Time Inc.
Form DEF 14A
April 21, 2016
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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 x 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))**
x Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Pursuant to §240.14a-12

(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):

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

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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April 21, 2016

Dear Fellow Stockholders:

Please join us at Time Inc. s Annual Meeting of Stockholders on June 7, 2016, at 9:00 a.m., Eastern Daylight Time, at our headquarters at 225 Liberty Street, New York, New York 10281.

We are furnishing our proxy materials to stockholders primarily over the Internet. On or about April 21, 2016, we will begin mailing stockholders of record at the close of business on April 12, 2016 a Notice of Internet Availability of Proxy Materials. The Notice contains instructions on how to access our Proxy Statement and Annual Report and vote online. As more fully described in that Notice, a stockholder may instead choose to request paper copies of the proxy materials.

Attached to this letter are a Notice of Annual Meeting of Stockholders and Proxy Statement, which describe the business to be conducted at the Annual Meeting.

Whether or not you are able to attend the Annual Meeting in person, it is important that your shares be represented. Please vote your shares using the Internet or the designated toll-free telephone number, or by requesting a printed copy of the proxy materials and completing and returning by mail the proxy card you will receive in response to your request.

Thank you for your continued support of Time Inc.

Sincerely,

Joseph A. Ripp

Chairman and Chief Executive Officer

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Notice of

Annual Meeting of Stockholders

TIME	9:00 a.m., Eastern Daylight Time, on Tuesday, June 7, 2016
PLACE	225 Liberty Street, New York, New York 10281
ITEMS OF BUSINESS	1. To elect the eleven director nominees listed in the Proxy Statement. 2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2016. 3. To approve the compensation of our named executive officers on an advisory basis. 4. To approve the Time Inc. 2016 Omnibus Incentive Compensation Plan. 5. To consider such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.
RECORD DATE	You may vote at the Annual Meeting or any adjournment or postponement of the Annual Meeting if you were a stockholder of record at the close of business on April 12, 2016.
VOTING BY PROXY	To ensure your shares are voted, you may vote your shares via the Internet, by telephone or, if you have received a printed copy of the proxy materials from us by mail, by completing, signing, dating and promptly returning the enclosed proxy card by mail. Internet and telephone voting procedures are described in the General Information section beginning on page 1 of the Proxy Statement and on the proxy card. For shares held through a bank, broker or other nominee, you may vote by submitting voting instructions to your bank, broker or nominee.

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON, PLEASE VOTE AS PROMPTLY AS POSSIBLE. THIS IS IMPORTANT FOR THE PURPOSE OF ENSURING A QUORUM AT THE MEETING.

By Order of the Board of Directors,

Lawrence A. Jacobs

Executive Vice President, General Counsel and Corporate Secretary

This Notice of Annual Meeting and Proxy Statement

are being distributed to stockholders beginning on or about April 21, 2016.

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225 Liberty Street

New York, New York 10281

PROXY STATEMENT

Annual Meeting of Stockholders

June 7, 2016

9:00 a.m., Eastern Daylight Time

Important Notice Regarding the Availability of Proxy Materials

for the Annual Meeting of Stockholders to be held on June 7, 2016

Our Proxy Statement and Annual Report on Form 10-K are available at

www.proxyvote.com

The following proxy materials are available for you to review at *www.proxyvote.com*:

- this Proxy Statement;
- the proxy card;
- our Annual Report on Form 10-K for the fiscal year ended December 31, 2015; and
- any amendments to the foregoing materials that are required to be furnished to stockholders.

Attending the Annual Meeting of Stockholders

- Doors open at 8:30 a.m., Eastern Daylight Time.
- Meeting starts at 9:00 a.m., Eastern Daylight Time.
- If you wish to attend the meeting in person, go to *www.proxyvote.com* and select the request meeting admission link in order to RSVP and print your registration confirmation. You must RSVP before 11:59 p.m., Eastern Daylight Time, on Friday, June 1, 2016. A printed registration confirmation together with photo identification will be requested in order to be admitted to the meeting.
- You do not need to attend the meeting to vote if you submitted your proxy in advance of the meeting.
- If you are unable to attend the meeting in person, you can listen to the meeting live via the Internet at *www.virtualshareholdermeeting.com/TIME2016.* The webcast starts at 9:00 a.m., Eastern Daylight Time, but we recommend that you log in at least ten minutes before the start of the meeting.

General Information

Q: Why am I being provided these materials?

A: We have made these proxy materials available to you via the Internet or, upon your request, have delivered printed versions of these materials to you by mail in connection with the solicitation by the Board of Directors (the Board) of Time Inc. (the Company, we, us, our or Time) of proxies to be voted at our Annual M Stockholders to be held on June 7, 2016 (the Annual Meeting), and at any postponements or adjournments of the Annual Meeting.

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If at the close of business on April 12, 2016 you were a stockholder of record or held shares through a bank, broker or other nominee, you are invited to vote your shares and attend the meeting.

Q: What is being voted on at the Annual Meeting?

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

- Election of eleven director nominees;
- Ratification of the appointment of Ernst & Young LLP (Ernst & Young) as our independent registered public accounting firm for 2016;
- Approval of the compensation of our named executive officers on an advisory basis; and
- Approval of the Time Inc. 2016 Omnibus Incentive Compensation Plan.

Q: Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

A: Pursuant to the rules adopted by the Securities and Exchange Commission (the SEC), we have elected to provide stockholders access to our proxy materials via the Internet. Accordingly, we sent a Notice of Internet Availability of Proxy Materials (the Notice) on or about April 21, 2016 to stockholders of record entitled to vote at the Annual Meeting. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or your proxy card and to download printable versions of the proxy materials or to request and receive a printed set of the proxy materials from us. Instructions on how to access the proxy materials over the Internet or to request a printed copy from us may be found in the Notice.

Q: Who is entitled to vote?

A: Stockholders as of the close of business on April 12, 2016 (the Record Date) may vote at the Annual Meeting. As of that date, there were 102,045,674 shares of our common stock outstanding and entitled to vote. You have one vote for each director nominee and for each other proposal to be voted on at the Annual Meeting with respect to each share of common stock held by you as of the Record Date, including shares:

- Held directly in your name as stockholder of record (also referred to as registered stockholder); and
- Held for you in an account with a broker, bank or other nominee (shares held in street name) street name holders generally cannot vote their shares directly and instead must instruct the broker, bank or nominee how to vote their shares.

Q: What constitutes a quorum?

A: A majority of the voting power of the outstanding shares of common stock entitled to vote generally on the business properly brought before the Annual Meeting must be represented in person or by proxy to constitute a quorum for the Annual Meeting. Abstentions are counted as present and entitled to vote for purposes of determining a quorum. If you hold your shares in street name and do not provide voting instructions to your broker, New York Stock Exchange (NYSE) rules grant your broker discretionary authority to vote your shares on routine matters at the Annual Meeting, including the ratification of the appointment of the independent auditors

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in Proposal No. 2. However, the proposals regarding the election of directors, the advisory vote on executive compensation and the approval of the Time Inc. 2016 Omnibus Incentive Compensation Plan are not considered routine matters. As a result, if you do not provide instructions, your shares will not be voted on Proposals No. 1, 3 and 4 (resulting in a broker non-vote). Although broker non-votes will be counted as present and entitled to vote for purposes of determining a quorum, we urge you to promptly provide voting instructions to your broker or other nominee so that your shares are voted on all proposals.

Q: How many votes are required to approve each proposal?

A: Each proposal requires the affirmative vote of a majority of the votes cast in order to be approved. Abstentions and broker non-votes will not affect the satisfaction of this requirement, although they will have the practical effect of reducing the number of affirmative votes required to achieve a majority by reducing the total number of shares from which the majority is calculated. Approval of Proposal No. 4 (relating to the Time Inc. 2016 Omnibus Incentive Compensation Plan) additionally requires that a majority of the outstanding shares on the Record Date actually cast votes on the matter. Abstentions and broker non-votes will have the practical effect of reducing the likelihood that this requirement will be satisfied.

Regarding Proposal No. 1 (relating to the election of the Company s directors), pursuant to the Company s by-laws, any incumbent director who fails to receive a majority of the votes cast must submit an offer to resign from the Board no later than two weeks after the Company certifies the voting results. In that case, the rest of the Board would consider the resignation offer and may either (i) accept the offer or (ii) reject the offer and seek to address the underlying cause(s) of the majority-withheld vote. The Board must decide whether to accept or reject the resignation offer within 90 days following the certification of the stockholder vote and the Company must promptly thereafter make a public announcement regarding the Board s decision.

Q: How are votes counted?

A: You may vote FOR or AGAINST the election of each of the directors (in Proposal 1) and Proposals No. 2, 3 and 4, or you may ABSTAIN from voting for one or more directors (in Proposal 1) or Proposals No. 2, 3 or 4.

If you sign and submit your proxy card without specifying how you would like your shares voted, your shares will be voted in accordance with the Board s recommendations specified below under *How does the Board recommend that I vote?* and in accordance with the discretion of the persons named on the proxy card (the proxyholders) with respect to any other matters that may be voted upon at the Annual Meeting or at any adjournment or postponement of the Annual Meeting.

Q: Who will count the vote?

A: Representatives of Broadridge Financial Solutions, Inc. will tabulate the votes and act as inspectors of election.

Q: How does the Board recommend that I vote?

A: The Board unanimously recommends that you vote as follows:

	Board Vote Recommendation	Page Reference (for more detail)
Election of Directors	FOR each director nominee	6
Ratification of the Appointment of Ernst & Young as our Independent Registered Public Accounting Firm for 2016	FOR	23
Advisory Vote on the Approval of Executive Compensation	FOR	71
Approval of the Time Inc. 2016 Omnibus Incentive Compensation Plan	FOR	72

Q: How do I vote my shares?

A: If you are a stockholder of record (that is, if your shares are owned in your name and not in street name), you may vote:

Via the Internet at *www.proxyvote.com*;
By telephone (within the U.S. or Canada) toll-free at 1-800-690-6903;
By signing and returning the enclosed proxy card if you have received paper materials; or
By attending the Annual Meeting and voting in person.

