

A. H. Belo Corp
Form DEF 14A
April 01, 2014
Table of Contents

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

(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

A. H. Belo Corporation

(Name of Registrant as Specified In Its Charter)

Edgar Filing: A. H. Belo Corp - Form DEF 14A

(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:

Edgar Filing: A. H. Belo Corp - Form DEF 14A

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

(3) Filing Party:

(4) Date Filed:

Table of Contents

April 1, 2014

Dear Fellow Shareholder:

I invite you to attend our annual meeting of shareholders on May 15, 2014 in the lobby of the TXCN Building, 570 Young Street, Dallas, Texas. Included is a map for your use. We hope that you will be able to attend.

Materials being provided include the Notice of Annual Meeting setting forth the business expected to come before the meeting, the 2014 proxy statement and A. H. Belo's 2013 annual report. If you requested printed versions of the materials by mail, these materials also include a proxy/voting instruction card for the annual meeting. The proxy statement tells you more about the agenda and voting procedures for the meeting and provides information about A. H. Belo's directors, including those nominated for election at this year's meeting.

As permitted by the rules of the Securities and Exchange Commission, most of the Company's shareholders were mailed a Notice of Internet Availability of Proxy Materials with instructions for electronically accessing these proxy materials and for voting via the Internet. The Notice of Internet Availability of Proxy Materials also provides information on how you may obtain printed copies of our proxy materials free of charge. We believe that this approach allows us to provide our shareholders with the information they need to vote their shares while reducing delivery costs and conserving natural resources.

For those A. H. Belo shareholders with access to the Internet, we encourage you to vote your shares online. Detailed instructions on how to vote over the Internet or by telephone are set forth in the proxy materials and in the Notice of Internet Availability of Proxy Materials. We encourage you to elect to receive future annual reports, proxy statements and other materials over the Internet by following the instructions in the proxy statement. This electronic means of communication is quick and convenient and reduces the Company's printing and mailing costs.

Whether or not you attend the meeting, it is important that your shares be represented at the annual meeting. I encourage you to vote your shares as soon as possible either by returning your proxy/voting instruction card or by voting using the Internet or telephone voting procedures outlined in the proxy materials or in the Notice of Internet Availability of Proxy Materials.

I hope to see you on May 15.

Sincerely,

James M. Moroney III

Chairman of the Board

President and Chief Executive Officer

P. O. Box 224866 Dallas, Texas 75222-4866 Tel. 214.977.8200 Fax 214.977.8285

www.ahbelo.com Deliveries: 508 Young Street Dallas, Texas 75202

Table of Contents

P. O. Box 224866

Dallas, Texas 75222-4866

www.ahbelo.com

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON MAY 15, 2014

To A. H. Belo Shareholders:

Please join us for the 2014 annual meeting of shareholders of A. H. Belo Corporation. The meeting will be held in the lobby of the TXCN Building at 570 Young Street, Dallas, Texas, on Thursday, May 15, 2014, at 1:30 p.m., Dallas, Texas time.

At the meeting, holders of A. H. Belo Series A common stock and A. H. Belo Series B common stock will act on the following matters:

1. Election of the four directors named in the proxy statement;
2. Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm;
3. Approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan;
4. Approval of an advisory resolution on executive compensation (say-on-pay); and
5. Any other matters that may properly come before the meeting.

All record holders of shares of A. H. Belo Series A common stock and A. H. Belo Series B common stock at the close of business on March 20, 2014 are entitled to vote at the meeting or at any postponement or adjournment of the meeting.

As permitted by the rules of the Securities and Exchange Commission (the "SEC"), we are furnishing our proxy materials to shareholders via the Internet. Shareholders will receive a Notice of Internet Availability of Proxy Materials with instructions for accessing the proxy materials, including our proxy statement and annual report, and for voting via the Internet. The electronic delivery of our proxy materials will expedite receipt of the materials by our shareholders, reduce any environmental impact and lessen our printing and mailing costs.

The Notice of Internet Availability of Proxy Materials identifies the date, time and location of the annual meeting; the matters to be acted upon at the meeting and the Board of Directors' recommendation with regard to each matter; a website where shareholders can access the proxy materials and vote their shares; and a toll-free telephone number, an email address and a website where shareholders can request a paper or email

Edgar Filing: A. H. Belo Corp - Form DEF 14A

copy of the proxy materials, including our proxy statement, annual report to shareholders and form of proxy/voting instruction card, free of charge.

By Order of the Board of Directors

DANIEL J. BLIZZARD

Secretary

April 1, 2014

Table of Contents

TABLE OF CONTENTS

	Page
<u>About the Meeting</u>	1
<u>Proxy Solicitation</u>	6
<u>A. H. Belo Corporation Stock Ownership</u>	7
<u>Proposal One: Election of Directors</u>	12
<u>Proposal Two: Ratification of the Appointment of Independent Registered Public Accounting Firm</u>	18
<u>Proposal Three: Approval of the Material Terms for Performance-Based Awards Under the A. H. Belo 2008 Incentive Compensation Plan</u>	20
<u>Proposal Four: Approval of Advisory Resolution on Executive Compensation (Say-on-Pay)</u>	29
<u>Corporate Governance</u>	30
<u>Executive Officers</u>	35
<u>Executive Compensation</u>	37
<u>Compensation Discussion and Analysis</u>	37
<u>Summary Compensation Table</u>	47
<u>Director Compensation</u>	57
<u>Certain Relationships</u>	59
<u>Annual Report and Additional Materials</u>	60
<u>Shareholder Proposals for 2015 Meeting</u>	60
<u>General</u>	61
<u>Exhibit I A. H. Belo 2008 Incentive Compensation Plan</u>	I-1
<u>Appendix A Guideline on Majority Voting in the Election of Directors (excerpted from Corporate Governance Guidelines)</u>	A-1
<u>Appendix B Independence Standards (excerpted from Corporate Governance Guidelines)</u>	B-1

