

ModusLink Global Solutions Inc
Form DEF 14A
October 23, 2009

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 Pursuant to §240.14a-12

ModusLink Global Solutions, 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):

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(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.

(6) Amount Previously Paid:

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

(8) Filing Party:

(9) Date Filed:

MODUSLINK GLOBAL SOLUTIONS, INC.

1100 WINTER STREET

WALTHAM, MASSACHUSETTS 02451

October 23, 2009

Dear ModusLink Global Solutions Stockholder:

You are cordially invited to attend the 2009 Annual Meeting of Stockholders (the 2009 Meeting) of ModusLink Global Solutions, Inc., which will be held at the Westin Waterfront Hotel, 425 Summer Street, Boston, Massachusetts 02210, on Wednesday, December 9, 2009, at 9:00 a.m. Eastern time. Details of the business to be conducted at the 2009 Meeting are provided in the attached Notice of Annual Meeting and Proxy Statement.

This year, we are using the Internet as our primary means of furnishing proxy materials to stockholders. Consequently, most stockholders will not receive paper copies of our proxy materials. We will instead send those stockholders a notice with instructions for accessing the proxy materials and voting via the Internet. The notice also provides information on how stockholders may obtain paper copies of our proxy materials if they so choose. This makes the proxy distribution process more efficient and less costly, and helps conserve natural resources.

Whether or not you plan to attend the 2009 Meeting, it is important that your shares are represented and voted at the 2009 Meeting. Therefore, I urge you to promptly vote and submit your proxy via the Internet, by telephone or, if you receive a paper proxy card in the mail, by signing, dating and returning the completed proxy card. Voting by any of these methods will ensure your representation at the 2009 Meeting.

I look forward to greeting those of you who attend the 2009 Meeting.

Sincerely,

Joseph C. Lawler
Chairman, President and Chief Executive Officer

YOUR VOTE IS IMPORTANT.

IN ORDER TO ENSURE YOUR REPRESENTATION AT THE 2009 MEETING, PLEASE SUBMIT YOUR PROXY AND VOTING INSTRUCTIONS VIA THE INTERNET OR BY TELEPHONE, OR, IF YOU RECEIVE A PAPER PROXY CARD AND VOTING INSTRUCTIONS BY MAIL, YOU MAY VOTE YOUR SHARES BY COMPLETING, SIGNING AND DATING THE PROXY CARD AS PROMPTLY AS POSSIBLE AND RETURNING IT IN THE ENCLOSED ENVELOPE (TO WHICH NO POSTAGE NEEDS TO BE AFFIXED IF MAILED IN THE UNITED STATES). PLEASE REFER TO THE SECTION ENTITLED VOTING INSTRUCTIONS ON PAGE 2 OF THE PROXY STATEMENT FOR A DESCRIPTION OF THESE VOTING METHODS.

MODUSLINK GLOBAL SOLUTIONS, INC.

1100 WINTER STREET

WALTHAM, MASSACHUSETTS 02451

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD WEDNESDAY, DECEMBER 9, 2009

To the Stockholders of ModusLink Global Solutions, Inc.:

NOTICE IS HEREBY GIVEN that the 2009 Annual Meeting of Stockholders (the 2009 Meeting) of ModusLink Global Solutions, Inc. (the Company) will be held at the Westin Waterfront Hotel, 425 Summer Street, Boston, Massachusetts 02210 on Wednesday, December 9, 2009, at 9:00 a.m. Eastern time, for the following purposes:

1. To elect each of Francis J. Jules, Joseph C. Lawler and Michael J. Mardy as a Class I Director;
2. To amend the Company s Amended and Restated 1995 Employee Stock Purchase Plan to increase the number of shares of common stock of the Company reserved thereunder from 300,000 to 600,000;
3. To ratify the appointment of KPMG LLP as the Company s independent registered public accounting firm for the current fiscal year; and
4. To transact such other business that may properly come before the 2009 Meeting or any adjournments thereof.

The Board of Directors has no knowledge of any other business to be transacted at the 2009 Meeting. Only stockholders of record at the close of business on Monday, October 12, 2009 are entitled to notice of, and to vote at, the 2009 Meeting and any adjournments thereof. All stockholders are cordially invited to attend the 2009 Meeting.

By Order of the Board of Directors,

Waltham, Massachusetts
October 23, 2009

Peter L. Gray, *Executive Vice President,*
General Counsel and Secretary

IMPORTANT

Whether or not you expect to attend the 2009 Meeting in person, please vote as soon as possible. As an alternative to voting in person at the 2009 Meeting, you may vote via the Internet, by telephone, or, if you receive a paper proxy card in the mail, by mailing a completed proxy card. For detailed information regarding voting instructions, please refer the section entitled Voting Instructions on page 2 of the Proxy Statement. You may revoke a previously delivered proxy at any time prior to the 2009 Meeting. If you decide to attend the 2009 Meeting and wish to change your proxy vote, you may do so by voting in person at the 2009 Meeting.

Please note that if you hold your shares in street name (through a bank, broker or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership in the Company as of the record date to be allowed into the 2009 Meeting.

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Use of cameras, cell phones, recording equipment and other electronic devices will not be permitted at the 2009 Meeting. The Company reserves the right to inspect any person or item prior to admission to the 2009 Meeting.

Important Notice Regarding the Availability of Proxy Materials for the 2009 Meeting To Be Held on December 9, 2009: This Proxy Statement and our 2009 annual report are available for viewing, printing and downloading at www.moduslink.com/proxymaterials.

MODUSLINK GLOBAL SOLUTIONS, INC.

1100 WINTER STREET

WALTHAM, MASSACHUSETTS 02451

PROXY STATEMENT

For the Annual Meeting of Stockholders

To Be Held December 9, 2009

General

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of ModusLink Global Solutions, Inc., a Delaware corporation (we or the Company), for use at the Company s 2009 Annual Meeting of Stockholders (the 2009 Meeting), which will be held at the Westin Waterfront Hotel, 425 Summer Street, Boston, Massachusetts 02210, on Wednesday, December 9, 2009, at 9:00 a.m. Eastern time, and at any adjournments thereof. You may obtain directions to the location of the 2009 Meeting by writing, emailing or calling our Investor Relations department at 1100 Winter Street, Suite 4600, Waltham, Massachusetts 02451, email: ir@moduslink.com, or telephone: (781) 663-5012. On or about October 27, 2009, we are either mailing or providing notice and electronic delivery of these proxy materials together with an annual report, consisting of our Annual Report on Form 10-K for the fiscal year ended July 31, 2009 and other information required by the rules of the Securities and Exchange Commission. The Company s principal executive offices are located at 1100 Winter Street, Waltham, Massachusetts 02451 and its telephone number is (781) 663-5001.