If your shares are held in a brokerage account by a broker, bank or other nominee, you should follow the voting instructions provided by your broker, bank or other nominee.

If you wish to vote by telephone or via the Internet, you must do so before 11:59 pm, Eastern Daylight Time, on Monday, June 6, 2016. After that time, telephone and Internet voting will not be permitted, and a stockholder of record wishing to vote who has not previously submitted a signed proxy card must vote in person during the Annual Meeting. Stockholders of record will be on a list held by the inspector of elections. Street name stockholders, also known as beneficial owners, must obtain a proxy from the institution that holds their shares, whether it is their brokerage firm, a bank or other nominee, and present it to the inspector of elections with their ballot in order to vote at the Annual Meeting. Voting in person by a stockholder at the Annual Meeting will replace any previous votes submitted by proxy.

Q: What does it mean if I receive more than one Notice or proxy card on or about the same time?

A: It generally means you hold shares registered in more than one account. To ensure that all your shares are voted, please sign and return each proxy card or, if you vote via Internet or telephone, vote once for each

Notice you receive. For more information, see *Householding of Proxy Materials* on page 99 of this Proxy Statement.

Q: May I change my vote or revoke my proxy?

A: Yes. Whether you have voted via the Internet, telephone or mail, if you are a stockholder of record, you may change your vote and revoke your proxy by:

- Sending a written statement to that effect to our Corporate Secretary, provided such statement is received at or prior to the Annual Meeting;
- Submitting a vote at a later time via Internet or telephone before the closing of those voting facilities at 11:59 pm, Eastern Daylight Time, on Monday, June 6, 2016;

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Submitting a properly signed proxy card with a later date that is received at or prior to the Annual Meeting; or
Attending the Annual Meeting and voting in person.

If you hold stock in street name, you may submit new voting instructions by contacting your bank, broker or other nominee. You may also change your vote or revoke your voting instructions in person at the Annual Meeting if you obtain a signed proxy from the record holder (bank, broker or other nominee) giving you the right to vote the shares and comply with the pre-registration requirements set forth under *Attending the Annual Meeting of Stockholders* on page 1 of this Proxy Statement. **Only the latest validly executed proxy that you submit will be counted.**

Q: Could other matters be decided at the Annual Meeting?

A: We are currently unaware of any matters to be raised at the Annual Meeting other than those referred to in this Proxy Statement. If other matters are properly presented at the Annual Meeting for consideration, the proxyholders will have the discretion to vote on those matters for you.

Q: Who will pay for the cost of this proxy solicitation?

A: We will pay for the cost of soliciting proxies. Proxies may be solicited on our behalf by directors, officers or employees (for no additional compensation) in person or by telephone, electronic transmission and facsimile transmission. We have hired Innisfree M&A Incorporated to assist in the solicitation of proxies. We will pay Innisfree M&A Incorporated a fee of $25,000, plus reasonable expenses, for these services and for general advice regarding stockholder engagement. Brokers and other nominees will be requested to solicit proxies or authorizations from beneficial owners and will be reimbursed for their reasonable and documented expenses.

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Proposal No. 1:

Election of Directors

The Board, upon recommendation of the Nominating and Governance Committee of the Board (the Nominating and Governance Committee), unanimously nominated the eleven director nominees listed below for election to the Board at the Annual Meeting. Each of the eleven nominees currently serves as a member of the Board. Directors elected at the Annual Meeting will be elected to hold office until the 2017 Annual Meeting of Stockholders or until their successors are duly elected and qualified. Unless otherwise instructed, the proxyholders intend to vote the proxies held by them for the election of the eleven director nominees named below. The proxies cannot be voted for more than eleven candidates for director. If any of the eleven director nominees is unable or unwilling to be a candidate for election by the time of the Annual Meeting (a contingency which the Board does not expect to occur), the proxyholders may vote for a substitute nominee chosen by the present Board to fill the vacancy. In the alternative, the proxyholders may vote just for the remaining nominees, leaving a vacancy that may be filled at a later date by the Board. Alternatively, the Board may reduce the size of the Board. Set forth below are the principal occupations, business experience, qualifications, public company directorships and certain other information for each of the eleven director nominees.

Nominees for Election as Directors

Name, Age and Tenure as a Director	**Principal Occupation, Business Experience, Qualifications and Directorships**
JOSEPH A. RIPP **Director since 2013** **Age 64**	Mr. Ripp has served as our Chief Executive Officer since September 2013, Director since November 2013 and Chairman since April 2014. Prior to that, Mr. Ripp served as Chief Executive Officer of OneSource Information Services, Inc., a leading provider of online business information and sales intelligence solutions, beginning shortly after the 2012 acquisition of OneSource by Cannondale Investments, Inc., a joint venture formed in 2010 between Mr. Ripp and GTCR, a leading private equity firm. Mr. Ripp served as Chief Executive Officer of Cannondale from 2010 to 2012. From 2008 to 2010, Mr. Ripp served as Chairman of Journal Register Company (now known as 21st Century Media). Prior to that, Mr. Ripp served as President and Chief Operating Officer of Dendrite International Inc., a leading provider of sales, marketing, clinical and compliance solutions for the global pharmaceutical industry. Mr. Ripp began his media career at Time Inc. in 1985 and held several executive level positions at Time Inc. and Time Warner Inc., including Senior Vice President, Chief Financial Officer and Treasurer of Time Inc. from 1993 to 1999, Executive Vice President and Chief Financial Officer of Time Warner from 1999 to January 2001, Executive Vice President and Chief Financial Officer of America Online from January 2001 to 2002 and Vice Chairman of America Online from 2002 to 2004. **Skills and Qualifications**

Mr. Ripp brings to the Board extensive experience, expertise and background in the publishing and media industries. He also possesses corporate leadership experience and extensive knowledge of our business gained from his prior senior executive roles at Time Inc. and Time Warner as well as his current position as our Chief Executive Officer overseeing the Company s business operations.

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Name, Age and Tenure as a Director	Principal Occupation, Business Experience, Qualifications and Directorships
DAVID A. BELL **Director since 2014** **Age 72**	Mr. Bell brings over 40 years of advertising and marketing industry experience to our Board, having served as CEO of three of the largest companies in the industry Bozell Worldwide, True North Communications and The Interpublic Group of Companies, Inc. Mr. Bell currently provides strategic branding, digital marketing and public relations services through Belwether Advisors, a consulting sole proprietorship. Mr. Bell has served as a Senior Advisor to AOL Inc. since 2009 and as an Operating Advisor to Pegasus Capital Advisors LP since 2004. Mr. Bell also served as a Senior Advisor to Google Inc. from 2006 to 2009. Mr. Bell is currently Chairman of Gyro, an advertising agency focused on business-to-business marketing, and is a member of the boards of directors of Creative Realities, Inc., an integrated experiential design firm that assists retail marketers in creating interactive consumer experiences, and multiple early-stage companies including Double Verify, Your Tango, Resonate Networks, Dstillery and 33Across. He has also served on the boards of multiple publicly-traded companies, including The Interpublic Group of Companies Inc. from 2003 to 2005 and PRIMEDIA Inc. from 2001 to 2010. Mr. Bell was inducted into the Advertising Hall of Fame in 2007. **Skills and Qualifications** Mr. Bell brings extensive executive leadership and public company governance experience, traditional and digital advertising and marketing experience, and entrepreneurial experience in developing new businesses.
JOHN M. FAHEY, JR. **Director since 2014** **Age 64**	Mr. Fahey, who serves as the Company s Lead Independent Director, is the former Chairman of National Geographic Society, a non-profit scientific and educational organization, where he served until his retirement in February 2016. Prior to that, Mr. Fahey served as National Geographic Society s Chief Executive Officer from 1998 to 2013 and as its President from 1998 to 2010. During his tenure as President and Chief Executive Officer of National Geographic Society, he led its entry into cable television (now available in 171 countries), the expansion of its magazine (now published in English and 39 local-language editions) and the extension of National Geographic content into digital media. Mr. Fahey joined the National Geographic family in 1996. Prior to that, he was Chairman, President and Chief Executive Officer of Time Life Inc., a former affiliate of Time Inc., for seven years. Earlier, Mr. Fahey worked for Home Box Office, where he was instrumental in the startup of CINEMAX, and was a circulation manager for Time magazine.

In February 2014, President Obama appointed Mr. Fahey as a Member of the Smithsonian Board of Regents for a six-year term. He also serves on the boards of Johnson Outdoors Inc. and Lindblad Expeditions Holdings Inc.

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Name, Age and Tenure as a Director	Principal Occupation, Business Experience, Qualifications and Directorships
	Skills and Qualifications Mr. Fahey has extensive leadership, strategic planning, international, marketing, magazine, digital media, corporate transactional and enterprise risk management experience through his 18 years with National Geographic. With more than seven years as Chairman, President and Chief Executive Officer of Time Life Inc., he also has knowledge of our company s history.
MANUEL A. FERNANDEZ **Director since 2014** **Age 69**	Until his retirement in November 2013, Mr. Fernandez served on the board of Sysco Corporation, a global leader in selling, marketing and distributing food products, for seven years, holding the titles of Executive Chairman (to which he was appointed in 2012) and Non Executive Chairman of the board (to which he was appointed in 2009). Mr. Fernandez has been Managing Partner of SI Ventures, LLC, a venture capital partnership focusing on information technology and communications infrastructure companies that enable e-business, since 2000. He also held the positions of Chairman, President and Chief Executive Officer of Gartner, Inc., a leading information technology research and consulting company, from 1989 until 2000; and President and Chief Executive Officer of three technology-driven companies: Dataquest, Inc., Gavilan Computer Corporation and Zilog Incorporated. Mr. Fernandez has served on the board of Brunswick Corporation as lead director since 2005. He has also served on the board of directors of Leggett & Platt, Incorporated since 2014. Mr. Fernandez served on the board of directors of Sysco Corporation from 2006 until his retirement in 2013 and on the board of directors of Flowers Foods, Inc. from 2005 to 2014. He was a director at Stanley Black & Decker, Inc. (and its predecessor the Black & Decker Company) from 2000 to 2012, is a former Chairman of the board of trustees of the University of Florida, and was appointed by President Bush in May 2003 to serve as a member of the President s Information Technology Advisory Committee. **Skills and Qualifications** Having invested in over 20 start-up companies in the information technology field and having served as an executive at and on the governance bodies of multiple public and private entities, Mr. Fernandez brings extensive knowledge in matters of corporate strategy, product innovation and development, information technology and IT strategy and

strategic planning, as well as international experience.