Table of Contents

P. O. Box 224866

Dallas, Texas 75222-4866

www.ahbelo.com

PROXY STATEMENT

For the Annual Meeting of Shareholders

To Be Held On May 15, 2014

This proxy statement contains information related to the annual meeting of shareholders of A. H. Belo Corporation (A. H. Belo, the Company, we, our or us) to be held on Thursday, May 15, 2014, beginning at 1:30 p.m., Dallas, Texas time, in the lobby of the TXCN Building at 570 Young Street, Dallas, Texas, and any postponement or adjournment of the meeting.

A Notice of Internet Availability of Proxy Materials (the Notice) is being mailed or otherwise sent to shareholders of A. H. Belo on or about April 1, 2014. Paper copies of this proxy statement and related proxy/voting instruction card will be distributed to shareholders beginning on or about April 1, 2014.

Important Notice Regarding the Availability of Proxy Materials for the 2014 Annual Meeting to be Held on May 15, 2014. A. H. Belo's 2014 proxy statement and 2013 annual report, which includes consolidated financial statements for the year ended December 31, 2013, are available at www.proxyvote.com by entering a control number found in your notification materials. These documents are also posted on our website at www.ahbelo.com.

ABOUT THE MEETING

What is the purpose of the annual meeting?

At the annual meeting, shareholders will act on matters outlined in the accompanying notice, including the election of directors, ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm, approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan, an advisory resolution on executive compensation (say-on-pay), and any other matters properly brought before the meeting. Management will report on A. H. Belo's performance in 2013 and respond to questions and comments from shareholders.

Who can attend the annual meeting?

Shareholders and guests of A. H. Belo may attend the annual meeting.

Who may vote at the meeting?

Only shareholders who owned A. H. Belo shares of common stock at the close of business on March 20, 2014 (the record date), or their duly appointed proxies, are entitled to vote at the meeting, or at any postponement or adjournment of the meeting. Our common stock is divided into two series: Series A common stock and Series B common stock. Holders of either series of common stock as of the close of business on the

Edgar Filing: A. H. Belo Corp - Form DEF 14A

record date will be entitled to vote at the meeting. At the close of business on the record date, a total of 19,672,820 shares of Series A common stock and 2,392,430 shares of Series B common stock were outstanding and entitled to vote.

What are the voting rights of the holders of Series A common stock and Series B common stock?

Holders of A. H. Belo Series A and Series B common stock vote together as a single class on all matters to be acted upon at the annual meeting. Each outstanding share of Series A common stock will be entitled to one vote on each matter. Each outstanding share of Series B common stock will be entitled to 10 votes on each matter.

Table of Contents

Why did I receive a one-page Notice of 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), the Company has elected to provide access to its proxy materials via the Internet and has sent the Notice to its shareholders. Shareholders can access the proxy materials on the website referred to in the Notice or request to receive free of charge a printed set of the proxy materials, including a proxy/voting instruction card. Instructions on how to access the proxy materials over the Internet or to request a printed copy are set forth in the Notice. If you hold A. H. Belo shares in your A. H. Belo Savings Plan account or in your Belo Savings Plan account, the Notice also has instructions on how to provide your voting instructions via the Internet.

In addition, all shareholders may request to receive proxy materials electronically by email on an ongoing basis by following the instructions in the paragraph captioned *How to Receive Future Proxy Statements and Annual Reports Online* in the Annual Report and Additional Materials section of this proxy statement. The Company encourages shareholders to take advantage of the availability of the proxy materials on the Internet in order to help reduce printing and mailing costs and environmental impacts.

What constitutes a quorum to conduct business at the meeting?

In order to carry on the business of the meeting, we must have a quorum present in person or by proxy. A majority of the voting power of the outstanding shares of common stock eligible to vote and at least one-third of the outstanding shares entitled to vote must be present at the meeting, in person or by proxy, in order to constitute a quorum.

Abstentions and broker non-votes are counted as present at the meeting for purposes of determining whether we have a quorum. A broker non-vote occurs when a broker or other nominee returns a proxy but does not vote on a particular proposal because the broker or nominee does not have authority to vote on that particular item and has not received voting instructions from the beneficial owner.

How do I cast my vote?

You may receive more than one Notice or proxy/voting instruction card depending on how you hold your shares. It is important that you follow the instructions on each card or Notice and vote the shares represented by each card or Notice separately.

Shareholders of record. If you hold shares directly and are listed as a shareholder on A. H. Belo's stock records, you may vote in person if you attend the meeting or you may vote by proxy, which gives the proxy holder the right to vote your shares on your behalf. You may vote by proxy online via the Internet, by telephone, or, if you request copies of the proxy materials, by completing and returning your proxy card in the envelope provided. Shares represented by proxy cards that are properly completed and submitted will be voted in accordance with the shareholder's instructions.