Solicitation

The cost of soliciting proxies, including expenses in connection with preparing, printing and mailing of the Notice of Internet Availability of Proxy Materials, this Proxy Statement, and any additional solicitation material will be borne by the Company. Copies of solicitation materials will be furnished to brokerage houses, nominees, fiduciaries and custodians to forward to beneficial owners of the Company s common stock, \$0.01 par value per share (the Common Stock), held in their names. In addition, the Company will reimburse brokerage firms and other persons representing beneficial owners of stock for their reasonable expenses in forwarding solicitation materials to such beneficial owners. The Company s directors, officers and other employees may, without additional compensation, solicit proxies by telephone, facsimile, electronic communication and personal interviews.

Record Date, Outstanding Shares and Voting Rights

The Board of Directors has fixed Monday, October 12, 2009 as the record date (the Record Date) for determining holders of Common Stock who are entitled to vote at the 2009 Meeting. As of the Record Date, the Company had approximately 45,777,430 shares of Common Stock issued and outstanding and entitled to be voted. Each share of Common Stock entitles the record holder to one vote on each matter to be voted upon at the 2009 Meeting. A majority of the shares of Common Stock issued and outstanding and entitled to vote at the 2009 Meeting will constitute a quorum at the 2009 Meeting. Votes withheld, abstentions and broker non-votes (as defined below) will be counted for purposes of determining the presence or absence of a quorum for the transaction of business at the 2009 Meeting. Shares of treasury stock held by the Company are not considered outstanding and may not be voted at the 2009 Meeting.

The affirmative vote of the holders of a plurality of the votes cast at the 2009 Meeting is required for the election of each of Francis J. Jules, Joseph C. Lawler and Michael J. Mardy as a Class I Director (Proposal No. 1). The affirmative vote of the holders of a majority of the shares of the Company s Common Stock present or represented by proxy and voting on the matter is required to amend the Company s Amended and Restated 1995 Employee Stock Purchase Plan to increase the number of shares of common stock of the Company reserved thereunder from

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300,000 to 600,000 (Proposal No. 2) (the ESPP Proposal). The affirmative vote of the holders of a majority of the shares of the Company s Common Stock present or represented by proxy and voting on the matter is required to ratify the appointment of KPMG LLP as the Company s independent registered public accounting firm for the current fiscal year (Proposal No. 3).

Shares which abstain from voting on a particular matter and shares held in street name by brokers or nominees who indicate on their proxies that they do not have discretionary authority to vote such shares as to a particular matter (broker non-votes) will not be counted as votes in favor of such matter, and will also not be counted as votes cast or shares voting on such matter. Accordingly, abstentions and broker non-votes will have no effect on the voting for the election of directors, which requires the affirmative vote of a plurality of the votes cast or shares voting on the matter. Similarly, abstentions and broker non-votes will have no effect on the voting to approve the ESPP Proposal or to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the current fiscal year, each of which requires the affirmative vote of a majority of the votes cast or shares voting on the matter.

Voting Instructions

If you received a paper copy of these proxy materials, included with such copy is a proxy card or a voting instruction card from your bank, broker or other nominee for the 2009 Meeting, with instructions for voting via the Internet or by telephone. If you received a Notice of Internet Availability of Proxy Materials, the Notice of Internet Availability of Proxy Materials will contain instructions on how to access and review the proxy materials online and how to obtain a paper or electronic copy of the materials, which will include the Proxy Statement, the 2009 Annual Report and a proxy card or voting instruction card, as well as instructions on how to vote either at the 2009 Meeting, via the Internet, by telephone or by mail.

Those stockholders who receive a paper proxy card and voting instructions by mail, and who elect to vote by mail, should complete, sign and return the proxy card in the prepaid and addressed envelope that was enclosed with the proxy materials, and the shares will be voted at the 2009 Meeting in the manner directed. If you complete, sign and return your proxy card, it will be voted as you direct. In the event no choice is specified on a signed proxy card, the persons named as proxies will vote:

FOR the election of each of Francis J. Jules, Joseph C. Lawler and Michael J. Mardy as a Class I Director;

FOR the approval of the ESPP Proposal;

FOR the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the current fiscal year; and

In their discretion as to any other matter that may be properly brought before the 2009 Meeting or any adjournments thereof.

If the shares you own are held in street name by a bank, broker or other nominee, that person, as the record holder of your shares, is required to vote your shares according to your instructions. Your bank, broker or other nominee will send you directions on how to vote those shares. Under applicable stock exchange rules, if you do not give instructions to your bank, broker or other nominee, it will still be able to vote your shares with respect to certain discretionary items, but will not be allowed to vote your shares with respect to certain non-discretionary items. In the case of non-discretionary items, the shares that do not receive voting instructions will be treated as broker non-votes, the effect of which is discussed above in the section entitled Record Date, Outstanding Shares and Voting Rights.

Discretionary Items

Proposal No. 1 Election of Directors

Proposal No. 3 Ratification of KPMG LLP as the Company's independent registered public accounting firm

If you are a stockholder as of the Record Date and attend the 2009 Meeting, you may personally deliver your completed proxy card or vote in person at the meeting.

Non-Discretionary Items

Proposal No. 2 ESPP Proposal

Revocability of Proxy

Any stockholder giving a proxy has the power to revoke it at any time before it is exercised. The proxy may be revoked by filing with the Secretary of the Company, at the principal executive offices of the Company, 1100 Winter Street, Waltham,

Massachusetts 02451, an instrument of revocation or a duly executed proxy bearing a later date. The proxy may also be revoked by attending the 2009 Meeting and voting in person. If not revoked, the proxy will be voted at the 2009 Meeting in accordance with the stockholder's instructions indicated on the proxy card.