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Name, Age and Tenure as a Director	Principal Occupation, Business Experience, Qualifications and Directorships
DENNIS J. FITZSIMONS **Director since 2014** **Age 65**	Mr. FitzSimons has served since 2004 as Chairman of the Chicago-based Robert R. McCormick Foundation, a charitable organization with extensive assets. Prior to that, Mr. FitzSimons was the Chief Executive Officer of Tribune Company from 2003 to 2007 and Chairman from 2004 to 2007, stepping down upon completing the sale of the company. Mr. FitzSimons began his 25-year career at Tribune in 1982, spending his first 17 years in the broadcast division in positions of increasing responsibility, including General Manager of WGN-TV, Chicago, and President/Chief Executive Officer of Tribune Broadcasting. He was appointed Executive Vice President of Tribune Company in January 2000, with responsibility for the company s broadcasting, publishing and digital groups, as well as the Chicago Cubs Major League Baseball team. He was elected to the Tribune Company board of directors in 2000 and named President and Chief Operating Officer in July 2001 before becoming CEO in January 2003 and Chairman in January 2004. He started his media career at Grey Advertising in New York. Mr. FitzSimons serves as a Director of Media General, Inc. He is a Trustee of both Northwestern University and Chicago s Museum of Science and Industry. Mr. FitzSimons chaired the Media Security and Reliability Council for the U.S. Federal Communications Commission from 2002 to 2004 and served as a Director of The Associated Press from 2004 to 2007. **Skills and Qualifications** Mr. FitzSimons demonstrated significant leadership skills during his 25-year career at Tribune Company, one of the nation s largest multimedia companies. He had direct responsibility for developing and managing the cross-platform potential of the company s broadcast, print and emerging digital media operations. Through this and his service on various media company and not-for-profit boards, Mr. FitzSimons brings publishing, strategic media industry and public company expertise.
BETSY D. HOLDEN **Director since 2014** **Age 60**	Ms. Holden has been a Senior Advisor to McKinsey & Company, a global management consulting firm, since April 2007, working with clients on strategy, marketing and board effectiveness initiatives. From 2001 to 2003, she was Co-Chief Executive Officer of Kraft Foods and from 2000 to 2003, she was Chief Executive Officer of Kraft Foods North America. Additional positions at Kraft included President, Global Marketing and Category Development and Executive Vice President, with oversight of operations, IT, procurement, research and development, and marketing services, as well as multiple business unit President and line management assignments.

Under her leadership, Kraft Foods was a food industry leader in developing digital programs related to customer relationship management, marketing and content and won numerous marketing and innovation accolades.

Ms. Holden serves on the boards of Diageo plc and Western Union Holdings, Inc. Ms. Holden serves on the executive committees of the Duke University Board of Trustees, the Global Advisory Board of the Kellogg School of Management and Ravinia Festival s Board of

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Name, Age and Tenure as a Director	Principal Occupation, Business Experience, Qualifications and Directorships
	Trustees. She is President of the Off the Street Club Board and is Treasurer of the Board of Chicago High School for the Arts. Ms. Holden previously served on the boards of Catamaran Corporation, Kraft Foods, Tupperware, Tribune Company and Media Bank. She was a 2015 honoree of the NACD Directorship 100 award. **Skills and Qualifications** Ms. Holden brings over 30-years experience in consumer marketing, innovation and brand management, including chief executive-level experience at one of the largest U.S.-based multinational companies. In addition, she has a record of success in leading organic growth, acquisitions, global expansion, talent management and cost management. Having served on the boards of multiple public, private and not-for-profit companies, she has extensive board and corporate governance experience.
KAY KOPLOVITZ **Director since 2014** **Age 71**	Ms. Koplovitz founded, built and served for 21 years as Chairman & CEO of the highly successful USA Networks, the first advertiser-supported basic cable network. She is credited with introducing to the basic cable network business model a second revenue stream, licensing fees, in addition to advertising. She also negotiated the first cable television deals for multiple professional sports leagues and events. Since stepping down from USA Networks in 1998, she has simultaneously run Koplovitz & Company, a media advisory and investment firm specializing in marketing and growth strategies for early to late stage companies, and Springboard Enterprises, a non-profit entity dedicated to training women leaders of high-growth technology oriented companies to raise capital. Also in 1998 Ms. Koplovitz was appointed by President Clinton to chair the National Women s Business Council. Ms. Koplovitz serves on the boards of CA Technologies, Inc. and ION Media Networks. She also serves on the boards of non-profit entities The Paley Center for Media, The International Tennis Hall of Fame, The College of Letters and Science at the University of Wisconsin and Springboard Enterprises. **Skills and Qualifications** Ms. Koplovitz has extensive leadership experience founding and managing a major consumer-focused, multi-billion dollar media company. Having

co-founded several successful ventures and serving on multiple publicly-held and not-for-profit boards, her experiences encompass venture capitalism, marketing and sales and technology, as well as corporate governance matters.

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Name, Age and Tenure as a Director	Principal Occupation, Business Experience, Qualifications and Directorships
J. RANDALL MACDONALD **Director since 2014** **Age 67**	Mr. MacDonald served as Senior Vice President of Human Resources at IBM, a global technology and consulting firm, from 2000 until his retirement from IBM in June 2013. He was part of the team that led the transformation of IBM to a company that delivers top-to-bottom technology solutions. Before that, he was with GTE (now Verizon Communications) for 17 years in positions of increasing responsibility, including Executive Vice President of Human Resources and Administration. He also held human resources positions at Ingersoll-Rand Company and Sterling Drug, Inc. Mr. MacDonald serves as a member of the board of directors of Delphi Automotive PLC. He was a director of Covance Inc. from 1998 to 2006. He also serves as Vice Chairman of the board of trustees of Bucknell University and Vice Chairman of the board of directors of National Association of Human Resources. He is one of thirteen Distinguished Fellows of the National Academy of Human Resources. In addition, he is a trustee of the U.S. Ski and Snowboard Team Foundation and a fellow of Cornell University s Center for Advanced Human Resources Studies. **Skills and Qualifications** Mr. MacDonald has over four decades of human resources experience. His extensive experience at major publicly-traded companies enables him to advise on global human resources matters, compensation practices, leadership assessment and development, restructurings and general management.
RONALD S. ROLFE **Director since 2014** **Age 70**	Mr. Rolfe is a retired Partner at Cravath, Swaine & Moore LLP, a premier law firm in the United States, where he practiced until his retirement in December 2010. Mr. Rolfe s practice spanned the world and included corporate governance, securities, antitrust and commercial litigation and arbitration for U.S. and international clients. Mr. Rolfe began as an Associate with Cravath in 1970 and became Partner in 1977. He also served as Law Clerk to the Honorable Marvin E. Frankel, U.S. District Court Judge in the Southern District of New York, in 1969. Mr. Rolfe currently serves on the boards of directors of public companies Noranda Aluminum Holding Corporation (since 2013), Berry Plastics Group, Inc. (since 2013) and Reynolds American Inc. (since 2014). He also currently serves on the board of private company Advanced Assessment

Systems, Inc.

Skills and Qualifications

Mr. Rolfe s distinguished legal career, during which he advised numerous corporate boards and senior executives, enables him to provide invaluable insight on risk management and corporate governance matters. His service on both public and private boards provides him with meaningful experience in strategic planning, budgeting and compliance with various regulatory requirements.

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Name, Age and Tenure as a Director	Principal Occupation, Business Experience, Qualifications and Directorships
SIR HOWARD STRINGER **Director since 2014** **Age 74**	Sir Howard Stringer served as Chairman, President and CEO of Sony Corporation, a multinational conglomerate with a diversified business primarily focused on the electronics, game, entertainment and financial services sectors, from 2005 until 2012, when he became Chairman of the board of directors. He retired from that position in June 2013. He joined Sony in May 1997 and was named President and Group Executive of the Sony Corporation of America in 1998, responsible for Sony s entertainment companies: Sony Pictures Entertainment, Sony Music Entertainment and Sony/ATV Music Publishing. Prior to that, Sir Howard had a distinguished 30-year career as a journalist, producer and executive at CBS Inc., where he won 11 individual Emmy awards. He was Executive Producer of the CBS Evening News from 1981 until 1986, President of CBS News from 1986 until 1988 and President of CBS from 1988 until 1995, where he was responsible for all broadcast activities, including entertainment, news, sports and its radio and television stations. Sir Howard serves as director on the executive board of the BBC and the board of directors for TalkTalk Telecom Group PLC. In 2005, Sir Howard was named one of Time magazine s Top 100 (Builders and Titans). **Skills and Qualifications** Sir Howard has extensive knowledge in consumer-based products and the technology industry through his 16 years of leadership and senior management experience as former Chairman and CEO at Sony Corporation. As a 30-year veteran of CBS, he also brings a wealth of knowledge in journalism and the multimedia and entertainment industries.
MICHAEL P. ZEISSER **Director since 2016** **Age 51**	Mr. Zeisser has been Chairman, U.S. Investments, for Alibaba Group since October 2013. From 2003 to 2013, Mr. Zeisser was Senior Vice President of Liberty Interactive Corporation (formerly known as Liberty Media Corporation). Prior to joining Liberty Media, Mr. Zeisser was a partner at McKinsey & Company in New York from 1996 to 2003, where he co-founded and led McKinsey s Internet Practice. Mr. Zeisser currently serves on the boards of XO Group, Inc. and Shutterfly, Inc. He previously served on the boards of TripAdvisor, Inc. and IAC/Interactive Corp. Mr. Zeisser is a member of the Media Advisory Group of the American Association for the Advancement of Science.