Shares held in broker or other nominee name (street name). If you hold shares in street name, you have the right to instruct your broker or other nominee on how to vote those shares on your behalf and you will receive a Notice or, if you request, a copy of the proxy materials, including a voting instruction form, from them. Alternatively, you may vote these shares in person at the meeting, by following the instructions below under *How do I vote in person.*

Shares held in your A. H. Belo Savings Plan account or in your Belo Savings Plan account. These shares may be voted only by the plan trustee, but you may instruct the plan trustee on how to vote them. Information on how to provide voting instructions to the plan trustee via the Internet is set out in the Notice. The Notice also includes information on how to obtain paper copies of the proxy materials, including a voting instruction card, if you so desire. For more information, please refer to the question and answer *How do I vote my shares held in the A. H. Belo Savings Plan or in the Belo Savings Plan* below.

If you want to vote using the Internet or telephone, please follow the instructions on each proxy/voting instruction card or in the Notice, and have the proxy/voting instruction card or the Notice available when you call

Table of Contents

in or access the voting site. In order to be included in the final tabulation of proxies, completed proxy/voting instruction cards must be received, and votes cast using the Internet or telephone must be cast, by the date and time noted on the card or in the Notice.

How do I vote in person?

For shares held of record in your name, you may vote in person by completing a ballot at the annual meeting. If you plan to vote in person but hold shares through a broker or other nominee, you must provide a legal proxy from the broker or nominee evidencing your authority to vote shares the broker held for your account at the close of business on March 20, 2014. You must contact your brokerage firm directly in advance of the annual meeting to obtain a legal proxy. Blank ballots will be available at the registration table at the meeting. Completed ballots may be deposited at the registration table and a call for completed ballots will be made during the course of the meeting prior to the close of the polls. Voting instructions with respect to shares held in the A. H. Belo Savings Plan or the Belo Savings Plan must be submitted by May 13, 2014, and may not be provided at the meeting.

Can I change my vote or revoke my proxy prior to the final voting?

Yes. For shares held of record in your name, you may revoke your proxy (including an Internet or telephone vote) by:

filing a written notice of revocation with the Secretary of A. H. Belo at any time prior to the annual meeting; or

delivering a duly executed written proxy bearing a later date by the voting deadline set forth on the proxy card; or

submitting a new proxy by Internet or telephone by the voting deadline set forth on the proxy card; or

voting by ballot at the meeting. Attendance at the meeting does not by itself revoke a previously granted proxy.

If your shares are held through a broker or nominee, contact that broker or nominee if you wish to change your voting instructions.

For information on how to revoke or modify previously given voting instructions with respect to shares held through one of the Savings Plans, please see *How do I vote my shares held in the A. H. Belo Savings Plan or in the Belo Savings Plan* below.

How do I vote my shares held in the A. H. Belo Savings Plan or in the Belo Savings Plan?

Fidelity Management Trust Company is the plan trustee for the A. H. Belo Savings Plan. If you were an employee of Belo Corp., the former parent company of A. H. Belo, you may also hold A. H. Belo shares in the Belo Savings Plan, for which Fidelity also serves as the plan trustee. The A. H. Belo Savings Plan and the Belo Savings Plan are referred to herein as the Savings Plans. Only the plan trustee can vote the shares held by the Savings Plans. If you participate in either of these Savings Plans and had full shares of A. H. Belo common stock credited to your account as of the record date, you received a Notice in lieu of paper copies of our proxy materials. The Notice includes instructions on how to access the proxy materials over the Internet and how to request a printed set of the proxy materials, including a voting instruction card, if you desire to do so. The Notice also has information on how to provide your voting instructions to the plan trustee via the Internet or telephone. You will not be able to vote these shares in person at the annual meeting.

Because of the time required to tabulate voting instructions from participants in the Savings Plans before the annual meeting, the trustee must receive your voting instructions by May 13, 2014. If you sign, date and return a paper voting instruction card but do not check any boxes on the card, the trustee will vote your shares FOR the nominees standing for election as directors named in this proxy statement, FOR ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm, FOR approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan and FOR approval of the advisory resolution on executive compensation (say-on-pay). In addition, at its discretion, the trustee of the

Table of Contents

Savings Plans will be authorized to vote on any other matter that may properly come before the meeting or any adjournment or postponement of the meeting. If the trustee does not receive instructions from you (by Internet, telephone or voting instruction card) by May 13, 2014, the trustee will vote your shares in the same proportion as the shares in your particular Savings Plan for which voting instructions have been received from other plan participants. You may revoke or modify previously given voting instructions by May 13, 2014, by submitting a new voting instruction by Internet or telephone, filing with the trustee either a written notice of revocation or submitting a properly completed and signed voting instruction card by that date.

What happens if I do not give specific voting instructions?

If you indicate when voting on the Internet or by telephone that you wish to vote as recommended by the Board or you sign and return a proxy card or voting instruction card without giving specific voting instructions, then the proxy holders or the trustee of the Savings Plans, as appropriate, will vote your shares in the manner recommended by the Board on all matters presented in this proxy statement as follows: FOR the nominees standing for election as directors named in this proxy statement, FOR ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm, FOR approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan and FOR approval of the advisory resolution on executive compensation (say-on-pay). In addition, the proxy holders or the trustee of the Savings Plans, as appropriate, may vote in their discretion on any other matter that may properly come before the annual meeting or any adjournment or postponement of the annual meeting.