Householding of Annual Meeting Materials

Some banks, brokers and other nominee record holders may participate in the practice of householding proxy statements, annual reports and notices of Internet availability of proxy materials. This means that only one copy of our Proxy Statement, 2009 Annual Report or Notice of Internet Availability of Proxy Materials may have been sent to multiple stockholders in your household. We will promptly deliver a separate copy of either document to you if you write, email or call our Investor Relations department at 1100 Winter Street, Suite 4600, Waltham, Massachusetts 02451, email: ir@moduslink.com, or telephone: (781) 663-5012. If you want to receive separate copies of the Proxy Statement, 2009 Annual Report or Notice of Internet Availability of Proxy Materials in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker, or other nominee record holder, or you may contact the Company at the above address, email or telephone number.

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information, as of October 15, 2009, with respect to the beneficial ownership of shares of Common Stock by: (i) 5% stockholders; (ii) the members of the Board of Directors of the Company, including the Company's Chief Executive Officer; (iii) the Company's Chief Financial Officer; (iv) the Company's three other most highly compensated executive officers who were serving as executive officers on July 31, 2009 and one individual who would have been among the three most highly compensated executive officers but for the fact that he was not serving as an executive officer at the end of fiscal 2009 (together with the Chief Executive Officer and the Chief Financial Officer, the named executive officers); and (v) all current executive officers and members of the Board of Directors of the Company, as a group.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership(1)	
	Number of Shares	Percent of Class(2)
5% Stockholders		
Dimensional Fund Advisors LP(3)	2,811,471	6.1%
Barclays Global Investors, NA(4)	2,474,507	5.4%
Schneider Capital Management Corporation(5)	2,296,745	5.0%
Directors		
Anthony J. Bay(6)	26,898	*
Virginia G. Breen(7)	36,798	*
Thomas H. Johnson(8)	29,798	*
Francis J. Jules(9)	32,948	*
Joseph C. Lawler(10)	781,250	1.7%
Edward E. Lucente(11)	40,798	*
Michael J. Mardy(12)	38,998	*
Named Executive Officers (other than CEO)		
Steven G. Crane(13)	154,314	*
Peter L. Gray(14)	95,203	*
William R. McLennan(15)	200,836	*
David J. Riley(16)	99,675	*
Scott D. Smith(17)	22,166	*
All current executive officers and directors, as a group (11 persons)(18)	1,534,516	3.3%

* Less than 1%

- (1) For purposes of this table, beneficial ownership is determined by rules promulgated by the Securities and Exchange Commission (the SEC), and the information is not necessarily indicative of beneficial ownership for any other purpose. Under these rules, beneficial ownership includes any shares over which the individual has sole or shared voting power or investment power and also any shares which the individual has the right to acquire within 60 days after October 15, 2009, through the exercise of any stock option or other right (Presently Exercisable Options). The inclusion herein of such shares, however, does not constitute an admission that the named stockholder is a direct or indirect beneficial owner of such shares. The Company believes that each person or entity named in the table has sole voting power and investment power (or shares such power with his or her spouse) with respect to all shares of Common Stock listed as owned by such person or entity unless noted otherwise. Unless otherwise indicated, the address of each person listed in the table is c/o ModusLink Global Solutions, Inc., 1100 Winter Street, Waltham, MA 02451.
- (2) Number of shares deemed outstanding includes 45,777,430 shares of Common Stock as of October 15, 2009, plus any shares subject to Presently Exercisable Options held by the person in question.
- (3) Based solely on information provided in a Schedule 13G filed by Dimensional Fund Advisors LP (Dimensional) with the SEC on February 9, 2009, Dimensional has shared dispositive power with respect to such shares and sole voting power with respect to 2,724,941 shares. Dimensional is an investment advisor registered under Section 203 of the Investment Advisors Act of 1940, furnishing investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager to certain other commingled group trusts and separate accounts. These investment

companies, trusts and accounts are collectively referred to as the Funds. As a result of its role as investment advisor or investment manager to the Funds, Dimensional may be deemed to be the beneficial owner of the 2,811,471 shares of Common Stock held by the Funds. However, Dimensional does not have the right to receive any dividends from, or the proceeds from the sale of, the securities held by the Funds and Dimensional disclaims beneficial ownership of such securities. Dimensional's address is Palisades West, Building One, 6300 Bee Cave Road, Austin, TX 78746.

- (4) Based solely on information provided in a Schedule 13G filed by Barclays Global Investors, NA (Barclays) with the SEC on February 5, 2009, Barclays has sole dispositive power with respect to such shares and sole voting power with respect to 2,234,718 shares. Barclays address is 400 Howard Street, San Francisco, CA 94105.
- (5) Based solely on information provided in a Schedule 13G filed by Schneider Capital Management Corporation (Schneider) with the SEC on February 13, 2009, Schneider has sole dispositive power with respect to such shares and sole voting power with respect to 1,280,337 shares. Schneider's address is 460 E. Swedesford Rd., Suite 2000, Wayne, PA 19087.
- (6) Consists of shares which may be acquired by Mr. Bay pursuant to Presently Exercisable Options.
- (7) Consists of shares which may be acquired by Ms. Breen pursuant to Presently Exercisable Options.
- (8) Includes 24,798 shares which may be acquired by Mr. Johnson pursuant to Presently Exercisable Options.
- (9) Includes 31,998 shares which may be acquired by Mr. Jules pursuant to Presently Exercisable Options.
- (10) Includes 404,902 shares which may be acquired by Mr. Lawler pursuant to Presently Exercisable Options.
- (11) Includes 24,798 shares which may be acquired by Mr. Lucente pursuant to Presently Exercisable Options.
- (12) Includes 31,998 shares which may be acquired by Mr. Mardy pursuant to Presently Exercisable Options.
- (13) Includes 61,560 shares which may be acquired by Mr. Crane pursuant to Presently Exercisable Options.
- (14) Includes 60,664 shares which may be acquired by Mr. Gray pursuant to Presently Exercisable Options.
- (15) Includes 104,299 shares which may be acquired by Mr. McLennan pursuant to Presently Exercisable Options.
- (16) Includes 53,497 shares which may be acquired by Mr. Riley pursuant to Presently Exercisable Options.
- (17) Mr. Smith's employment with ModusLink Corporation ended on February 6, 2009.
- (18) Includes 862,210 shares which may be acquired pursuant to Presently Exercisable Options.