Skills and Qualifications

As a current and former executive of companies with significant operations in the digital media industry, Mr. Zeisser has extensive insight into, and unique and specialized experience regarding, the Internet and digital media. He also possesses significant experience with respect to international operations and business strategy.

The Board of Directors unanimously recommends a vote FOR the election of each of the eleven director nominees named above.

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BOARD OF DIRECTORS

Committees of the Board and Meetings

There are currently three standing committees of the Board: the Audit and Finance Committee, the Compensation Committee and the Nominating and Governance Committee (each, a Committee). Each Committee is comprised entirely of independent directors, consistent with the definition of independent under the NYSE listing standards applicable to boards of directors generally and board committees in particular. Each Committee is authorized to retain its own outside counsel and other advisors as it deems necessary or advisable.

The Board has adopted written charters for each of its standing Committees, copies of which are posted on our website at www.timeinc.com. A stockholder also may request a copy of these materials in print, without charge, by contacting our Corporate Secretary at Time Inc., 225 Liberty Street, New York, New York 10281. Each of the Audit and Finance Committee, the Compensation Committee and the Nominating and Governance Committee reviews its charter on an annual basis. Each Committee makes recommendations, as appropriate, to the full Board as a result of its charter review. In addition to the three standing Committees, the Board may approve the creation of special committees to act on behalf of the Board.

The following table summarizes the current membership of the Board and each of its standing Committees, as well as the number of times the Board and each Committee met during 2015.

Name	Board	Audit and Finance Committee	Compensation Committee	Nominating and Governance Committee
Joseph A. Ripp	Chairman			
David A. Bell*	Member		Chair	
John M. Fahey, Jr.*(1)	Lead Independent Director			Member
Manuel A. Fernandez*	Member	Member		Member
Dennis J. FitzSimons*	Member	Member	Member	
Betsy D. Holden*	Member	Member	Member	
Kay Koplovitz*	Member		Member	Member
J. Randall MacDonald*	Member			Chair
Ronald S. Rolfe*(1)	Member	Chair		Member
Sir Howard Stringer*	Member		Member	Member
Michael P. Zeisser*(1)	Member	Member		
Number of Meetings	**11**	**7**	**8**	**6**

**Independent Director*

(1) *Mr. Fahey served on the Audit and Finance Committee throughout 2015 and until April 11, 2016. Mr. Rolfe s service on the Nominating and Governance Committee and Mr. Zeisser s service on the Audit and Finance Committee each commenced on April 11, 2016.*

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Each of our directors attended 75% or more of the total number of meetings of the Board held during the period in which he or she was a director and the number of meetings held by all Committees on which he or she served. Mr. Zeisser was elected to the Board in February 2016 and therefore did not attend any Board or Committee meetings in 2015.

Audit and Finance Committee

The Audit and Finance Committee is responsible for, among other things:

Overseeing the quality and integrity of our financial statements, internal controls over financial reporting, accounting practices and financial information we provide to the SEC or the public;

Reviewing our annual and interim financial statements, the reports of our independent registered public accounting firm on our annual financial statements and the effectiveness of our internal controls over financial reporting, Management s Report on Internal Control over Financial Reporting and the disclosures under Management s Discussion and Analysis of Financial Condition and Results of Operations in our periodic reports and other filings with the SEC;

Selecting and appointing an independent registered public accounting firm, such appointment to be ratified by stockholders at our annual meeting;

Pre-approving all services to be provided to us by our independent registered public accounting firm;

Reviewing with our independent registered public accounting firm and our management the plan and scope of the accounting firm s proposed annual financial statement audit, quarterly reviews and annual report of our internal control over financial reporting, including the procedures to be utilized;

Reviewing with our independent registered public accounting firm and our management the accounting firm s significant findings and recommendations upon the completion of the annual financial statement audit, quarterly reviews and annual audit of our internal control over financial reporting;

Reviewing and evaluating the qualification, performance, fees and independence of our registered public accounting firm;

- Meeting with our independent registered public accounting firm and our management regarding our internal controls over financial reporting, critical accounting policies and practices and other matters;

- Discussing earnings releases and reports to rating agencies with our management and our independent registered public accounting firm;

- Overseeing our internal audit function;

- Assisting our Board in the oversight of our financial structure, financial condition and capital strategy; and

- Overseeing our compliance program, response to regulatory actions involving financial, accounting and internal control matters, internal controls and risk management policies.

All members of the Audit and Finance Committee are independent, consistent with the NYSE listing standards applicable to boards of directors in general and audit committees in particular. The Board has determined that each of Mr. Dennis FitzSimons, Ms. Betsy D. Holden and Mr. Ronald S. Rolfe is an audit committee financial expert as defined in applicable SEC rules.

Audit and Finance Committee Report

Management is responsible for the preparation of the Company s financial statements and the independent registered public accounting firm is responsible for examining those statements. In

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connection with the preparation of the December 31, 2015 financial statements, the Audit and Finance Committee: (1) reviewed and discussed the audited financial statements with management; (2) discussed with the independent registered public accounting firm the matters required to be discussed under generally accepted auditing standards, including Auditing Standard No. 16, Communications with Audit Committees ; and (3) received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding such firm s communications with the Audit and Finance Committee concerning independence, and has discussed with the independent registered public accounting firm the firm s independence.

Based upon these reviews and discussions, the Audit and Finance Committee recommended, and the Board of Directors approved, that the Company s audited consolidated financial statements be included in the annual report on Form 10-K for the fiscal year ended December 31, 2015 for filing with the SEC. The Audit and Finance Committee also appointed Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2016, subject to the ratification of such appointment by the stockholders.

AUDIT AND FINANCE COMMITTEE

Ronald S. Rolfe (Chair)

John M. Fahey, Jr.

Manuel A. Fernandez

Dennis J. FitzSimons

Betsy D. Holden

Compensation Committee

The Compensation Committee is responsible for, among other things:

- Setting and reviewing our general policy regarding executive compensation;

- Determining the compensation (including salary, bonus, equity-based grants and any other long-term cash compensation) of our Chief Executive Officer and other executive officers;

- Overseeing our disclosure regarding executive compensation, including approving the report to be included in our annual proxy statement and included or incorporated by reference in our annual report on Form 10-K;

- Approving employment agreements for our Chief Executive Officer and other executive officers;

- Reviewing the benefits provided to our Chief Executive Officer and other executive officers;

- Administering our executive bonus and equity-based incentive plans;

- Overseeing our response to regulatory developments affecting compensation and, along with our Nominating and Governance Committee, reviewing and making recommendations regarding our responses to stockholder proposals relating to compensation matters and our proposals relating to the frequency of advisory votes on executive compensation; and

- Assessing the independence of compensation consultants, legal counsel and other advisors to the Compensation Committee and hiring, approving the fees and overseeing the work of, and terminating the services of such advisors.

All members of the Compensation Committee are independent, consistent with the NYSE listing standards applicable to boards of directors in general and compensation committees in particular. In addition, all members of the Compensation Committee qualify as non-employee directors (within the meaning of Rule 16b-3 of the Exchange Act) and as outside directors (within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the Tax Code)).

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Compensation Consultant

The Compensation Committee has the authority under its charter to retain outside consultants or advisors, as it deems necessary or advisable. In accordance with this authority, the Compensation Committee engages an independent compensation consultant to provide it with objective and expert analysis, advice and information with respect to executive compensation. Towers Watson (now Willis Towers Watson Public Limited Company) served as the independent compensation consultant until July 30, 2015, and Meridian Compensation Partners, LLC has served as the independent compensation consultant since July 30, 2015. In light of certain administrative and advisory products and services that Towers Watson has provided and is expected to provide to the Company, the Compensation Committee switched independent compensation consulting firms to provide the Company with greater flexibility to use Towers Watson for such other services while avoiding the possible appearance of a conflict of interest. All services provided by Towers Watson during its tenure as independent compensation consultant and all executive compensation services provided by Meridian were directed or approved by the Compensation Committee. The Compensation Committee has concluded that no conflict of interest existed with Towers Watson during its tenure as independent compensation consultant and that no conflict of interest exists with Meridian. These independence determinations were made after considering the following six factors: (i) the provision of other services to us by the compensation consultant; (ii) the amount of fees received from us by the compensation consultant, as a percentage of its total revenue; (iii) the policies and procedures of the compensation consultant that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consulting firm s individual consultants with members of the Compensation Committee; (v) any of our stock owned by such individual consultants or the consulting firm; and (vi) any business or personal relationship of such individual consultants or the consulting firm with any of our executive officers.

In addition to the independent compensation consultants, members of our Human Resources, Legal and Finance Departments support the Compensation Committee in its work by providing data, analysis and recommendations regarding the Company s executive compensation practices and policies and individual pay recommendations. Since Towers Watson ceased acting as the Compensation Committee s independent compensation consultant, it has provided advice to management in support of these activities.

For additional information on the Compensation Committee s activities, its use of outside advisors and its consideration and determination of executive compensation, see *Executive Compensation Compensation Discussion and Analysis* beginning on page 25 of this Proxy Statement.

Compensation Committee Interlocks and Insider Participation

Mr. Bell, Mr. FitzSimons, Ms. Holden, Ms. Koplovitz and Sir Howard Stringer served on our Compensation Committee during 2015. None of these individuals has at any time been an officer or employee of the Company. During 2015, none of our executive officers served as a member of the board of directors or compensation committee of any entity for which a member of our Board or Compensation Committee served as an executive officer.

Nominating and Governance Committee

The Nominating and Governance Committee is responsible for, among other things:

Overseeing our corporate governance practices;

Reviewing and recommending to our Board amendments to our by-laws, certificate of incorporation, committee charters and other governance policies;

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Reviewing and making recommendations to our Board regarding the structure of our various board committees;

Identifying, reviewing and recommending to our Board individuals for election to the Board;

Adopting and reviewing policies regarding the consideration of board candidates proposed by stockholders and other criteria for board membership;

Overseeing and monitoring general governance matters, including communications with stockholders and regulatory developments relating to corporate governance;

Overseeing the Chief Executive Officer succession planning process, including an emergency succession plan;

Reviewing the leadership structure of our Board; and

Overseeing our Board s annual self-evaluation.