If you hold your shares through a broker, and you do not provide *any* voting instructions on the Internet or by telephone and do not return a voting instruction form, your broker may vote your shares at its discretion only on certain routine matters. If the organization that holds your shares does not receive any voting instructions from you, the organization that holds your shares will inform the inspector of election that it does not have the authority to vote your shares with respect to non-routine matters. This is generally referred to as a broker non-vote.

Which proposals are considered routine or non-routine ?

The Company believes that Proposal Two, the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm, is a routine matter on which brokers will be permitted to vote uninstructed shares. With respect to all other matters, however, your broker may not vote your shares for you without instructions and the aggregate number of unvoted shares is reported as the broker non-vote. The Company believes that the election of directors (Proposal One), the approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan (Proposal Three), and the advisory resolution on executive compensation (say-on-pay) (Proposal Four) are not routine matters and a broker or other nominee will not be permitted to vote any uninstructed shares on Proposals One, Three and Four.

How are broker non-votes and abstentions treated?

For Proposal One (election of directors), abstentions and broker non-votes have no effect. For matters requiring majority approval, abstentions and broker non-votes have the effect of negative votes, meaning that abstentions and broker non-votes will be counted in the denominator, but not the numerator, in determining whether a matter has received sufficient votes to be approved.

What vote does the Board recommend?

The Board recommends a vote:

FOR all director nominees named in this proxy statement;

FOR ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm;

FOR approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan; and

FOR approval of the advisory resolution on executive compensation (say-on-pay).

Table of Contents

With respect to any other matter that properly comes before the meeting, the proxy holders will vote in their own discretion.

What number of votes is required to approve each proposal?

Election of directors (Proposal One) The affirmative vote of a plurality of the voting power represented at the annual meeting and entitled to vote is required for the election of directors. This means that the nominees receiving the highest number of votes cast for the number of positions to be filled are elected. You do not have the right to cumulate votes in the election of directors. In other words, you cannot multiply the number of shares you own by the number of directorships being voted on and then cast the total for only one candidate or among several candidates as you see fit. Votes that are instructed to be withheld with respect to the election of one or more directors will not be voted for the director or directors indicated, although they will be counted for purposes of determining whether a quorum is present. Shares held in broker or street name cannot be voted on this proposal without your instruction.

Additionally, if an incumbent director does not receive the affirmative vote of at least a majority of the votes cast with respect to that director's election at the annual meeting (which for this purpose includes votes cast for the director's election and votes to withhold authority with respect to the director's election), then that director is required to promptly tender his or her resignation and the Board will act on such resignation as provided in the Company's Corporate Governance Guidelines, the applicable portion of which is attached to this proxy statement as Appendix A.

Ratification of appointment of independent registered public accounting firm (Proposal Two) The affirmative vote of a majority of the voting power represented at the annual meeting and entitled to vote is required to ratify the appointment of KPMG LLP as the independent registered public accounting firm for the Company for 2014. With respect to shares held in broker or street name, your broker has discretion to vote any uninstructed shares on this matter.

Approval of the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan (Proposal Three) The affirmative vote of a majority of the voting power represented at the annual meeting and entitled to vote is required to approve the material terms for performance-based awards under the A. H. Belo 2008 Incentive Compensation Plan. Shares held in broker or street name cannot be voted on this proposal without your instruction.

Advisory resolution regarding executive compensation (say-on-pay) (Proposal Four) The affirmative vote of a majority of the voting power represented at the annual meeting and entitled to vote is required to approve this advisory resolution. Shares held in broker or street name cannot be voted on this proposal without your instruction.

Other matters Unless otherwise required by law or the Company's Certificate of Incorporation, the affirmative vote of a majority of the voting power represented at the annual meeting and entitled to vote is required for other matters that properly may come before the meeting.

Where can I find the voting results of the annual meeting?

The preliminary voting results will be announced at the annual meeting. The final voting results will be tallied by the inspector of election and published in a Current Report on Form 8-K, which the Company is required to file with the SEC within four business days following the annual meeting.

Table of Contents

PROXY SOLICITATION

Your proxy is being solicited on behalf of A. H. Belo's Board of Directors. In addition to use of the mail, the solicitation may also be made by use of facsimile, the Internet or other electronic means, or by telephone or personal contact by directors, officers, employees and agents of A. H. Belo. A. H. Belo pays the costs of this proxy solicitation.

We have hired Morrow & Co., LLC, 470 West Ave, Stamford, CT 06902, to assist in soliciting proxies from beneficial owners of shares held in the names of brokers and other nominees, and have agreed to pay Morrow & Co., LLC a fee of \$5,000 plus its related costs and expenses. We also supply brokers, nominees and other custodians with proxy forms, proxy statements and annual reports for the purpose of sending proxy materials to beneficial owners. We reimburse brokers, nominees and other custodians for their reasonable expenses.

