

IZEA Worldwide, Inc.
Form DEF 14A
October 11, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

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Check the appropriate box:
 Preliminary Proxy Statement
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(Name of Registrant as Specified In Its Charter)
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- (3) Filing Party:
- (4) Date Filed:

IZEA Worldwide, Inc.

480 N. Orlando Avenue, Suite 200
Winter Park, Florida 32789

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 18, 2018

Dear Stockholder:

We cordially invite you to attend the 2018 annual meeting of stockholders (the “Annual Meeting”) of IZEA Worldwide, Inc. (“IZEA,” “we,” “us” or “our”), which will be held on December 18, 2018 at 4:30 p.m., local time, at our offices located at 480 N. Orlando Avenue, Suite 200, Winter Park, Florida 32789. We have scheduled the Annual Meeting to:

- elect the seven nominees to the Board of Directors nominated by the Board of Directors;
- approve an amendment and restatement of IZEA’s 2014 Employee Stock Purchase Plan;
- approve an amendment and restatement of IZEA’s 2011 Equity Incentive Plan.
- approve on a non-binding advisory basis, the compensation paid to IZEA’s named executive officers (commonly known as “say-on-pay”);
- approve the issuance of our common stock in connection with our acquisition of TapInfluence, Inc. in accordance with the Marketplace Rules of the NASDAQ Stock Market, LLC;
- ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018; and
- transact such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

The accompanying proxy statement sets forth additional information regarding the Annual Meeting, and provides you with detailed information regarding the business to be considered at the Annual Meeting. We encourage you to read the proxy statement carefully and in its entirety.

Only stockholders of record at the close of business on October 23, 2018, the record date fixed by the Board of Directors, are entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements thereof.

YOUR VOTE IS VERY IMPORTANT. Regardless of whether you plan to attend the Annual Meeting, we ask that you promptly cast your vote via telephone or the internet following the instructions provided in the Notice of Internet Availability of Proxy Materials. We encourage you to vote via the internet, because we believe doing so provides the most convenient option for our stockholders, lowers the cost of our annual meeting and conserves natural resources.

By order of the Board of Directors:

Edward H. (Ted) Murphy
October , 2018 Chairman, President and Chief Executive Officer

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting

Our proxy statement follows, and our Annual Report on Form 10-K contains financial and other information regarding IZEA. You may find the proxy statement and our Annual Report on Form 10-K for the year ended December 31, 2017 at <https://izea.com>.

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IZEA Worldwide, Inc.

PROXY STATEMENT
FOR
2018 ANNUAL MEETING OF STOCKHOLDERS

The Board of Directors (the “Board”) of IZEA Worldwide, Inc. (“the Company,” “IZEA,” “we,” “us,” or “our”), having its principal executive offices at 480 N. Orlando Avenue, Suite 200, Winter Park, Florida 32789, is providing these proxy materials to you in connection with IZEA’s 2018 annual meeting of stockholders (the “Annual Meeting”). The Annual Meeting will be held on Tuesday, December 18, 2018 at 4:30 p.m., local time, at our offices located at 480 N. Orlando Avenue, Suite 200, Winter Park, Florida 32789. This proxy statement and the accompanying notice and form of proxy are being made available to stockholders on or about October 26, 2018. This proxy statement contains important information for you to consider when deciding how to vote on the matters brought before the Annual Meeting.

QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS AND VOTING

Q: Why did I receive a notice as to the Internet availability of proxy materials instead of a full set of materials?

Pursuant to rules adopted by the SEC, we have elected to provide access to our proxy materials over the Internet.

A: We have sent a Notice of Internet Availability of Proxy Materials, together with a proxy card, to our stockholders of record as of October 23, 2018. Instructions on how to access proxy materials over the Internet or to request a printed copy may be found in the Notice of Internet Availability. In addition, you may request to receive future proxy materials in printed form by mail or electronically. Your election to receive future proxy materials by mail or electronically will remain in effect until you terminate such election.

Q: How can I access the proxy materials over the Internet?

A: You may view and also download our proxy materials for the annual meeting, including the Notice of Internet Availability, the Proxy Statement, the form of proxy card and our 2017 Annual Report to Stockholders, on our website at www.izea.com as well as at www.proxyvote.com.

Q: How do I attend the Annual Meeting?

The meeting will be held on Tuesday, December 18, 2018 at 4:30 p.m., local time, at our offices located at 480 N.

A: Orlando Avenue, Suite 200, Winter Park, Florida 32789. Directions to the meeting location may be obtained by contacting our Corporate Secretary at 407-985-2935.