PROPOSAL 1

ELECTION OF DIRECTORS

The current Board of Directors has seven members and is divided into three classes. A class of Directors is elected each year for a three-year term. The current term of the Company's Class I Directors will expire at the 2009 Meeting. The nominees for Class I Director are Francis J. Jules, Joseph C. Lawler and Michael J. Mardy, each of whom currently serves as a Class I Director and is available for re-election at the 2009 Meeting. If any of Messrs. Jules, Lawler or Mardy is elected at the 2009 Meeting, such individual will serve for a term of three years that will expire at the Company's 2012 Annual Meeting of Stockholders and until such individual's successor is elected and qualified. The persons named as proxies will vote for each of Messrs. Jules, Lawler and Mardy for election to the Board as a Class I Director unless the proxy card is marked otherwise.

Each of Messrs. Jules, Lawler and Mardy has indicated willingness to serve, if elected; however, if prior to his re-election he becomes unable to serve, the persons named as proxies may vote the proxy for a substitute nominee. The Board has no reason to believe any of Messrs. Jules, Lawler or Mardy will be unable to serve if elected.

The Board of Directors recommends that the stockholders vote FOR the Nominees listed below.

Biographical and certain other information concerning the members of the Board of Directors of the Company and the nominees for election as a member of the Board of Directors are set forth below:

Class I Director Nominees for a three year term expiring at the 2012 Annual Meeting

Francis J. Jules, age 52. Mr. Jules has served as a Director of the Company since February 2003 and as presiding director since August 2006. Mr. Jules has served as President and Chief Executive Officer of AT&T Advertising Solutions, a subsidiary of AT&T, Inc., a local telephone and access provider, since September 2007. From November 2005 until September 2007, Mr. Jules served as Senior Vice President, Network Integration, AT&T Operations, Inc. From February 2003 to November 2005, Mr. Jules served as President, SBC Global Markets East, a subsidiary of SBC Communications, Inc., a data, voice and Internet service provider.

Joseph C. Lawler, age 59. Mr. Lawler has served as a Director of the Company since August 2004. Mr. Lawler has served as President and Chief Executive Officer of the Company since August 2004, and also became Chairman in August 2006. From 1995 to March 2004, Mr. Lawler served in various positions with R.R. Donnelley & Sons Company, a provider of full-service global print solutions, most recently as Executive Vice President. While at R.R. Donnelley, Mr. Lawler had management responsibilities for logistics, financial, direct mail and international operations.

Michael J. Mardy, age 60. Mr. Mardy has served as a Director of the Company since May 2003. Since July 2003, Mr. Mardy has served as Executive Vice President and Chief Financial Officer of Tumi, Inc., a retailer of prestige luggage and business accessories. Mr. Mardy is also a director and chairman of the audit committee of Green Mountain Coffee Roasters, Inc.

Class II Directors Continuing in Office until the 2010 Annual Meeting

Anthony J. Bay, age 54. Mr. Bay has served as a Director of the Company since September 2002. Mr. Bay is a private venture capital investor and advisor to technology companies. In April 2005, Mr. Bay co-founded MOD Systems, a privately held technology company which provides digital media on demand systems for retailers, where Mr. Bay presently serves as Chairman and Chief Executive Officer. From 2000 to 2006, Mr. Bay served on the Board of Directors of Loudeye Corporation, including the role of Chairman of the Board from 2003 to 2006. Loudeye was listed on Nasdaq until acquired by Nokia Corporation in October 2006. From 2002 to 2005, Mr. Bay served as Director and Chairman of the Board of Active24, a pan-European webhosting company listed on the OSLO Stock Exchange until sold to Mamut, a Norwegian company. From 1994 to 2000, Mr. Bay worked for Microsoft Corporation, last serving as Vice President and General Manager of Microsoft's Digital Media Division and a member of Microsoft's executive staff. From 1986 to 1994, Mr. Bay worked for Apple Computer, last serving as General Manager of Workgroup Systems. Mr. Bay is also a director of The Verno Group, a biofuels services and integration company.

Virginia G. Breen, age 45. Ms. Breen has served as a Director of the Company since April 2001. Since August 1995, Ms. Breen has been General Partner of Blue Rock Capital, L.P., a venture capital firm, which she co-founded, that invests in information technology and service businesses. Ms. Breen has also been a General Partner with Sienna Ventures, a venture capital firm that invests in information technology and service businesses since 2002. In addition, Ms. Breen serves as a Director/Trustee of four hedge funds, equity funds and real estate investment trusts that are associated with Bank of America/US Trust Company, N.A. and 12 hedge funds and equity funds associated with UBS Alternative Investments US.

Edward E. Lucente, age 69. Mr. Lucente has served as a Director of the Company since April 2006. From January 1998 to December 2000, Mr. Lucente served as President, Chief Executive Officer and Chairman of the Board of QMS, Inc., a developer, manufacturer, and supplier of document printing solutions. From 1991 to 1993, Mr. Lucente served as Executive Vice President of Northern Telecom (Nortel), a designer and manufacturer of telephone and IP-optimized networks. From 1961 to 1991, Mr. Lucente served in various senior management positions with International Business Machines Corporation (IBM), including President of the Information Products Division; Group Executive, Marketing, Services and Sales; and President and Chairman of IBM's Asia-Pacific operations. Mr. Lucente is also a Trustee Emeritus of Carnegie Mellon University.

Class III Director Continuing in Office until the 2011 Annual Meeting

Thomas H. Johnson, age 60. Mr. Johnson has served as a Director of the Company since April 2006. Since January 2009, Mr. Johnson has served as the Chief Executive Officer of The Taffrail Group, LLC, an international advisory firm. From November 2005 to the present, Mr. Johnson has been Managing Partner of THJ Investments, L.P., a private investment entity. Mr. Johnson served as Chairman and Chief Executive Officer of Chesapeake Corporation, a specialty packaging manufacturer, from August 1997 to November 2005. Mr. Johnson is also a director of Coca Cola Enterprises, Inc., Mirant Corporation and Universal Corporation.