All members of the Nominating and Governance Committee are independent, consistent with the NYSE listing standards applicable to boards of directors.

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GOVERNANCE OF THE COMPANY

Our Standards of Business Conduct, our Code of Ethics for Senior Executive and Senior Financial Officers, our Corporate Governance Policy, our Committee charters and other corporate governance information are available on our website at www.timeinc.com. Any stockholder also may request them in print, without charge, by contacting our Corporate Secretary at Time Inc., 225 Liberty Street, New York, New York 10281.

Standards of Business Conduct

Our Standards of Business Conduct apply to our employees, including any employee directors. The Standards of Business Conduct establish policies pertaining to, among other things, employee conduct in the workplace, electronic communications and information security, accuracy of books, records and financial statements, securities trading, confidentiality, conflicts of interest, fairness in business practices, anti-bribery and anti-corruption laws, antitrust laws and political activities and solicitations.

The Audit and Finance Committee oversees the adherence to the Standards of Business Conduct. Our Chief Ethics and Compliance Officer is responsible for enforcing the Standards of Business Conduct and other Company compliance policies. Our Chief Ethics and Compliance Officer also assists in the communication of the Standards of Business Conduct and oversees employee education regarding its requirements, including online compliance training.

We maintain an employee help line, called the Ethics Hotline. The Ethics Hotline is the Company s primary mechanism for receiving and acting on business conduct and ethical complaints. Through the Ethics Hotline, employees can report integrity concerns without fear of retaliation or seek guidance on business conduct matters. In some countries, local and regional differences in culture and law limit the scope and types of reports we may accept through our Ethics Hotline. We provide alternative reporting direction for employees in these countries. Employees may also report integrity concerns via mail, fax or email. With respect to complaints and concerns regarding accounting and auditing matters, employees may also report them to the Company s Controller. If an employee makes a complaint, our Chief Ethics and Compliance Officer receives the report and then coordinates with internal and outside resources, as appropriate, to investigate reported concerns. The Chief Ethics and Compliance Officer, together with our internal auditor, are responsible for reporting to the Audit and Finance Committee inquiries and complaints we receive and any resulting investigations and corrective actions.

Code of Ethics for Senior Executive and Senior Financial Officers

Our Code of Ethics for Senior Executive and Senior Financial Officers (the Code of Ethics) applies to certain senior management of the Company, including individuals in the role of Chief Executive Officer, Chief Financial Officer, Controller and the senior-most tax executive (and others performing similar senior executive functions at the Company from time to time in the future). Among other things, the Code of Ethics mandates that the designated officers engage in and promote honest and ethical conduct, disclose to the Compliance Office any material transaction or relationship that reasonably could be expected to give rise to a conflict, protect the confidentiality of non-public information about the Company or its subsidiaries and their customers, take all reasonable measures to achieve responsible use of and control over the Company s assets and resources, comply with all applicable governmental rules and regulations and promptly report any possible violation of the Code of Ethics. Additionally, the Code of Ethics requires that these individuals promote full, fair, accurate, timely and

understandable disclosure in the Company s publicly filed reports and other public communications and sets forth standards for accounting practices and records. We hold individuals to whom the Code of Ethics applies accountable for adherence to the Code of Ethics. Our Chief Ethics and Compliance Officer oversees and assists in the communication of the Code of Ethics.

We intend to disclose any amendments to or waivers of provisions of the Standards of Business Conduct or Code of Ethics granted to directors or executive officers by posting such information on our website.

Corporate Governance Policy

Our commitment to good corporate governance is reflected in our Corporate Governance Policy, which describes the Board s views on a wide range of governance topics. The Corporate Governance Policy is reviewed no less frequently than annually by the Nominating and Governance Committee and, to the extent deemed appropriate in light of emerging practices, revised accordingly, upon recommendation to and approval by the Board.

Significant Governance Practices

Director Nomination Process

The Nominating and Governance Committee evaluates director candidates in accordance with the director membership criteria described in our Corporate Governance Policy and our Policy Statement Regarding Director Nominations. The Nominating and Governance Committee reviews a candidate s qualifications to serve as a member of our Board based on the skills and characteristics of the individual as well as the overall composition of our Board in light of the Company s current and expected structure and business needs, regulatory requirements, the diversity of viewpoints represented on the Board and committee membership requirements. The Nominating and Governance Committee evaluates a candidate s professional skills and background, experience at the policy-making level in the business, government or non-profit sectors or as a director of a widely-held public corporation, financial literacy, age, independence and past performance (in the case of incumbent candidates), along with qualities expected of all directors, including integrity, judgment, acumen, high professional and personal ethics, familiarity with our business and the time and ability to make a constructive contribution to our Board.

In February 2016, the Board elected an additional independent director, Michael P. Zeisser. His qualifications and experience are described on page 12. The Nominating and Governance Committee led the director search process. Mr. Zeisser met with all of the members of the Nominating and Governance Committee and most of the members of the Board, and the Nominating and Governance Committee recommended Mr. Zeisser for election to the Board. The Board determined that Mr. Zeisser possesses all of the qualities required of director candidates, including independence from the Company s management; significant leadership and senior management experience in the digital media industry; professional experience, skills, knowledge, viewpoints and backgrounds that contribute to the diversity of viewpoints on the Board; and experience as a director of other public corporations.

The Nominating and Governance Committee will consider director candidates recommended by stockholders. The Nominating and Governance Committee considers and reviews all candidates in the same manner regardless of the source of the recommendation. Our Amended and Restated By-laws provides that any stockholder of record entitled to vote for the election of directors at the applicable meeting of stockholders may nominate persons for election to our

Board, if such stockholder complies with the applicable notice procedures, which are discussed on page 98 of this Proxy Statement.

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Annual Meeting of Stockholders

We encourage all of our directors to attend each annual meeting of stockholders. We expect that all of our directors will attend the Annual Meeting.

Director Independence and Independence Determinations

Under NYSE rules, a director is not independent unless the Board makes an affirmative determination to such effect. In order to determine that a director is independent, the Board must affirmatively determine that the director has no material relationship with the Company, and the director must satisfy the standards and objective tests set forth under NYSE rules.

In addition to the standards for independence established under NYSE rules, the Board has also adopted the following categorical standards in our Corporate Governance Policy, which provide that a director will not be independent if one or more of the following conditions are met:

(i) the director is, or has been within the last three years, an employee of the Company and its consolidated subsidiaries (the Consolidated Company), or an immediate family member of the director is, or has been within the last three years, an executive officer of the Company; or

(ii) the director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than $120,000 in direct compensation from the Consolidated Company, other than director and committee fees and pensions or other forms of deferred compensation for prior service with the Consolidated Company (provided such compensation is not contingent in any way on continued service); or

(iii) (A) the director is a current partner or employee of a firm that is the Consolidated Company s internal or external auditor; (B) the director has an immediate family member who is a current partner of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and personally works on the Consolidated Company s audit, or (D) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company s audit within that time; or

(iv) The director or an immediate family member is, or has been with the last three years, employed as an executive officer of another company where any of the Company s present executive officers at the same time serves or served on that company s compensation committee; or

(v) the director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Consolidated Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of $1 million or 2% of such other company s consolidated gross revenues.

As set forth in our Corporate Governance Policy, it is the Board s objective that a substantial majority of the members of the Board be independent. Our Corporate Governance Policy also requires that all the members of the Audit and Finance Committee, the Compensation Committee and the Nominating and Governance Committee be independent under the NYSE listing standards. The Board has determined that each of the director nominees is independent except for Mr. Ripp, our Chief Executive Officer.

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Board Leadership Structure

To ensure the Board s independence and proper functioning, the Board has elected a Lead Independent Director with substantial authority over the Board s operations. The Lead Independent Director is elected by the independent members of the Board. Currently, the Lead Independent Director is Mr. Fahey. As set forth in the Company s Corporate Governance Policy, the responsibilities of the Lead Independent Director include:

- Presiding at meetings of the Board at which the Chairman is not present;
- Having the authority to call meetings of the independent directors;
- Serving as a liaison between the Chairman and the other directors;
- Advising the Chairman with respect to the schedule, agenda and information for Board meetings (including possessing the authority to approve the agenda and specific items of information for Board meetings);
- Advising the Chairman with respect to who may report directly to the Board;
- Serving as interim Chairman in the event of the death or incapacitation of the Chairman; and
- Being available, as appropriate, for communication with the Company s stockholders.

Mr. Ripp currently serves as both our Chief Executive Officer and Chairman of the Board. We believe that combining the Chief Executive Officer and Chairman roles fosters clear accountability, effective decision-making and alignment on corporate strategy between the Board and the senior management of the Company. In addition, we believe that having Mr. Ripp serve as Chairman and Chief Executive Officer helps facilitate the flow of information to, and discussion among, members of the Board regarding the Company s business. The Lead Independent Director also has substantial responsibilities that enable the individual to provide strong leadership of the independent directors and help the Board provide effective independent oversight of the Chairman and Chief Executive Officer.

We believe this Board structure fosters the successful development and implementation of business strategies, while also providing the balance of an empowered and independent Board.

Executive Sessions of Independent Directors

In 2015, the independent directors on the Board regularly met in executive sessions, without the employee director or management present. Executive sessions of the independent directors are led by the Lead Independent Director and facilitate candid discussion of the independent directors viewpoints regarding the performance of management and the strategic direction of the Company.

Board and Committee Evaluations

Annually the Board and each of the Audit and Finance, Compensation and Nominating and Governance Committees evaluate and discuss their respective performances and effectiveness, as required by our Corporate Governance Policy and their respective charters. These evaluations cover a wide range of topics, including, but not limited to, the fulfillment of the Board and Committee responsibilities identified in the Corporate Governance Policy and Committee charters.