Table of Contents**A. H. BELO CORPORATION STOCK OWNERSHIP**

The following tables set forth information about the beneficial ownership of A. H. Belo common stock by our current directors, nominees for election as director, the executive officers named in the Summary Compensation Table (the named executive officers or NEOs), all current directors, director nominees and executive officers as a group, and by each person known to A. H. Belo to own more than 5% of the outstanding shares of A. H. Belo Series A or Series B common stock. At the close of business on March 20, 2014, there were 19,672,820 Series A shares, 2,392,430 Series B shares and 22,065,250 combined Series A and Series B shares issued and outstanding.

Under SEC rules, the beneficial ownership of a person or group includes not only shares held directly or indirectly by the person or group but also shares the person or group has the right to acquire within 60 days of the record date pursuant to exercisable options and convertible securities. The information below, including the percentage calculations, is based on beneficial ownership rather than direct ownership of issued and outstanding shares, except as described in footnote (1) to the table below.

Unless otherwise indicated, each person listed below has sole voting power and sole dispositive power with respect to the shares of common stock indicated in the table as beneficially owned by such person. Series A common stock has one vote per share and Series B common stock has 10 votes per share. Consequently, the voting power of Series B holders is greater than the number of shares beneficially owned. For example, the shares of A. H. Belo common stock beneficially owned by all current directors, director nominees and executive officers as a group, representing 15.2% of the total outstanding shares of Series A and Series B common stock, have combined voting power of 56.8%.

A. H. Belo Corporation Stock Ownership of Directors and Executive Officers

Shares of Common Stock Beneficially Owned								
And Percentage of Outstanding Shares as of March 20, 2014(1)(2)(3)								
Name	Series A		Series B		Combined		Combined	
	Number	Percent	Number	Percent	Series A and Series B Number	Series A and Series B Percent	Series A and Series B Votes	Series A and Series B Percent
James M. Moroney III ^{*+*}	179,037	**	602,019	24.3%	781,056	3.5%	6,199,227	14.0%
Robert W. Decherd ^{*+*}	467,126	2.4%	1,548,489	62.3%	2,015,615	9.1%	15,952,016	35.8%
Alison K. Engel ⁺	59,090	**	700	**	59,790	**	66,090	**
Daniel J. Blizzard ⁺	25,034	**	2,800	**	27,834	**	53,034	**
Grant S. Moise ⁺	4,596	**		**	4,596	**	4,596	**
Robert W. Mong ⁺	22,629	**	21,220	**	43,849	**	234,829	**
John A. Beckert ^{*"}	4,795	**		**	4,795	**	4,795	**
Louis E. Caldera	8,241	**	5,225	**	13,466	**	60,491	**
Dealey D. Herndon [*]	26,988	**	347,051	14.2%	374,039	1.7%	3,497,498	7.9%
Ronald D. McCray [*]	8,016	**		**	8,016	**	8,016	**
Tyree B. (Ty) Miller ^{*"}	23,337	**		**	23,337	**	23,337	**
John P. Puermer [*]	26,517	**	15,900	**	42,417	**	185,517	**
Nicole G. Small [*]	4,795	**		**	4,795	**	4,795	**
All directors, director nominees and executive officers as a group (15 persons)	860,214	4.4%	2,545,804	95.6%	3,406,018	15.2%	26,318,254	56.8%

* Director

" Nominee

+ Named Executive Officer

** Less than one percent

Table of Contents

- (1) Series B shares are convertible at any time on a share-for-share basis into Series A shares but not vice versa. For purposes of determining the number of Series A shares beneficially owned by the persons listed, the person may be deemed to be the beneficial owner of the Series A shares into which the Series B shares owned are convertible. The numbers listed in the Series A column, however, do not reflect the Series A shares that may be deemed to be beneficially owned by the person listed because of this convertibility feature. If the Series A shares total included shares into which Series B shares held are convertible, the persons listed would be deemed to be the beneficial owners of the following percentages of the Series A shares: Jim Moroney, 3.9%; Robert Decherd, 9.5%; Dealey Herndon, 1.9%; and all current directors, director nominees and executive officers as a group, 15.3%. These percentages are calculated by taking the person's number of combined Series A and Series B shares as reflected in the table above and dividing that number by the sum of (a) the Series A shares issued and outstanding, plus (b) the total of Series B shares owned by the person as reflected in the table above, plus (c) the person's exercisable stock options plus shares issuable upon the vesting and payment of restricted stock unit (RSU) awards listed in footnote (2) to the table.

The family relationships among the directors and named executive officers are as follows: Robert Decherd and Dealey Herndon are brother and sister. Jim Moroney is their second cousin.

The following shares are included in the individual's holdings because the individual has either sole or shared voting or dispositive power with respect to such shares.

Jim Moroney 954 Series A shares held by Moroney Family Belo, LLC, a limited liability company of which Jim is the manager; 5,960 Series A shares held by a family charitable foundation for which Jim serves as trustee; and 503,374 Series B shares held by Moroney Preservation Limited, a family limited partnership, for which Jim serves as manager. He disclaims beneficial ownership of these shares except to the extent of his pecuniary interest. Jim shares voting and dispositive power with respect to 96 Series B shares owned by him and his wife.

Robert Decherd 4,631 Series B shares owned by him and his wife as to which he shares voting and dispositive power.