CORPORATE GOVERNANCE AND BOARD MATTERS

The Company maintains a corporate governance page on its website which includes key information about its corporate governance initiatives, including its Code of Business Conduct and Ethics, Corporate Governance Guidelines, and charters for each of the Audit Committee, Human Resources and Compensation Committee and Nominating and Corporate Governance Committee of the Board of Directors. The corporate governance page can be found by clicking on [Governance](#) under the Investor Relations tab on our website at www.moduslink.com.

The Company has policies and practices that promote good corporate governance and are compliant with the listing requirements of the Nasdaq Stock Market LLC ([Nasdaq](#)) and the corporate governance requirements of the Sarbanes-Oxley Act of 2002, including:

The Board of Directors has adopted clear corporate governance policies;

A majority of the Board members are independent of the Company and its management;

All members of the key Board committees – the Audit Committee, the Human Resources and Compensation Committee, and the Governance Committee – are independent;

The independent members of the Board of Directors meet regularly without the presence of management;

The Company has a clear code of business conduct and ethics and that applies to all employees, is monitored by its internal audit function and Chief Compliance Officer and is annually affirmed by its employees;

The charters of the Board committees clearly establish their respective roles and responsibilities;

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The Company has an ethics hotline available to all employees, and the Company's Audit Committee has procedures in place for the anonymous submission of employee complaints on accounting, internal accounting controls, or auditing matters;

The Company's internal audit control function maintains critical oversight over the key areas of its business and financial processes and controls, and reports directly to the Company's Audit Committee; and

The Company also has stock ownership guidelines for its non-employee Directors and executive officers.

Independence of Members of Board of Directors

The Board of Directors has determined that each of Anthony J. Bay, Virginia G. Breen, Thomas H. Johnson, Francis J. Jules, Edward E. Lucente and Michael J. Mardy, constituting a majority of the Directors of the Company, satisfies the criteria for being an independent director under the standards of Nasdaq and has no material relationship with the Company other than by virtue of service on the Board of Directors.

Corporate Governance and Board and Committee Meetings

During the fiscal year ended July 31, 2009 (fiscal 2009), the Board of Directors held 13 meetings (including by telephone conference). During fiscal 2009, each incumbent Director attended at least 75% of the aggregate of the total number of meetings of the Board and the total number of meetings of the committees on which he or she served. During fiscal 2009, all of the independent Directors of the Company met regularly, either in an executive session of a regularly scheduled Board meeting or as the Governance Committee, outside of the presence of the non-independent Director and executive officers of the Company. The Company's Directors are strongly encouraged to attend the Company's Annual Meeting of Stockholders. All of the Company's Directors serving at the time of the 2008 Annual Meeting of Stockholders attended such meeting.

The Board has five standing committees: the Audit Committee, the Human Resources and Compensation Committee, the Governance Committee, the Technology Committee and the Business Development Committee. In addition, in August 2006, the Company established the position of presiding director. The duties of the presiding director, as set forth in the Company's Corporate Governance Guidelines, as amended to date, include (i) chairing any meeting of the independent Directors in executive session, (ii) facilitating communications between other members of the Board and the Chairman and Chief Executive Officer (however, each Director is free to communicate directly with the Chairman and Chief Executive Officer), (iii) in the event a stockholder seeks to communicate with the Board of Directors, accepting and responding to such communications in conjunction with the Chairman and Chief Executive Officer, and (iv) working with the Chairman and Chief Executive Officer (a) in the preparation of the agenda for each Board meeting, (b) in scheduling the time devoted to matters at each Board meeting and (c) as required, in determining the need for special meetings of the Board. The appointment of presiding director rotates among the independent Directors, but no more frequently than annually, and the Board periodically reviews the matter to determine if and when a rotation is advisable. The presiding director is currently Mr. Jules, who has served in this role since August 2006.

Audit Committee

The Board of Directors has an Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended, which assists the Board of Directors in fulfilling its responsibilities to stockholders concerning the Company's financial reporting and internal controls and facilitates open communication among the Audit Committee, Board of Directors, outside auditors and management. The Audit Committee discusses with management and the Company's outside auditors the financial information developed by the Company, the Company's systems of internal controls and the Company's audit process. The Audit Committee is solely and directly responsible for appointing, evaluating, retaining and, when necessary, terminating the engagement of the independent auditor. The independent auditors meet with the Audit Committee (both with and without the presence of the Company's management) to review and discuss various matters pertaining to the audit, including the Company's financial statements, the report of the independent auditors on the results, scope and terms of their work, and their recommendations concerning the financial practices, controls, procedures and policies employed by the Company. The Audit Committee oversees the internal audit functions and the senior-most internal auditor reports directly to the Audit Committee. The Audit Committee pre-approves all audit services to be provided to the Company, whether provided by the principal auditor or other firms, and all other services (review, attest and non-audit) to be provided to the Company by the independent auditor. The Audit Committee coordinates the Board of Directors' oversight of the Company's internal control over financial reporting, disclosure controls and procedures and code of conduct. The Audit Committee is charged with establishing procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing

matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, internal accounting controls or auditing matters. The Audit Committee reviews all related party transactions on an ongoing basis and all such transactions must be approved or ratified by the Audit Committee. The Audit Committee is authorized, without further action by the Board of Directors, to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. The Board of Directors has adopted a written charter for the Audit Committee, a copy of which can be found under the Investor Relations Governance section of the Company's website at www.moduslink.com. The contents of our website are not part of this Proxy Statement, and our internet address is included in this document as an inactive textual reference only. The Audit Committee consists of Anthony J. Bay, Thomas H. Johnson, Francis J. Jules and Michael J. Mardy (Chair), each of whom is independent as defined in applicable Nasdaq listing standards and Rule 10A-3 under the Securities Exchange Act of 1934, as amended. The Board of Directors has determined that Michael J. Mardy is an audit committee financial expert as defined in Item 407(d)(5) of Regulation S-K. The Audit Committee met 11 times during fiscal 2009.