Communications with the Board of Directors

Stockholders and other interested parties who wish to communicate with our Board, any of the Committees or any of the individual non-employee directors may do so by sending a letter to the intended recipient, in the care of our Corporate Secretary, at Time Inc., 225 Liberty Street, New York, New York 10281. Such correspondence will be relayed to the appropriate director or directors as appropriate. Stockholders may communicate with Mr. Ripp, the Board s sole employee-director, by sending a letter addressed to him at Time Inc., 225 Liberty Street, New York, New York 10281.

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Oversight of Risk Management

The Board has overall responsibility for risk oversight with a focus on the most significant risks facing the Company. The Board carries out its risk oversight responsibilities in large part through the Audit and Finance Committee, which is responsible for oversight of the Company s risk management policies and procedures. The Company is exposed to a number of risks including financial risks, strategic and operational risks and risks relating to regulatory and legal compliance. The Audit and Finance Committee discusses with management the Company s major risk exposures and the steps management has taken to monitor and control such exposures, including the guidelines and policies to govern the process by which risk assessment and risk management are undertaken. The Audit and Finance Committee meets regularly with the Company s internal auditor and independent registered public accounting firm to discuss risk management and other related issues. The Audit and Finance Committee reports to the Board on a regular basis to apprise Board members of the Company s risk management efforts.

In addition, the Compensation Committee discusses with management the Company s major risks associated with the Company s compensation plans and programs as described on page 50 of this Proxy Statement.

While the Board and its Committees oversee the Company s overall risk management, our management is responsible for the day-to-day risk management processes. Management reports to the Board and the Audit and Finance Committee on a regular basis regarding material risks and the proposed response to managing those risks. Each functional area within the Company, including, among others, legal, tax, finance and operations, has day-to-day responsibility for the management of risks that arise in their respective areas of responsibility. In addition, our Internal Audit department performs annual risk assessments that are used to define the scope of the evaluation of the effectiveness of our internal control over financial reporting, as required by the Sarbanes-Oxley Act of 2004, and the annual audit plan that is approved by the Audit and Finance Committee.

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Proposal No. 2:

RATIFICATION OF THE APPOINTMENT OF

INDEPENDENT REGISTERED

PUBLIC ACCOUNTING FIRM

The Audit and Finance Committee has selected Ernst & Young LLP to serve as our independent registered public accounting firm for 2016. In this Proposal No. 2, we are asking stockholders to ratify this selection. Although ratification is not required by our by-laws or otherwise, the Board is submitting the selection of Ernst & Young to our stockholders for ratification as a matter of good corporate governance. If the selection is not ratified, the Audit and Finance Committee will consider whether it is appropriate to select another independent registered public accounting firm. Even if the selection is ratified, the Audit and Finance Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our stockholders.

Representatives of Ernst & Young are expected to be present at the Annual Meeting with the opportunity to make a statement if they desire to do so and to answer appropriate questions.

Audit and Finance Committee s Pre-Approval Policies and Procedures

Our Audit and Finance Committee Charter requires the Audit and Finance Committee to pre-approve all auditing and other services provided by our independent registered public accounting firm to the Company.

Audit and Other Fees

The following table presents the aggregate fees for professional services rendered by Ernst & Young LLP for 2015 and 2014 (in thousands):

	2015	2014
Audit fees(1)	$ 2,971	$ 2,307
Audit-related fees(2)	$ 182	$ 130
Tax fees(3)	$ 252	$ 35
All other fees	$ 0	$ 0
Total	$ 3,405	$ 2,472

(1) Audit fees related to audits of financial statements, internal controls over financial reporting, reviews of quarterly financial statements and related reports and reviews of registration statements and certain periodic reports filed with the SEC. Out of the total audit fees, approximately $0 and $145 for 2015 and 2014, respectively, represent an

allocation of Ernst & Young fees from Time Warner Inc. to the Company.

(2) Audit-related fees related primarily to employee benefit plan audits and service auditor s examination in 2015 and agreed-upon procedures related to evaluating the completeness, accuracy and consistency of the Company s XBRL-tagged data in 2014.

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(3) Tax fees related primarily to international tax return preparation and compliance services in 2015 and 2014.

The Board of Directors unanimously recommends a vote FOR the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2016.

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis describes the total compensation for each of Time Inc. s named executive officers (NEOs), Time Inc. s executive compensation policies and practices, and the context underlying the compensation decisions made in 2015. In accordance with SEC rules, a company s NEOs are generally its principal executive officer, its principal financial officer and its other three most highly compensated officers who were serving as executive officers at the end of the last completed fiscal year. Time Inc. s NEOs for 2015 were:

Joseph A. Ripp Chairman and Chief Executive Officer

Jeffrey J. Bairstow Executive Vice President and Chief Financial Officer

Norman Pearlstine Executive Vice President and Chief Content Officer

Evelyn Webster Executive Vice President

Mark P. Ford Executive Vice President, Global Advertising

Introduction

While our Compensation Discussion and Analysis focuses on 2015 compensation decisions, through this Introduction, we hope to provide additional context linking these decisions to our overall strategy by reflecting on the past and looking ahead to the future.

Since the Spinoff

Since our spinoff (the Spinoff) from Time Warner Inc. (Time Warner) in June 2014, we have been focused on the transformation from our past as Time Warner s print division to a growing and vibrant cross-platform media business. Adhering to our Executive Compensation Philosophy described below under *How 2015 Compensation Decisions Were Made Governance & Process Executive Compensation Philosophy*, we have been able to:

Attract superior talent who are critical to the transformation of our business and the achievement of the revenue crossover necessary to drive stockholder value. By offering market competitive pay and an exciting opportunity to help transform the Company, we attracted the following new leaders in 2015:

Richard Battista, EVP, President, Entertainment & Sports Group and Video leading our People and Entertainment Weekly brands and, beginning in 2016, our Sports Illustrated and video efforts as well;

- *Erik Moreno, EVP, Business Development* charged with sourcing and championing opportunities like our recently completed Viant transaction; and
- *Jennifer Wong, EVP, President, Digital* spearheading our digital initiatives, and bringing critical experience to grow our digital business by leveraging our strong brands and audience engagement.

Foster a pay for performance culture that aligns executive pay with stockholder interests, as reflected in our:

- *Annual Incentive Payments,* which were paid out below target levels in 2015 because they are directly aligned to our financial results; and
- *Equity Award Values,* with realizable value consistent with returns experienced by our stockholders.

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Compensation decisions in 2014 and 2015 set the stage for our transformation by providing a stable transition from the pre-Spinoff period. We consider 2016 a pivotal year in our transformation and a bridge to our future. A snapshot of key post-Spinoff decisions together with some additional context is set forth in the table below:

Year	Decisions	Context
2014 ***Spinoff Year***	Equity awards granted immediately after the Spinoff mitigate, in part, the absence of equity awards in earlier years Replacement equity awards granted to satisfy contractual obligations to Time Warner One-half of the equity award values to executive officers granted in the form of stock options, tying compensation directly to stock price performance Compensation Committee begins to consider performance metrics that would be indicative of the Company s successful transformation	Executives received no equity awards from Time Warner in 2013 or 2014, a departure from historical practice Strategic operational goals critical to our transformation were introduced by our Chairman and Chief Executive Officer Mr. Ripp and incorporated into our annual incentive plan Employee Matters Agreement with Time Warner required replacement equity grants for forfeited Time Warner equity
2015 ***Transitional Year***	Previous year s strategic operational goals in the annual incentive plan carried forward to 2015 Executive officers again granted one-half of regular cycle equity award value in the form of stock options At least one-half of the compensation of our executive officers is directly tied to the Company s financial and stock price performance Compensation Committee approved compensation packages for key executive hires Compensation Committee continued to consider performance metrics that would be indicative of the Company s successful transformation	Strategic and operational goals becoming institutionalized as guideposts for the Company s transformation; and the Company began executing on its long range plan Consistency in compensation programs promoted workforce stability in an otherwise dynamic environment Limited operational history (only nine months from the Spinoff at the time compensation decisions were made) continued to hamper establishment of a multi-year performance plan
2016	Adopted Long-Term Outperformance Program *(See below)*	Strategic and operational goals have enhanced our focus on six pillars to revenue crossover

Transformational Year	Approved incentive programs follow 2015 program design for one more year with a particular focus on six pillars of revenue crossover (*i.e.,* focus areas with the potential for high impact in our transformation and to stockholder value) Adopted Inducement Award Plan to be able to continue to attract key talent	Cost and efficiency initiatives are on track Committee emphasized performance-based pay through long-term performance share plan and determined that sustained stock price growth (to be measured in March 2018) is the performance metric indicative of the Company s successful transformation

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Outperformance Plan

In early 2016, the Compensation Committee adopted a Long-Term Outperformance Program (the Outperformance Plan) under the 2014 Omnibus Incentive Compensation Plan (the 2014 Omnibus Plan). The Outperformance Plan is designed to incentivize and reward executive officers and a small number of key senior level executives for effecting the successful transformation of our business. Throughout 2015, the Compensation Committee had discussions regarding the most appropriate metric for evaluating the totality of our successful transformation. In early 2016, the Compensation Committee determined that the most appropriate metric would be the significant growth in our stock price over the next two years. Stock price performance under the Outperformance Plan is measured as the average closing price of our common stock from February 15, 2018 through March 15, 2018, a date that will be after the filing of our 2018 Annual Report on Form 10-K and should reflect full-year 2017 financial results.

Threshold performance level was established at $17 per share, representing a stock price increase of approximately 18% from the grant date stock price of $14.38 (and representing for our stockholders an additional approximately $475 million of shareholder value creation[1]) and target performance at $20 per share (representing an almost 40% increase in stock price from the grant date and an additional approximately $800 million of shareholder value). There is no payout at $17, but achievement and payouts are interpolated between 0% and 100% for performance between $17 and $20. As a result, participants would not realize any value under the Outperformance Plan unless the Company s stockholders first realize a significant preferred return. The maximum performance level was established at $26 per share (a level that is more than 10% above our Spinoff stock price on June 6, 2014 and represents a more than 80% stock price increase from the grant date and an additional approximately $1.5 billion of shareholder value).