- (2) The number of shares shown in the table above includes (a) shares held in the A. H. Belo Savings Plan at March 20, 2014, (b) shares that could be purchased by exercise of options exercisable on March 20, 2014 or within 60 days thereafter (up to and including May 19, 2014) under A. H. Belo's stock plans and (c) shares that could be received upon the vesting and payment of RSU awards through May 19, 2014, as follows:

Name	Shares Held in		Exercisable		Net Shares Issuable	
	A. H. Belo Savings Plan		Stock Options		Upon Vesting & Payment of RSU Awards	
	Series A	Series B	Series A	Series B	Series A	Series B
James M. Moroney III	981			82,500		
Robert W. Decherd	1,093			93,864		
Alison K. Engel	13			700		
Daniel J. Blizzard				2,800		
Grant S. Moise						
Robert W. Mong	3,636			21,220		
John A. Beckert						4,795
Louis E. Caldera				5,225		4,772
Dealey D. Herndon				47,051		4,772
Ronald D. McCray						4,772
Tyree B. (Ty) Miller						4,772
John P. Puerner				15,900		4,772
Nicole G. Small						4,795
All directors, director nominees and executive officers as a group (15 persons)	5,723			271,660		33,450

Table of Contents

(3) Pursuant to SEC rules, the percentages in the table are calculated by taking the number of shares indicated as beneficially owned by the listed person or group and dividing that number by the sum of (a) the number of issued and outstanding shares in each series or the combined series, as applicable, plus (b) the number of shares of each series or the combined series, as applicable, that the person or group may purchase through the exercise of stock options or may receive upon the vesting and payment of RSU awards as indicated in footnote (2) to the table.

A. H. Belo Corporation Stock Ownership of Other Principal Shareholders (greater than 5%)

Name and Address	Shares of Common Stock Beneficially Owned as of December 31, 2013						And Percentage of Outstanding Shares as of March 20, 2014(1)	
	Series A		Series B		Combined Series A and Series B		Combined Series A and Series B	
	Number	Percent	Number	Percent	Number	Percent	Votes	Percent
First Dallas Holdings, Inc; Craig D. Hodges; First Dallas Securities, Inc.; Hodges Capital Management, Inc.; Hodges Fund; and Hodges Pure								
Contrarian Fund(2) 2905 Maple Avenue Dallas, TX 75201 Wells Fargo & Company; Wells Capital Management, Incorporated; Wells Fargo Bank, N.A.; and Wells Fargo Funds Management, LLC(3) 420 Montgomery Street San Francisco, CA 94104 Dimensional Fund Advisors LP(4) Palisades West, Building One 6300 Bee Cave Road Austin, TX 78746 BlackRock, Inc.(5) 40 East 52 nd Street New York, NY 10022 Zuckerman Investment Group, LLC; Sherwin A. Zuckerman; and Daniel R. Zuckerman(6) 155 North Wacker Drive, Suite 1700, Chicago, IL 60606	1,826,200	9.3%			1,826,200	8.3%	1,826,200	4.2%
	1,410,065	7.2%			1,410,065	6.4%	1,410,065	3.2%
	1,302,420	6.6%			1,302,420	5.9%	1,302,420	3.0%
	1,207,398	6.1%			1,207,398	5.5%	1,207,398	2.8%
	995,102	5.1%			995,102	4.5%	995,102	2.3%

- (1) The number of shares beneficially owned is based upon information contained in Form 13G reports filed by the applicable beneficial owners reporting ownership as of December 31, 2013. The percentages in the table are calculated using the number of shares issued and outstanding as of March 20, 2014.

- (2) Based upon information contained in its report on Form 13G for the year ended December 31, 2013, as filed with the SEC on February 13, 2014, First Dallas Holdings, Inc. and Craig D. Hodges share voting power authority with respect to 1,347,500 of these shares and share dispositive power with respect to all of these shares. The subsidiaries of First Dallas Holdings, Inc. have the following authority with respect to these shares: First Dallas Securities, Inc. shares dispositive power with respect to 143,400 shares; Hodges Capital Management, Inc. shares voting power with respect to 1,347,500 of these shares and shares dispositive power with respect to 1,682,800 of these shares; Hodges Fund shares voting power and dispositive power with respect to 1,200,000 of these shares; and Hodges Pure Contrarian Fund shares voting power and dispositive power with respect to 122,500 of these shares. Hodges Capital Management, Inc. is the investment adviser to the Hodges Fund and the Hodges Pure Contrarian Fund. Both Hodges Capital Management, Inc. and First Dallas Securities, Inc. are owned by First Dallas Holdings, Inc. Craig D. Hodges is the controlling shareholder of First Dallas Holdings, Inc.

