voting results of the Annual Meeting?

A: We intend to announce preliminary voting results at the Annual Meeting and disclose final results in a Current Report on Form 8-K filed with the SEC within the required timeframe.

17.Q: Do stockholders have dissenters’ or appraisal rights?

A: Our stockholders do not have dissenters’ or appraisal rights under Delaware law or under our certificate of incorporation or bylaws in connection with any proposal to be presented at the Annual Meeting.

18.Q: Who is our largest principal stockholder?

A: On March 29, 2016, THAIHOT Investment Company Limited, a wholly owned indirect subsidiary of Fujian Thai Hot Investment Co. Ltd (which we refer to collectively as Thai Hot) completed its purchase of 5,537,945 shares of common stock of the Company from funds managed by Oaktree Capital Management, L.P. (“Oaktree”)

and MTS Health Investors, LLC (“MTS”), and Larry C. Buckelew (together with Oaktree and MTS, the “Selling Stockholders”) for approximately \$102.5 million or \$18.50 per share (the “Thai Hot Transaction”).

As of the record date for the meeting, Thai Hot, owned 5,537,945 shares of our Common Stock, representing approximately 51.7% of our outstanding shares. Thai Hot has advised us that it intends to vote these shares of Common Stock in favor of each of the Proposals described above.

19.Q: Where can I find Alliance's financial information?

A: Our Annual Report on Form 10-K for the fiscal year ended December 31, 2015, as amended, contains our consolidated financial statements and related information and is enclosed with this proxy statement. The Annual Report is not incorporated by reference into this proxy statement and is not deemed to be a part of this proxy statement.

20.Q: When are stockholder proposals for the 2017 annual meeting due?

A: In general, stockholders who, in accordance with Rule 14a-8 under the Securities Exchange Act of 1934, as amended, wish to present proposals for inclusion in the proxy materials to be distributed by us in connection with our 2017 Annual Meeting must submit their proposals to our Secretary on or before December 26, 2016.

In accordance with our bylaws, to be properly brought before the 2017 Annual Meeting, a stockholder's notice of the nominee or the matter the stockholder wishes to present must be delivered to our Secretary at the address provided below no earlier than February 7, 2017 and no later than March 9, 2017. All stockholders must also comply with the applicable requirements of the Securities Exchange Act of 1934, as amended. Your submission must contain the specific information required in our bylaws. If you would like a copy of our bylaws, please write to our Secretary at Alliance HealthCare Services, Inc., 100 Bayview Circle, Suite 400, Newport Beach, CA 92660.

21.Q: How will we solicit proxies, and who will pay for the cost of the solicitation?

A: Our Board of Directors is soliciting proxies for the Annual Meeting principally by mailing these proxy materials to our stockholders. We will bear the entire cost of soliciting proxies from our stockholders, including the expense of preparing and mailing the Notice and the proxy materials for the Annual Meeting. We will reimburse brokers and other custodians, nominees and fiduciaries for forwarding proxy and solicitation material to owners of our stock in accordance with applicable rules. Our officers, directors and employees may undertake solicitation activities without any compensation specifically for those duties.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

Our Board of Directors, which we sometimes refer to as the Board, is divided into three classes, with each director serving a three-year term and one class of directors being elected at each year's annual meeting of stockholders. At each annual meeting, nominees are elected as directors to a class with a term of office that expires at the annual meeting held three years after the year of the nominee's election, or when their successors are elected and qualified. The term of office of the three incumbent Class III directors expires at the 2016 Annual Meeting. The Board has nominated incumbent directors Scott A. Bartos, Edward L. Samek and Tao Zhang for election to three-year terms of office that will expire at the Annual Meeting to be held in 2019 or when their respective successors are elected and qualified. Dr. Zhang, along with Messrs. Qisen Huang and Heping Feng, was appointed to the Board on March 29, 2016 pursuant to the terms of the Governance, Voting and Standstill Agreement that we entered into with Thai Hot, described in "Certain Relationships and Related Transactions" below, which provides Thai Hot with the right to designate up to the minimum number of directors that constitutes a majority of our Board (based on current ownership levels).

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR EACH OF THE THREE NOMINEES FOR DIRECTOR.

Below is information about the Class III nominees and our other current directors, including their principal occupations, business experience, directorships in other public companies and information about their specific experience, qualifications, attributes or skills that led to the conclusion that they should serve as directors in light of our structure and business. If for any reason any of the nominees should be unavailable to serve, proxies solicited by this proxy statement may be voted for a substitute as well as for the other nominees. The Board, however, expects each of the nominees to be available to serve if elected. There are no family relationships among any of our directors or executive officers.

Nominees and Other Members of the Board of Directors

Name	Position	Age	Class	Director Term	
				Since	Expires
Qisen Huang	Chairman of the Board	51	II	2016	2018
Larry C. Buckelew	Vice Chairman of the Board	62	II	2009	2018
Scott A. Bartos	Director	52	III	2012	2016
Tao Zhang	Director	41	III	2016	2016
Neil F. Dimick	Director	66	I	2002	2017
Heping Feng	Director	56	I	2016	2017
Edward L. Samek	Director	79	III	2001	2016
Percy C. Tomlinson	Director and Chief Executive Officer	54	II	2013	2018
Paul S. Viviano	Director	63	I	2003	2017

Incumbent Class III Directors serving for a term expiring in 2019

SCOTT A. BARTOS

During 2015, Mr. Bartos served as President, Chief Executive Officer and Chairman of the Board for Rural/Metro Corporation, the nation's leading provider of