2017 and Beyond

With more than two years experience as an independent, public company and our key talent and leadership team largely in place, our Compensation Committee is committed to developing a new framework for executive compensation that allows us to continue to (i) attract and retain talented executives, and (ii) promote a pay for performance culture that aligns with stockholder interests. To facilitate that alignment, the chairman of our Compensation Committee and members of management have begun engaging our stockholders (and as of this Proxy Statement had spoken with holders of approximately 40% our common stock). The Compensation Committee is committed to granting equity compensation that conditions the grant and/or vesting of equity awards upon the achievement of performance metrics tied to mid- to long-term financial performance and/or total shareholder return.

With that context, we turn to the specifics of our 2015 executive compensation decisions.

1 Our references to shareholder value in this paragraph refer to the increase in market capitalization of the Company from the adoption of the Outperformance Plan to March 15, 2018 plus the value of all dividends expected to be paid during such period, in each case based on approximately 110 million shares outstanding prior to the adoption of the Outperformance Plan.

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Executive Summary

Review of 2015

In 2015 we made substantial progress on the strategic operational goals that were set by our Chairman and Chief Executive Officer, Mr. Ripp. Examples of our 2015 accomplishments include the following:

Develop New Revenue Streams	New Products and Adjacent Revenue Streams: *In the U.S.,* We continue to expand our existing participation in the creation of custom content and native solutions. We established the Foundry in Brooklyn, which launched The Drive, a new vertical aimed at auto enthusiasts. We acquired three youth-focused sports companies and formed SI Play to focus on applications for the youth sports market. We acquired inVNT LLC, an events company to expand our experiential live media business. We acquired FanSided, expanding the Sports Illustrated franchise, and HelloGiggles, a mobile and social-first millennial women s lifestyle site that extends the reach of our entertainment network People and Entertainment Weekly as well as xoJane. We continued to invest in our data initiatives, including hiring a team of data scientists who are working to help us better connect our customers with their passions and allow us to offer our advertisers a more targeted audience and feedback about their offerings. *In the U.K.,* We acquired UK Cycling Events and International Craft & Hobby Fair Events Company, expanding our connection with our customers who are passionate about these matters. We launched Equo, an online equestrian event system, expanding the Horse & Hound franchise, and theROOMedit.com, an interior design tool, extending our positions in the home category. We also developed POWDER, a personalized beauty advice website, which launched in early 2016.

Pricing and Partnerships: We rolled out paid content strategies at Entertainment Weekly, Health, Real Simple and Time and also began experimenting with new content distribution channels, beginning with new partnerships with Apple and Facebook.

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Build Digital Scale & Engagement	Increased Audience: We have grown our global multi-platform unique visitors to 158 million in 2015, up 20% year over year. We also increased our social media footprint by 43% to 189 million as of December 31, 2015. Over the past two years, we ve increased our monthly domestic unique visitors from 65 million to 119 million as of December 31, 2015. We have also made across-the-board gains in viewership, reach and engagement. More Videos: Our new video capabilities (described in the chart below in *Drive Business Transformation New Real Estate Profile*) have more than tripled our live video production capabilities. Our increased capacity helps us satisfy the demand we are seeing for video in the marketplace. In 2015, we had extraordinary success in video with premium CPMs and triple-digit year-over-year revenue growth. Our video streams increased approximately 100% year over year. Our original video production grew to about 23,000 segments in 2015, up from roughly 8,000 in 2014. We also increased our distribution, in part due to new partnerships with Hulu, Yahoo and Zealot Networks. More Revenues: We increased digital advertising revenues year over year by 11% in part due to our adoption of a more ROI-focused approach to ad placements, registration and content creation. New Leadership: We hired proven digital industry leader Jennifer Wong, who started in January 2016, to take our efforts to the next level.
Enhance the Core Business	High Quality: Our journalism has been recognized with 140 awards this year. Highlights of our coverage include: Time s coverage of Donald Trump and the attacks in Paris Fortune s in-depth investigative report on the Sony hacking scandal Sports Illustrated s exclusive interview with Michael Phelps Entertainment Weekly s 32-page package devoted to the new Star Wars movie Cooking Light s Michelle Obama cover issue Country Life s Prince of Wales-edited issue Market Share: People s magazine s overall market share of celebrity news has continued to rise and achieved its highest annual market share of the celebrity newsstand category in 2015. Though subscriptions continue to decline, we continue to have a large base of high-value, loyal subscribers with high and stable renewal rates. While print advertising revenue continued to decline, our share of print advertising revenues relative to the industry continues to grow.

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Drive Business Transformation	New and Improved Systems and Tools: We deployed and improved numerous systems and tools including Salesforce Marketing Cloud (allowing us to engage more meaningfully with our customers), PeopleSoft Financials in the U.K. (allowing us to further leverage our global enterprise resource planning system), Microsoft 360 (fostering cloud-based collaboration) and Workday (a global HRIS system facilitating a holistic look at our talent). New Real Estate Profile: We executed 10 office moves, including a historic move of our NYC headquarters from our office space in Rockefeller Center (where we had approximately 1,840 individual offices on over 24 floors) to modern office space at 225 Liberty Street (where we have adopted open floor plans and collaborative work space over six floors and now only have approximately 185 individual offices). Another feature of the space at 225 Liberty Street is our four new video studios. These studios have retractable airwalls that allow them to be combined and are wired to broadcast live. We also have a test kitchen at our new headquarters that is wired for video. Together with our new space in Birmingham, Alabama, we have more than tripled our live video production capability. We also sold the Blue Fin building in London, and we leased back certain space for our U.K. headquarters. The Blue Fin sale made available cash which we are using to invest in our business, provide capital returns to our stockholders, repay debt and make strategic acquisitions and investments. New Test Kitchens: We formed Time Inc. Food Studio, a sophisticated food studio complex in the United States, and created a new test kitchen and food hub across several of the U.K. s lifestyle brands.
Engage our Talent	Development and Rollout of Alignment Philosophies: Building on employee survey feedback, we convened two leadership meetings in 2015 from which we developed and rolled out key alignment philosophies to all employees in a series of large and small group meetings. Our Mission, Vision, Strategy, Values and Expected Behaviors and Brand Manifesto , which help to inform our decisions and interactions, were communicated to all employees. Key Talent: We continue to be successful in attracting and retaining high caliber talent who bring tremendous energy to the work around our transformation, including the three new senior executive hires referenced in the Introduction above.

Our momentum towards our strategic operational goals was tempered by a difficult environment for the media industry and the market as a whole which resulted in financial results that were below our target (as a result of which the financial component of our 2015 annual incentive plan was calculated at 72.4%).

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CEO 2015 Compensation and Performance

The key elements of Mr. Ripp s compensation package consisted of:

Base Salary	Cash Incentive Compensation	Long Term Incentive Equity Award	Total Direct Compensation
$1,100,000	$1,315,968	$3,250,000(1)	**$5,665,968**

(1) 50% of the equity award value was issued in the form of nonqualified stock options (with the value converted to a number of options using a Black Scholes valuation methodology) and 50% as RSUs (with the value converted to a number of RSUs based on the closing price of our common stock on the grant date).

In early 2016, the Compensation Committee formally evaluated Mr. Ripp s performance, considering both our financial performance and our performance against the strategic operational goals. Mr. Ripp s annual incentive compensation payment reflects the calculation of the bonus. The financial component was calculated at 72.4% of target, reflecting the Company s financial performance against the financial goals. The strategic operational component was calculated at 100% of target, recognizing Mr. Ripp s leadership on the Company s many achievements against the strategic operational goals.

NEO	Target Bonus (% of Base Salary)	Target Bonus ($) (1)	2015 Bonus	Strategic Operational =Component (30%)	+	Financial Component Based on 72.4% (70%)
Joseph A. Ripp, Chairman and Chief Executive Officer	150%	$ 1,631,096	**$ 1,315,968**	$ 489,329		$ 826,639

(1) Mr. Ripp s target bonus was weighted based on his prorated base salary reflecting the salary increase in February 2015 ($189,041 for January 1 through February 15, $1,442,055 for February 16 through December 31).

2015 Compensation Policy and Key Compensation Practices

Overall our compensation decisions are grounded in our Executive Compensation philosophy described below in *How Compensation Decisions Were Made Governance & Process Executive Compensation Philosophy*, which was adopted by the Committee in the first quarter of 2015. Our key compensation practices following from the operation of this philosophy are summarized below:

WHAT WE DO	WHAT WE DO NOT DO
ü **Consider Pay Holistically and In Context** NEO compensation decisions are made holistically with due consideration of the level, criticality and scope of the role in our Company and informed by internal and external sources, including a market assessment of our comparator peer group and tally sheets	× **Target Pay Percentiles** We do not target any percentile of pay for any of our compensation elements, but rather remain flexible to adjust the compensation mix to attract, motivate and retain the talent we need to achieve our business objectives.

showing the impact of various decisions under various termination scenarios.

ü	**Pay for Performance** A significant percentage of targeted annual compensation is delivered in the form of variable compensation that is connected to actual performance. For 2015, variable compensation comprised approximately 82% of the targeted annual compensation for our CEO and, on average, 65% of the targeted annual compensation for our other NEOs.	×	**Provide Excessive Perquisites** We provide limited executive perquisites.