Table of Contents

- (3) Based upon information contained in Amendment No. 8 to its report on Form 13G for the year ended December 31, 2013, as filed with the SEC on January 28, 2014, Wells Fargo & Company has sole voting and dispositive power with respect to 5 of these shares. Wells Fargo & Company shares voting power with respect to 1,184,185 of these shares and shares dispositive power with respect to 1,384,660 of these shares. Wells Capital Management Incorporated does not have sole voting or dispositive power with respect to any of these shares. Wells Capital Management Incorporated shares voting power with respect to 85,086 of these shares and shares dispositive power with respect to 1,384,660 of these shares. Wells Fargo Funds Management, LLC does not have sole voting or dispositive power with respect to any of these shares. Wells Fargo Funds Management, LLC shares voting and dispositive power with respect to 1,073,699 of these shares. The Amendment No. 8 to Form 13G filed by Wells Fargo & Company, as filed with the SEC on January 28, 2014, was filed on its own behalf and on behalf of the following subsidiaries: Wells Capital Management Incorporated; Wells Fargo Funds Management, LLC; Wells Fargo Bank, National Association; and Wells Fargo Advisors, LLC. Aggregate beneficial ownership reported by Wells Fargo & Company is on a consolidated basis and includes any beneficial ownership separately reported by a subsidiary.
- (4) Based upon information contained in Amendment No. 2 to its report on Form 13G for the year ended December 31, 2013, as filed with the SEC on February 10, 2014, Dimensional Fund Advisors LP has sole voting power with respect to 1,251,934 of these shares and has sole dispositive power with respect to all of these shares. Dimensional Fund Advisors LP is an investment adviser to four investment companies and serves as investment manager to certain other commingled group trusts and separate accounts (such as investment companies, trusts and accounts, collectively referred to as the Funds). In its role as investment advisor, sub-advisor and/or manager, Dimensional Fund Advisors, LP or its subsidiaries possess voting and/or investment power over the securities of A. H. Belo that are owned by the Funds, and may be deemed to beneficially own shares held by the Funds.
- (5) Based upon information contained in its report on Form 13G for the year ended December 31, 2013, as filed with the SEC on January 28, 2014, BlackRock, Inc. has sole voting power with respect to 1,187,408 of these shares and sole dispositive power with respect to all of these shares. The Form 13G filed by BlackRock, Inc., as filed with the SEC on January 28, 2014, was filed on its own behalf and on behalf of the following subsidiaries: BlackRock Advisors, LLC; BlackRock Fund Advisors; BlackRock Institutional Trust Company, N.A.; and BlackRock Investment Management, LLC.
- (6) Based upon information contained in its report on Form 13G for the year ended December 31, 2013, as filed with the SEC on February 13, 2014, Zuckerman Investment Group, LLC, Sherwin A. Zuckerman and Daniel R. Zuckerman share voting and dispositive power with respect to all of these shares. Sherwin A. Zuckerman and Daniel R. Zuckerman are Co-CEOs, and together they are the controlling shareholders of Zuckerman Investment Group, LLC, and thus may be considered the beneficial owners of shares beneficially owned by Zuckerman Investment Group, LLC.

Table of Contents**Equity Compensation Plan Information**

The following table provides information regarding Series A and Series B common stock authorized for issuance under A. H. Belo's equity compensation plans as of December 31, 2013. The amounts set out in the table do not include any adjustment for risk of forfeiture:

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights(1)		(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights(2)		(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a))(3)	
	Series A	Series B	Series A	Series B	Series A or Series B	
	Equity Compensation Plans Approved by Shareholders(4)	437,291	910,533	\$ 15.29		4,483,890
	Equity Compensation Plans Not Approved by Shareholders					
Total	437,291	910,533	\$ 15.29		4,483,890	

(1) Shares of Series A common stock are potentially issuable under outstanding RSU grants and shares of Series B common stock are reserved for issuance under outstanding option grants.

(2) RSUs are valued as of the date of vesting and have no exercise price. Consequently, they are not included in the calculation of weighted average exercise price.

(3) A. H. Belo's equity compensation plans allow the Compensation Committee to designate at the time of grant that awards will be settled in either Series A or Series B common stock.

(4) All of A. H. Belo's equity compensation plans under which Series A or Series B common stock is authorized for issuance were approved by its shareholders.

Section 16(a) Beneficial Ownership Reporting Compliance

Federal securities laws require that A. H. Belo's executive officers and directors, and persons who own more than ten percent of a registered class of A. H. Belo common stock, file reports with the SEC within specified time periods disclosing their beneficial ownership of A. H. Belo common stock and any subsequent changes in beneficial ownership of A. H. Belo common stock. These reporting persons are also required to furnish us with copies of these reports. Based on information provided to us by these reporting persons or otherwise, we believe that all filings required to be made by the reporting persons during 2013 were timely filed.

Table of Contents

PROPOSAL ONE: ELECTION OF DIRECTORS

A. H. Belo's bylaws provide that the Board of Directors comprises five to ten directors, divided into three classes, approximately equal in number, with staggered terms of three years so that the term of one class expires at each annual meeting. The bylaws further provide that a director will retire on the date of the annual meeting of shareholders next following his or her 68th birthday.

Selection, Qualifications and Experience of Directors

The Nominating and Corporate Governance Committee of the Board of Directors is responsible for identifying director candidates and making recommendations to the Board. The Board is ultimately responsible for nominating candidates for election to the Board. The Nominating and Corporate Governance Committee employs a variety of methods for identifying and evaluating director nominees. Candidates may come to the Committee's attention through current Board members, shareholders or other persons. In evaluating director candidates, the Committee considers a variety of criteria, including an individual's character and integrity; business, professional and personal background; skills; current employment; community service; and ability to commit sufficient time and attention to activities of the Board. The Nominating and Corporate Governance Committee also may take into account any specific financial, technical or other expertise, and the extent to which such expertise would complement the Board's existing mix of skills and qualifications. The Committee considers these criteria in the context of the perceived needs of the Board as a whole. For more information regarding the Nominating and Corporate Governance Committee and the nominee selection and evaluation process, please see Corporate Governance Committees of the Board Nominating and Corporate Governance Committee.