Human Resources and Compensation Committee

The Board of Directors has a Human Resources and Compensation Committee (the Compensation Committee), which administers the Company's 2004 Stock Incentive Plan, 2002 Non-Officer Employee Stock Incentive Plan, 2000 Stock Incentive Plan, 1986 Stock Option Plan and Amended and Restated 1995 Employee Stock Purchase Plan, as well as the Company's cash incentive plans, performance-based restricted stock program and other equity-based awards. The Compensation Committee approves salaries, bonuses and other compensation arrangements and policies for the Company's executive officers, including the Chairman, President and Chief Executive Officer. The Compensation Committee is authorized, without further action by the Board of Directors, to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. The Board of Directors has adopted a written charter for the Compensation Committee, a copy of which can be found under the Investor Relations Governance section of the Company's website at www.moduslink.com. The Compensation Committee consists of Virginia G. Breen, Francis J. Jules (Chair), Edward E. Lucente and Michael J. Mardy, each of whom is an independent Director as determined in accordance with the Compensation Committee charter and applicable Nasdaq Global Market rules. The Compensation Committee met 6 times during fiscal 2009.

The Company's Chairman, President and Chief Executive Officer and Executive Vice President and General Counsel (who is responsible for the Company's human resources department) regularly attend Compensation Committee meetings to provide information and recommendations regarding the Company's executive compensation program. The Chairman, President and Chief Executive Officer formulates and presents recommendations regarding any change in the base salary, bonus, equity compensation and other benefits of other executive officers, but the Compensation Committee is not bound by such recommendations and the Compensation Committee ultimately approves the compensation of all executive officers. In addition, the Executive Vice President and General Counsel, and members of the human resources staff compile relevant data at the request of the Compensation Committee. Other than making recommendations and participating in discussions regarding the compensation of other executive officers, the Company's Chairman, President and Chief Executive Officer generally does not play a role in determining the amount or form of executive compensation. The Compensation Committee generally meets in executive sessions without any member of management present when discussing compensation matters pertaining to the Chairman, President and Chief Executive Officer and, at times, on other compensation-related matters. The Compensation Committee also reviews with the Board of Directors (other than Mr. Lawler), the compensation of the Chairman, President and Chief Executive Officer, prior to taking final action. The Chairman, President and Chief Executive Officer does not make proposals or recommendations regarding his own compensation.

In addition, to the extent permitted by applicable law and the provisions of a particular equity-based incentive plan, the Board of Directors has delegated authority to the Chairman, President and Chief Executive Officer to grant stock options to non-executive employees within certain limits, including a prohibition on making grants to direct reports and per person limits, which authority is generally used to facilitate making new hire grants and to recognize promotions or reward special accomplishments and achievements. In addition, the Compensation Committee approves the number of shares included in an annual stock option pool for annual grants to non-executive employees and thereafter the Chairman, President and Chief Executive Officer is authorized to determine the amounts, recipients and date of grant of the annual stock option grants to non-executive employees. In addition, the Board of Directors has authorized Mr. Lawler to make restricted stock awards to non-executive employees in an amount not to exceed 1,000 shares in any one instance, and 10,000 shares in the aggregate in any fiscal year.

In fiscal 2005, the Company retained Hewitt Associates LLC (Hewitt) as an independent advisor reporting to the Compensation Committee on executive compensation matters. During fiscal 2009, Hewitt provided independent advice on compensation matters pertaining to the named executive officers and our other executives as requested by management or the Compensation Committee. During fiscal 2009, Hewitt reviewed with the Compensation Committee the overall executive compensation landscape, conducted a review of all elements of our executive compensation program, including bonus, long-term incentives, supplemental benefits, perquisites and severance, and provided a competitive review of compensation levels for a selected group of senior executive positions, including the named executive officers. Hewitt's findings were delivered in early fiscal year 2010, and were taken into consideration in making fiscal year 2010 executive compensation determinations. Hewitt has acted as an advisor to the Compensation Committee and also has provided, with the knowledge and consent of the Compensation Committee, advice and expertise to management on matters to be presented by management to the Compensation Committee. A representative of Hewitt attended a meeting of the Compensation Committee during fiscal 2009 and was available to meet with the Compensation Committee, on occasion, outside of the presence of management. The Company has not retained Hewitt to provide any other services to the Company. The Compensation Committee reviews executive compensation on an ongoing basis and consults with Hewitt as deemed necessary. The Compensation Committee's practice is to engage Hewitt to conduct a comprehensive review of executive compensation every two years. In intervening years, it is the Compensation Committee's practice to adjust the data from the prior year, as it deems necessary, to reflect typical cost of living and inflationary effects.

The Compensation Committee also annually reviews with the Chief Executive Officer the results of the Company's management succession planning activities as it relates to his direct reports, and shares its findings with the full Board of Directors.

Nominating and Corporate Governance Committee

The Board of Directors has a Nominating and Corporate Governance Committee (the Governance Committee), which makes recommendations to the Board of Directors concerning all facets of the Director-nominee selection process, develops and recommends to the Board of Directors corporate governance principles applicable to the Company and oversees the evaluation of the Board of Directors and management. The Governance Committee has the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. The Governance Committee is responsible for overseeing an annual self-evaluation of the Board of Directors to determine whether it and its committees are functioning effectively and determines the nature of the evaluation, supervises the conduct of the evaluation and prepares an assessment of the performance of the Board of Directors, which is discussed with the Board of Directors. The Governance Committee also oversees the Company's enterprise risk management program and activities. The Governance Committee, at the request of the Board of Directors, periodically reviews and makes recommendations to the Board of Directors relating to management succession planning, including policies and principles for Chief Executive Officer selection and performance review, as well as policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer. The Board of Directors has adopted a written charter for the Governance Committee, a copy of which can be found under the Investor Relations Governance section of the Company's website at www.moduslink.com.