Q: Who can vote at the Annual Meeting?

A: All stockholders of record as of the close of business on October 23, 2018 (the “Record Date”) are entitled to vote at the Annual Meeting. Each share of common stock is entitled to one vote. As of the Record Date, there were _____ shares of common stock outstanding and entitled to vote at the Annual Meeting.

Stockholder of Record: Shares Registered in Your Name

If on the Record Date your shares were registered directly in your name on the books and records of our transfer agent, Island Stock Transfer, then you are a stockholder of record. As a stockholder of record, you may vote in person at the meeting or vote by proxy. Whether or not you plan to attend the meeting, we urge you to fill out and return the enclosed proxy card, or vote by proxy over the telephone or on the Internet as instructed below, to ensure your vote is counted. Each stockholder may be asked to present valid picture identification such as a driver’s license or passport and proof of stock ownership as of the Record Date.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If on the Record Date your shares were held, not in your name, but rather in an account at a brokerage firm, bank, dealer, or similar organization, then you are considered the beneficial owner of shares held in “street name” and are not a

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stockholder of record. For shares held in street name, the bank, broker or similar organization is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent regarding how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you will not be able to vote your shares in person at the meeting unless you request and obtain a valid proxy from the stockholder of record authorizing you to vote your shares.

Q: What items will be voted on at the Annual Meeting?

A: There are five proposals scheduled to be voted on at the Annual Meeting:

Proposal 1. Election of Directors. The election of the nominees to the Board nominated by our Board of Directors.

Proposal 2: Approval of the Amended and Restated 2014 Employee Stock Purchase Plan. The approval of an amendment and restatement of IZEA's 2014 Employee Stock Purchase Plan.

Proposal 3: Approval of the Amended and Restated 2011 Equity Incentive Plan. The approval of an amendment and restatement of IZEA's 2011 Equity Incentive Plan.

Proposal 4: Non-Binding, Advisory Approval of Executive Compensation ("Say-On-Pay"). The approval, on a non-binding advisory basis, of a proposal regarding the compensation paid to IZEA's named executive officers.

Proposal 5: Approval of the Issuance of Common Stock in Connection with the TapInfluence Acquisition. The approval of the issuance of our common stock in connection with our acquisition of TapInfluence, Inc. ("TapInfluence") pursuant to that certain Agreement and Plan of Merger, dated as of July 11, 2018, by and among IZEA, IZEA Merger Sub, Inc., TapInfluence, certain stockholders of TapInfluence and the stockholders' representative, as amended July 20, 2018 (the "TapInfluence Acquisition"), in accordance with the Marketplace Rules of the NASDAQ Stock Market, LLC ("NASDAQ").

Proposal 6: Ratification of Appointment of Independent Registered Public Accounting Firm. The ratification of the Audit Committee's appointment of BDO USA, LLP as IZEA's independent registered public accounting firm for the fiscal year ending December 31, 2018.

Q: What are the Board's voting recommendations?

A: The Board recommends that you vote your shares:

FOR the nominees to the Board;

FOR the approval of the Amended and Restated 2014 Employee Stock Purchase Plan;

FOR the approval of the Amended and Restated 2011 Equity Incentive Plan;

FOR the approval, on a non-binding advisory basis, of the compensation paid to our named executive officers;

FOR the approval of the issuance of common stock in connection with the TapInfluence Acquisition;

FOR the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm.

Q: What if another matter is properly brought before the meeting?

The Board does not anticipate that any other matters will be presented for consideration at the Annual Meeting. If A: any other matters are properly raised at the meeting, it is the intention of the persons named in the accompanying proxy to vote on those matters in accordance with their best judgment.

Q: How do I vote?

A: With respect to the election of directors, you may either vote "For" all the nominees to the Board or you may "Withhold" your vote for any nominee you specify. With respect to the approval of the amendment and restatement of IZEA's 2014 Employee Stock Purchase Plan, the approval, on a non-binding advisory basis, of the compensation

paid to our named executive officers, the approval of the issuance of our common stock in connection with the TapInfluence Acquisition in accordance with the Marketplace Rules of NASDAQ and the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018, you may vote “For” or “Against” or abstain from voting.

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Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record, you may vote in person at the Annual Meeting, vote by proxy using the enclosed proxy card, vote by proxy over the telephone, or vote by proxy through the Internet. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. You may still attend the Annual Meeting and vote in person even if you have already voted by proxy.

In Person. To vote in person, come to the Annual Meeting and we will give you a ballot when you arrive.

By Mail. To vote using the proxy card, simply complete, sign and date the proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.