Based on a review of the background and experiences of the directors, we believe that each of our directors, including those proposed for election to the Board at the 2014 annual meeting, possesses the professional and personal qualifications necessary for service on the A. H. Belo Board of Directors. In the individual biographies below, we have highlighted particularly noteworthy attributes of each Board member that led to the Board's conclusion that the person should serve as an A. H. Belo director in light of the Company's business and structure. In addition, we note that, based on their length of service to the Company, including prior to the 2008 spin-off of the Company by Belo Corp., several of our directors have significant exposure to both our business and the communities in which we operate.

Nominees for A. H. Belo Directors

The following candidates are nominated by the Board and each is an incumbent director: John Beckert, Robert Decherd and Ty Miller are standing for election as Class III directors and each will be eligible to serve a three-year term until the 2017 annual meeting; Jim Moroney is standing for election as a Class I director and will be eligible to serve a one-year term until the 2015 annual meeting. The independence of each director is addressed under Corporate Governance Director Independence.

Each independent director serves on each of the three standing committees of the Board (Audit, Compensation and Nominating and Corporate Governance). Jim Moroney, Robert Decherd and Dealey Herndon do not serve on any standing committee of the Board.

Table of Contents

Class III Directors (Terms expire at A. H. Belo's 2014 annual meeting)

John A. Beckert
Age 60

Director since September 2011
Audit Committee Chairman

John Beckert has been an Operating Partner for Highlander Partners, L.P., a private equity firm, since March 2012. He served as a Special Advisor to Highlander Partners from October 2010 to March 2012. John served ClubCorp, Inc., a golf course and resort management company, as chief executive officer from June 2004 through December 2006 and chief operating officer from August 2002 through June 2004. He became chairman of the board and a director of ClubCorp Holdings, Inc. in August 2013 prior to the company's initial public offering. John is chairman of the board of The Composites Group, a company that develops and manufactures thermoset plastic compounds and custom molded components, where he has been a director since December 2010. He was a member of the board of directors of Meisel, a digital graphic arts provider, until December 2012. From May 2000 until July 2002, John was a partner in Seneca Advisors L.L.P., a Dallas-based consulting and private investment firm, and from 1985 to April 2000, he served as chief operating officer of Dallas-based Bristol Hotels & Resorts, then the largest independent hotel operating company in North America.

As a result of these experiences and others, John possesses extensive business and leadership experience in large organizations, and knowledge and background in accounting, finance and tax. As a result of such experiences, together with his private equity experience, the Board's collective qualifications, skills and experience are strengthened.

Robert W. Dechard
Age 62

Director since October 2007

Robert Dechard served as chairman, president and Chief Executive Officer of A. H. Belo Corporation from December 2007 through September 2013, when he assumed the role of vice chairman of the Board of Directors. Robert served as non-executive chairman of Belo Corp. from February 2008 through December 2013 and he held several executive positions during his 35-year career with Belo Corp., including chairman and chief executive officer from January 1987 through January 2008; president from January 1985 through December 1986 and again from January 1994 through February 2007; and chief operating officer from January 1984 through December 1986. Robert has been a member of the board of directors of Kimberly-Clark Corporation since 1996, served as that company's Lead Director from 2004 to 2008, its chairman from 2002 to 2004, and served on its audit committee since 2008. He serves on the Advisory Council for Harvard University's Center for Ethics and the Board of Visitors of the Columbia University Graduate School of Journalism. From 2002 to March 2006, he served as a member of the FCC's Media Security and Reliability Council, which was part of former President Bush's Homeland Security initiative.

As a result of these and other professional experiences, Robert possesses extensive knowledge and experience in the media industry, as well as with related regulatory agencies and industry organizations. Robert also has significant public company board experience (including lead director and audit committee chairmanship experience), all of which serve to strengthen the Board's collective qualifications, skills and experience.

Table of Contents

Tyree B. (Ty) Miller
Age 60

Director since May 2009
Nominating and Corporate Governance Committee Chairman
Lead Director

Ty Miller is President of A.G. Hill Partners, LLC, a Dallas-based investment firm. Ty also serves as a director and a member of the audit and nominating and corporate governance committees of SWS Group, Inc. From October 2005 until February 2008, Ty was a venture partner with Austin Ventures, a private equity firm. He served as president and chief executive officer of Bank One Global Treasury Services, a unit of Banc One Corporation, from 2000 until the business merged with JPMorgan Chase in July 2004. During his 28-year career with Bank One, Ty held several executive positions, including chairman and chief executive officer of Bank One, Texas NA from 1998 to 2000. Ty served as a director and chairman of Paymetric, Inc. from September 2004 to February 2009 and as a director of Corillian Corp. from April 2005 to May 2007 and VISA USA from 2001 through 2003. He was on the executive committee of the Clearing House for Payments Company, New York, from 2001-2004.

Ty possesses extensive experience in financial services, private equity and money management. That experience, combined with his business leadership roles, accounting and finance background (including a masters of business administration), and public and private company board experience (including audit committee and compensation committee experience) combine to strengthen the Board's collective qualifications, skills and experience.

Class I Director (Term expires at A. H. Belo's 2015 annual meeting)

James M. Moroney III