In recommending candidates for election to the Board of Directors, the Governance Committee considers nominees recommended by directors, officers, employees, stockholders and others, using the same criteria to evaluate all candidates. The Governance Committee reviews each candidate's qualifications, including whether a candidate possesses any of the specific qualities and skills desirable in certain members of the Board of Directors. Evaluations of candidates generally involve a review of background materials, internal discussions, and interviews with selected candidates as appropriate. Upon selection of a qualified candidate, the Governance Committee would recommend the candidate for consideration by the full Board of Directors. The Governance Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees. The Board of Directors requires that all nominees for the Board of Directors have a reputation for integrity, honesty and adherence to high ethical standards. In addition, nominees should also have demonstrated business acumen, experience and ability to exercise sound judgment in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company. The Governance Committee will consider nominees for the Board of Directors recommended by stockholders in accordance with the Second Amended and Restated Bylaws of the Company (the Bylaws).

Stockholders wishing to propose Director candidates for consideration by the Governance Committee may do so by writing, by deadlines specified in the Company's Bylaws, to the Secretary of the Company and providing information concerning the

nominee and his proponent(s) specified in the Company's Bylaws. The Company's Bylaws set forth further requirements for stockholders wishing to nominate director candidates for consideration by stockholders including, among other things, that a stockholder must give timely written notice of an intent to make such a nomination to the Secretary of the Company. See "Proposals of Stockholders for 2010 Annual Meeting and Nomination of Directors" in this Proxy Statement for more information.

The Governance Committee consists of Anthony J. Bay, Virginia G. Breen (Chair), Thomas H. Johnson, Francis J. Jules, Edward E. Lucente and Michael J. Mardy, each of whom is independent as defined in applicable Nasdaq listing standards. The Governance Committee met 3 times during fiscal 2009.

Technology Committee

The Board of Directors has a Technology Committee, which provides strategic guidance and oversight to the Company's strategy regarding venture capital investing and evaluates and approves investment proposals for the Company's venture capital activities. The Technology Committee consists of Anthony J. Bay (Chair), Virginia G. Breen and Joseph C. Lawler. The Technology Committee met 14 times during fiscal 2009.

Business Development Committee

In fiscal 2009, the Board of Directors established a Business Development Committee, which assists the Board of Directors in its review of potential strategic transactions, including mergers and acquisitions and acts as a resource for management in management's review and evaluation of such potential transactions. The Business Development Committee consists of Thomas H. Johnson, Francis J. Jules, Joseph C. Lawler (Chair) and Edward E. Lucente. The Business Development Committee met 5 times during fiscal 2009.

Director Stock Ownership Guidelines

The Compensation Committee has adopted stock ownership guidelines for Directors and executive officers, which guidelines are discussed under "Executive Compensation Related Policies and Considerations Stock Ownership Guidelines" below.

Stockholder Communications with the Board of Directors

Stockholders may send written communications to the Board of Directors, the presiding director or any individual member of the Board to the following address: c/o Secretary, ModusLink Global Solutions, Inc., 1100 Winter Street, Waltham, Massachusetts 02451. The Company will forward all such correspondence accordingly, except for mass mailings, job inquiries, surveys, business solicitations or advertisements, or patently offensive or otherwise inappropriate material.

PROPOSAL 2

APPROVAL OF AMENDMENT TO THE AMENDED AND RESTATED 1995 EMPLOYEE STOCK PURCHASE PLAN

The Board of Directors believes that it is in the best interest of the Company to provide employees with an opportunity to purchase common stock through payroll deductions. Accordingly, on September 23, 2009, the Board of Directors adopted resolutions, subject to stockholder approval, to approve an amendment (the "ESPP Amendment") to the Company's Amended and Restated 1995 Employee Stock Purchase Plan, as amended (the "ESPP"), to increase the number of shares of Common Stock authorized for issuance under the ESPP from 300,000 shares to 600,000 shares. The Board has adopted the ESPP Amendment because the number of shares currently available under the ESPP is insufficient to satisfy the expected future share requirements thereunder.

As of July 31, 2009, 17,705 shares of Common Stock were available for issuance under the ESPP. If stockholders approve the ESPP Amendment, 317,705 shares, less any shares issued at the completion of an offering period ending October 31, 2009, will be available for issuance under the ESPP. Because participation in the ESPP is voluntary, the Company cannot now determine the number of shares of Common Stock to be purchased by any particular individual or group of individuals. The ESPP is generally available only to U.S.-based employees of the Company and its subsidiaries. As of July 31, 2009, approximately 1,100 employees were eligible to participate in the ESPP. The Company currently intends to expand participation in the ESPP to the rest of its global workforce in fiscal 2010, subject to compliance with local laws. As of July 31, 2009, the Company and its subsidiaries had approximately 4,200 employees worldwide who would be eligible for the ESPP if participation were expanded.

Summary of the ESPP

The following summary of the ESPP is qualified in its entirety by reference to the full text of the ESPP, a copy of which is attached as Appendix I to the electronic copy of this Proxy Statement filed with the SEC and may be accessed from the SEC's home page (www.sec.gov).

The ESPP qualifies as an employee stock purchase plan under Section 423 of the Internal Revenue Code of 1986, as amended (the "Code"). All employees of the Company, including directors of the Company who are employees, and all the employees of any participating subsidiaries whose customary employment is more than 20 hours per week and for more than five months in any calendar year are eligible to participate in the ESPP. Non-employee directors are not eligible to participate in the ESPP. Employees who would immediately after the grant own 5% or more of the total combined voting power or value of the stock of the Company or any subsidiary are not eligible to participate.

The ESPP provides for a participating employee's authorization of the Company's deduction of funds from an employee's pay for the purchase of shares of Common Stock on a given date. For any offering period, a participant may authorize a payroll deduction from his or her compensation of (i) between 1% and 10% in increments of 1% or (ii) any whole dollar amount not less than \$20 per pay period or \$100 per offering period. The Company offers shares of Common Stock to eligible employees during offering periods which coincide with the Company's fiscal quarters.

Participation in the ESPP is voluntary and dependent on each eligible employee's election to participate and his or her determination as to the level of payroll deductions. Accordingly, future purchases under the ESPP are not determinable.

On the first day of each offering period, the participant is deemed to receive an option to purchase up to, but no more than, the number of shares of Common Stock calculated by dividing the closing market price of the Common Stock on the first trading day of the offering period into \$6,250. In addition, no participant shall be permitted to purchase shares of common stock under the ESPP at a rate which exceeds \$25,000 in fair market value (measured at the time the option is granted) of such stock for each calendar year. On the last trading day of the offering period, the participant's option will be automatically exercised and the participant's account will be used to buy shares of Common Stock at a price equal to 85% of the closing price of the Common Stock on either (i) the first trading day of the offering period or (ii) the last trading day of the offering period, whichever is lower.