By Telephone. To vote over the telephone from a location in the United States, Canada or Puerto Rico, dial toll-free 1-800-690-6903 using a touch-tone phone and follow the recorded instructions. You will be asked to provide the company number and control number from the enclosed proxy card. Your vote must be received by 11:59 p.m. Eastern time on November 15, 2018 to be counted.

Via the Internet. To vote via the Internet, go to www.proxyvote.com to complete an electronic proxy card. You will be asked to provide the company number and control number from the Notice of Internet Availability. Your vote must be received by 11:59 p.m. Eastern time on November 15, 2018 to be counted.

Beneficial Owner: Shares Registered in the Name of Broker or Bank

If you are a beneficial owner of shares registered in the name of your broker, bank, or other agent, you should have received a proxy card and voting instructions with these proxy materials from that organization rather than from us. Simply complete and mail the proxy card to ensure that your vote is counted. Alternatively, you may vote by telephone or over the Internet as instructed by your broker or bank. To vote in person at the Annual Meeting, you must obtain a valid proxy from the stockholder of record authorizing you to vote your shares. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank, to request a proxy form. We provide Internet proxy voting to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. Please be aware, however, that you must bear any costs associated with your Internet access, such as usage charges from Internet access providers and telephone companies.

Q: How many votes do I have?

A: On each matter, you have one vote for each share of common stock you own as of the Record Date; however, we will disregard any votes cast “for” Proposal 5 in respect to shares of common stock issued at the closing of the TapInfluence Acquisition (see Proposal 5).

Q: Who is soliciting proxies and who is paying for this proxy solicitation?

A: We are making, and will bear all expenses incurred in connection with, the solicitation of proxies. In addition to these proxy materials, our directors and employees may also solicit proxies in person, by telephone, or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. Although we do not currently contemplate doing so, we may engage a proxy solicitation firm to assist us in soliciting proxies, and if we do so we will pay the fees of any such firm.

We request persons such as brokers, nominees and fiduciaries holding stock in their names for others, or holding stock for others who have the right to give voting instructions, to forward proxy materials to their principals and to request authority for the execution of the proxy. We will reimburse such persons for their reasonable expenses.

Q: What does it mean if I receive more than one Notice of Internet Availability?

A: If you receive more than one Notice of Internet Availability, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on each of the proxy cards in the proxy materials to ensure that all of your shares are voted.

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Q: Can I change or revoke my vote after submitting my proxy?

A: Yes. You can change or revoke your proxy at any time before the final vote at the Annual Meeting. If you are the record holder of your shares, you may change or revoke your proxy in any one of the following ways:

• You may submit another properly completed proxy card with a later date.

• You may grant a subsequent proxy by telephone or through the Internet.

• You may send a timely written revocation of your proxy to our Corporate Secretary at IZEA Worldwide, Inc. at our principal executive offices at 480 N. Orlando Avenue, Suite 200, Winter Park, Florida 32789.

• You may attend the Annual Meeting and vote in person. Simply attending the Annual Meeting will not, by itself, revoke your proxy.

Your most current proxy card or telephone or Internet proxy is the one that is counted. If your shares are held by your broker or bank as a nominee or agent, you should follow the instructions provided by your broker or bank.

Q: What if I do not specify a choice for a matter when returning a proxy?

A: Your proxy will be treated as follows:

Stockholders of record. If you are a stockholder of record and you sign and return a proxy card without giving specific voting instructions, then the proxy holders will vote your shares in the manner recommended by the Board on all matters presented in this proxy statement and as the proxy holders may determine in their discretion for any other matters properly presented for a vote at the meeting.

Beneficial owners of shares held in “street name.” If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, the organization that holds your shares may generally vote on routine matters but cannot vote on non-routine matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is referred to as a “broker non-vote.”

Q: Which ballot measures are considered “routine” or “non-routine”?

The election of directors (Proposal 1), the approval of the amendment and restatement of IZEA's 2014 Employee Stock Purchase Plan (Proposal 2), the approval of the amendment and restatement of IZEA's 2011 Equity Incentive Plan (Proposal 3), the approval, on an advisory basis, of the compensation of our named executive officers (Proposal 4) and the approval of the issuance of common stock in connection with the TapInfluence Acquisition in accordance with the Marketplace Rules of NASDAQ (Proposal 5), are considered to be non-routine matters under applicable rules. A broker or other nominee cannot vote without instructions on non-routine matters, so unless the beneficial owner gives the broker or nominee specific instructions regarding the owner's vote on each proposal, there may be broker non-votes on Proposals 1, 2, 3, 4 and 5.

The ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018 (Proposal 6) is considered to be a routine matter under applicable rules. A broker or other nominee may generally vote on routine matters, and we do not expect there to be any broker non-votes with respect to Proposal 6.

Q: How many votes are needed to approve the proposals?

A: The following votes are needed to approve each proposal:

For Proposal 1, which relates to the election of directors, the seven nominees receiving a plurality of the affirmative (“FOR”) votes cast will be elected (meaning that the seven director nominees who receive the highest number of shares voted “for” their election are elected).

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Proposal 2, which relates to the approval of the amendment and restatement of IZEA's 2014 Employee Stock Purchase Plan, requires the affirmative ("FOR") vote of a majority of the votes cast on the matter (meaning the number of shares voted "for" this proposal must exceed the number of shares voted "against" this proposal).

Proposal 3, which relates to the approval of the amendment and restatement of IZEA's 2011 Equity Incentive Plan, requires the affirmative ("FOR") vote of a majority of the votes cast on the matter (meaning the number of shares voted "for" this proposal must exceed the number of shares voted "against" this proposal).

Proposal 4, which relates to the approval, on a non-binding, advisory basis, of the compensation paid to our named executive officers, requires the affirmative ("FOR") vote of a majority of the votes cast on the matter (meaning the number of shares voted "for" this proposal must exceed the number of shares voted "against" this proposal).

Proposal 5, which relates to the approval of the issuance of our common stock in connection with the TapInfluence Acquisition in accordance with the Marketplace Rules of NASDAQ, requires the affirmative ("FOR") vote of a majority of the votes cast on the matter (meaning the number of shares voted "for" this proposal must exceed the number of shares voted "against" this proposal), excluding any votes cast "for" Proposal 5 in respect to common stock issued at the closing of the TapInfluence Acquisition.

Proposal 6, which relates to the ratification of our Audit Committee's appointment of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018, requires the affirmative ("FOR") vote of a majority of the votes cast on the matter (meaning the number of shares voted "for" this proposal must exceed the number of shares voted "against" this proposal).

Abstentions and broker non-votes, if any, will not be counted in determining the number of votes cast in connection with any matter presented at the Annual Meeting and will have no impact on any proposal.

Q: What is the quorum requirement for the Annual Meeting?

A: A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if stockholders holding at least a majority of the outstanding shares of common stock as of the Record Date are present at the Annual Meeting in person or represented by proxy. On the Record Date, there were _____ shares outstanding and entitled to vote. Thus, the holders of _____ shares must be present in person or represented by proxy at the annual meeting to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy (or one is submitted on your behalf by your broker, bank or other nominee) or if you vote in person at the Annual Meeting. Broker non-votes will be counted towards the quorum requirement. If there is no quorum, the holders of a majority of shares present at the meeting in person or represented by proxy may adjourn the Annual Meeting to another date.

Q: How can I find out the results of the voting at the Annual Meeting?

A: Preliminary voting results will be announced at the Annual Meeting. Final voting results will be published in a Form 8-K within four business days following the Annual Meeting.

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PROPOSALS TO BE SUBMITTED FOR VOTING

Proposal 1: Election of Directors

Upon the recommendation of the Nominations and Corporate Governance Committee of our Board, on October 9, 2018, the Board expanded the Board from seven to eight positions and nominated eight directors, including the current seven members, for election at the 2018 Annual Meeting to hold office until the next annual meeting of stockholders or until his or her successor is duly elected and qualified. The eight nominees for election to the Board at the Annual Meeting are: Edward H. (Ted) Murphy, Ryan S. Schram, Brian W. Brady, John H. Caron, Lindsay A. Gardner, Jill M. Golder, Daniel R. Rua and Patrick J. Venetucci.

Except where authority to vote for directors has been withheld, it is intended that the proxies received pursuant to this solicitation will be voted “FOR” the nominees named below. Our Board of Directors knows of no reason why any nominee would be unable or unwilling to serve, but if such should be the case, proxies will be voted in favor of the remainder of those named and may be voted for substitute nominees in place of those who do not stand. The election of directors will be determined by a plurality of the affirmative (“FOR”) votes cast.

The following table sets forth the nominees to be elected at the 2018 Annual Meeting, the year such director was first elected as a director, and the positions currently held by each director with the Company:

Name	Age	Year First Elected	Position
Edward H. (Ted) Murphy	42	2006	Founder, Chairman of the Board, President and Chief Executive Officer
Ryan S. Schram	38	2012	Chief Operating Officer and Director
Brian W. Brady	60	2012	Director
John H. Caron			