An employee's participation in the ESPP will be terminated when the employee (i) voluntarily elects to withdraw his or her entire account, (ii) resigns or is discharged from the Company or (iii) dies. Upon termination of participation, the employee will be

paid an amount equal to his or her accumulated payroll deductions. The withdrawing employee shall not be entitled to rejoin the ESPP until the first day of the offering period immediately following the offering period in which the employee terminates his or her participation. Upon the death of a participant, his or her account shall be paid or distributed to the beneficiary or beneficiaries designated by such participant, or in the absence of such designation, to the executor or administrator of his or her estate. Participants' rights under the ESPP may not be sold, assigned, transferred, pledged or otherwise encumbered by the person to whom they are granted, either voluntarily or by operation of law, except by will or the laws of descent and distribution, and, during the life of the participant, are exercisable only by the participant. The Board may amend, alter or terminate the ESPP at any time.

The ESPP is currently being administered by the Compensation Committee. All questions of interpretation or application of the ESPP are determined in the sole discretion of the Board of Directors or the Compensation Committee, and its decisions are final and binding upon all participants. Members of the Board of Directors who are eligible employees are permitted to participate in the ESPP, but may not vote on any matter affecting the administration of the ESPP or the grant of any option pursuant to the ESPP. No member of the Board of Directors who is eligible to participate in the ESPP may be a member of the committee appointed to administer the ESPP. No charges for administrative or other costs may be made against the payroll deductions of a participant in the ESPP. Members of the Board of Directors receive no additional compensation for their services in connection with the administration of the ESPP.

Federal Income Tax Consequences

The following is a summary of the United States federal income tax consequences that generally will arise with respect to purchases made under the ESPP and with respect to the sale of Common Stock acquired under the ESPP. This summary is based on the federal tax laws in effect as of the date of this proxy statement. Changes to these laws could alter the tax consequences described below.

Tax Consequences to Participants. In general, a participant will not recognize taxable income upon enrolling in the ESPP or upon purchasing shares of Common Stock at the end of an offering. Instead, if a participant sells Common Stock acquired under the ESPP at a sale price that exceeds the price at which the participant purchased the Common Stock, then the participant will recognize taxable income in an amount equal to the excess of the sale price of the Common Stock over the price at which the participant purchased the Common Stock. A portion of that taxable income will be ordinary income, and a portion may be capital gain.

If the participant sells the Common Stock more than one year after acquiring it and more than two years after the date on which the offering commenced (the Grant Date), then the participant will be taxed as follows. If the sale price of the Common Stock is higher than the price at which the participant purchased the Common Stock, then the participant will recognize ordinary compensation income in an amount equal to the lesser of:

- (i) fifteen percent (15%) of the fair market value of the Common Stock on the Grant Date; and
- (ii) the excess of the sale price of the Common Stock over the price at which the participant purchased the Common Stock.

Any further income will be long-term capital gain. If the sale price of the Common Stock is less than the price at which the participant purchased the Common Stock, then the participant will recognize long-term capital loss in an amount equal to the excess of the price at which the participant purchased the Common Stock over the sale price of the Common Stock.

If the participant sells the Common Stock within one year after acquiring it or within two years after the Grant Date (a Disqualifying Disposition), then the participant will recognize ordinary compensation income in an amount equal to the excess of the fair market value of the Common Stock on the date that it was purchased over the price at which the participant purchased the Common Stock. The participant will also recognize capital gain in an amount equal to the excess of the sale price of the Common Stock over the fair market value of the Common Stock on the date that it was purchased, or capital loss in an amount equal to the excess of the fair market value of the Common Stock on the date that it was purchased over the sale price of the Common Stock. This capital gain or loss will be a long-term capital gain or loss if the participant has held the Common Stock for more than one year prior to the date of the sale and will be a short-term capital gain or loss if the participant has held the Common Stock for a shorter period.

Tax Consequences to the Company. The offering of Common Stock under the ESPP will have no tax consequences to the Company. Moreover, in general, neither the purchase nor the sale of Common Stock acquired under the ESPP will have any tax consequences to the Company except that the Company will be entitled to a business-expense deduction with respect to any ordinary compensation income recognized by a participant upon making a Disqualifying Disposition. Any such deduction will be subject to the limitations of Section 162(m) of the Code.

The Board of Directors recommends that the stockholders vote FOR the adoption of the amendment to the ESPP.

PROPOSAL 3

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors has appointed KPMG LLP, an independent registered public accounting firm, to audit the Company's consolidated financial statements for the fiscal year ending July 31, 2010, and recommends that the stockholders vote for ratification of such appointment. If the stockholders do not ratify the selection of KPMG LLP as the Company's independent registered public accounting firm, the appointment will be reconsidered by the Audit Committee. Even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the Company's and its stockholders' best interests. A representative of KPMG LLP, which served as the Company's independent registered public accounting firm in fiscal 2009, is expected to be present at the 2009 Meeting, to be available to respond to appropriate questions from stockholders and to make a statement if he or she desires to do so.

The Board of Directors recommends that the stockholders vote FOR the ratification of KPMG LLP to serve as the Company's independent registered public accounting firm for the current fiscal year.

ADDITIONAL INFORMATION

Management

Officers are elected annually by the Board of Directors and serve at the discretion of the Board of Directors. Set forth below is information regarding the current executive officers of the Company.

Name	Age	Position
Joseph C. Lawler	59	Chairman, President and Chief Executive Officer
Steven G. Crane	52	Chief Financial Officer
Peter L. Gray	41	Executive Vice President, General Counsel and Secretary
William R. McLennan	51	President, Global Operations, ModusLink Corporation
David J. Riley	39	Executive Vice President, Corporate Development

Joseph C. Lawler has served as President and Chief Executive Officer of the Company and as a director since August 2004, and also became Chairman in September 2006. From 1995 to March 2004, Mr. Lawler served in various positions with R.R. Donnelley & Sons Company, a provider of full-service glob