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ü	**Link Performance Metrics to Strategy** The financial metrics under our annual incentive plan is linked to our annual operating budget. The strategic operational metrics under our annual incentive plan are the guideposts to our transition to a growing and vibrant cross-platform media business.	×	**Allow Hedging or Pledging** We do not permit executive officers (or directors) to hedge or pledge our stock (or other securities).
ü	**Require Double Trigger for Change in Control Severance** No payment or vesting is triggered solely by the occurrence of a change in control. We require termination of employment in addition to a change in control for accelerated equity vesting.	×	**Provide Change in Control Gross Ups** We do not provide excise tax gross-ups in connection with a change in control.
ü	**Adhere to Stock Ownership Guidelines** Our NEOs are required to hold stock equal to a multiple of his/her base salary (CEO, 5X; CFO, 2X; EVPs, 1X). NEOs must retain 50% of the net after tax shares received from equity awards until the required multiple is achieved)	×	**Allow Repricing of Option-Type Awards Without Stockholder Approval** We do not permit underwater stock options, stock appreciation rights or other option-type awards to be repriced without stockholder approval.
ü	**Condition Incentives on Clawback** Under our clawback policy, our equity and incentive awards are conditioned upon our right to recover from any grantee the award itself and any profits or earnings from such awards, including, without limitation, profits from the sale of stock issued pursuant to an award to the extent required by applicable law.		
ü	**Retain an Independent Compensation Consultant** The Compensation Committee benefits from the utilization of an independent compensation consultant.		

2015 Executive Compensation Decisions

Total Direct Compensation. Our executive compensation decisions are made holistically with due consideration of an executive s total compensation. Decisions regarding NEO base salaries, target bonuses and equity award values (representing in the aggregate *total direct compensation)* were determined by the Compensation Committee in February 2015 during our annual merit review process. The total direct compensation of Mr. Ripp was increased after a market assessment with the increase weighted more heavily toward variable pay. The total direct compensation of Mr. Bairstow and Ms. Webster reflects the expansion of their operational responsibilities. In early 2015, Mr. Bairstow s responsibilities were increased to include oversight responsibility for non-US operations and Ms. Webster assumed responsibility for the majority of the US magazine brands following departure of another executive. The annual incentive compensation bonus payable to each NEO was determined by the Compensation Committee in February 2016 based on the Compensation Committee s assessment of 2015 performance.

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Ripp Co-Pilot Reimbursement. Due to safety concerns, the Board of Directors required Mr. Ripp to engage a professional co-pilot when piloting his own personal aircraft. In June 2015 the Compensation Committee adopted a *Policy and Procedures Governing CEO Use of Personal Aircraft* and agreed to reimburse Mr. Ripp for the related expenses of compliance with such policy on an after-tax basis.

Discretionary Compensation. The Compensation Committee acted twice in 2015 to reward and recognize individuals (including NEOs) for significant contributions that benefited the Company. In February 2015, the Compensation Committee authorized a supplemental grant of RSUs to individuals (including NEOs other than Mr. Ripp) in recognition of key contributions they had made towards the transformation of the Company in 2014. The following supplemental RSU awards were granted to NEOs: Mr. Bairstow ($200,000), Mr. Pearlstine ($100,000), Ms. Webster ($200,000) and Mr. Ford ($100,000). The aggregate 2015 equity awards received by the NEOs (including the supplemental equity award) are identified in *Compensation Elements Understanding the Decisions Long Term Incentive Compensation.* In December 2015 following the sale of the Blue Fin building for £415 million ($629 million at exchange rates on the date of consummation of the sale), the Compensation Committee authorized the payment of discretionary bonuses to provide meaningful recognition to members of the team who had worked on this important transaction, including the successful negotiation of a new pension agreement with the trustee of our U.K. pension plan permitting the sale, acknowledging the complex and labor intensive nature of the effort required on top of their already busy workload. Mr. Bairstow, who was part of that working group, received a $350,000 Blue Fin bonus in January 2016.

How 2015 Compensation Decisions Were Made Governance & Process

Decision Making Process By Compensation Element

This section describes the decision-making process for each compensation element.

Executive Compensation Philosophy

Compensation decisions made in 2015 were based on the following principles:

Executive Compensation Philosophy

The Company s executive compensation philosophy strives to attract, motivate, and retain executives while aligning stockholder interests with executive leadership action through performance-based compensation.

Annual incentives include performance objectives linked directly to the Company s business strategy, and long-term incentives that align executives with stockholders interests by tying rewards to longer term total stockholder return and/or company performance metrics.

In the course of determining compensation levels, the Company reviews market data that reflect the diverse and competitive landscape. Peer group data is examined, and is supplemented with broader media industry and general industry perspectives to inform market practices.

The Company always reviews median data and positions executives at, above or below the median based on a number of factors, including, but not limited to, the following:

- Similarities and differences between the Company and the market in terms of organization structure, reporting relationships, and the scope of each executive s role and responsibilities;

- Criticalityof the role for the Company, including the necessity of attracting and retaining talent to Time Inc. in the current environment;

- Company,business unit (as applicable), and individual performance; and

- Experienceand tenure of each executive.

Compensation Committee s Role

The Compensation Committee is responsible for establishing the compensation of each of our NEOs and our executive compensation policies generally. The Compensation Committee evaluated (i) market data, (ii) role in organization, (iii) NEO s 2015 performance and contributions to our overall performance. In making these determinations, the members of the Compensation Committee were assisted by management and the Committee s compensation consultant, as described below (see *Management s Role and Compensation Consultant s Role*), and were further informed by their own experience as current and former executives of public and non-public companies.

The Compensation Committee does not rely on a formula or specific matrix for making pay decisions, but rather assesses the quality of the performance and leadership demonstrated by each NEO and applies its judgment to assess performance. More generally, the Compensation Committee seeks to motivate our senior executives to drive our corporate performance against our short-term and long-term business objectives.

Role of Other Non-Employee Directors

From time to time, our non-employee directors who are not members of the Compensation Committee (some of whom have themselves chaired or served on compensation committees and/or chief executive officers of other public companies) participate in broader discussions involving the intersection between compensation and overall Company strategy. In 2015, the Compensation Committee held two executive sessions attended by all non-employee directors during which CEO and executive officer performance and bonus decisions (as well as the Outperformance Plan) were discussed.

Management s Role

As described above in *Decision Making Process By Compensation Element Compensation Committee s Role,* management has assisted the Compensation Committee by providing data, analysis and recommendations regarding the Company s executive compensation practices and policies and individual pay recommendations (for executives other than the CEO). These recommendations are based on management s assessments of individual contributions, achievement of performance objectives and other qualitative factors. Though the Compensation Committee considers management input, along with the advice of its independent compensation consultant, in making decisions on compensation matters, NEOs do not participate in the Compensation Committee s deliberations or decisions regarding their own compensation.

Compensation Consultant s Role

The Compensation Committee s independent compensation consultant (i) attends Compensation Committee meetings and planning sessions, (ii) provides expert advice on proposed executive compensation and plan designs, and (iii) prepares and presents analyses on compensation levels, including a competitive assessment of the Company s practices and policies. Towers Watson (now Willis Towers Watson Public Limited Co) served as the independent compensation consultant until July 30, 2015, and Meridian Compensation Partners, LLC has served as the independent compensation consultant since July 30, 2015. The total fees invoiced by Towers Watson for executive compensation consulting services for the Compensation Committee were $310,849 in 2015. The total fees invoiced by Towers Watson in 2015 for other consulting services and products were $2,434,765, $1,675,342[2] of which were in respect of the period during which Towers Watson also served as the Compensation Committee s independent compensation consultant. To monitor for conflicts of interest, through July 30,

[2] Includes fees for certain work performed in the United Kingdom and India, which are converted into U.S. dollars using the average exchange rate for the period of time such work was performed of 1 GBP to 1.53 USD and 1 INR to 0.015 USD, respectively.

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2015 the Compensation Committee required management to obtain Committee approval for Towers Watson s work outside of the scope of Committee support. In 2015, these pre-approved scopes of work included (i) consulting on the design of broad-based benefit programs and the sunsetting of legacy programs, (ii) Towers Watson s OneExchange, a private exchange under which we offer broad-based health and welfare benefits to our employees, (iii) the use of our employee onboarding platform and (iv) the purchase of generally-available compensation surveys. Under the terms of the Compensation Committee s agreement with Meridian Compensation Partners, LLC, that firm is prohibited from doing any other business for the Company or its management, other than consulting services that it provides to the Nominating and Governance Committee regarding Board of Directors compensation.

Use of Comparative Market Data

We generally do not target any particular percentile of pay when determining our compensation. However, it is our practice to reference external comparator peer group market data when determining compensation amounts. The 2015 compensation packages of the NEOs were based in part on a review of external sources of compensation information. In October 2014, the Time Inc. Compensation Committee commissioned a comparative compensation study of our NEO compensation using the peer group below. The peer group represents public and private media companies for which Towers Watson has compensation survey data, with a revenue range of 1/3 to 4 times our revenues, and such additional companies identified by management as important comparators in the marketplace (*e.g.,* because we compete with such companies for key talent).

AMC Networks Inc.	Lions Gate Entertainment Corp.	Starz Media The Hearst Corporation
AOL Inc. Net S/w & Svcs[1]	Meredith Corporation	The Interpublic Group of Companies, Inc.
Cablevision Systems Corporation[2]	News Corporation	The New York Times Company
Discovery Communications, Inc.	Pearson plc	Thomson Reuters Corporation
Gannett Co., Inc.[3]	Reed Elsevier plc	Tribune Publishing Company
IAC/InterActiveCorp	Scholastic Corporation	
iHeartMedia, Inc.	Scripps Networks Interactive, Inc.	
John Wiley & Sons Inc.	Sinclair Broadcast Group, Inc.	

1 *AOL was acquired by Verizon Communications Inc. in June 2015.*

2 *Cablevision is currently being acquired by Altice N.V.*

3 *As a result of a spinoff, the original Gannett Co., Inc. is now called Tegna Inc. Gannett Co., Inc. now refers only to the spun-off publishing business.*

In October 2015, the Compensation Committee adjusted the peer group to reflect changes to the peer group companies and commissioned a comparative compensation study of our NEO compensation using the revised peer group below.

AMC Networks Inc.	Meredith Corporation	Tegna Inc.
Cablevision Systems Corporation	News Corporation	The Hearst Corporation
Discovery Communications, Inc.	Pearson plc	The Interpublic Group of Companies, Inc.
Gannett Co., Inc.	Reed Elsevier plc	The New York Times Company
IAC/InterActiveCorp	Scholastic Corporation	Thomson Reuters Corporation
iHeartMedia, Inc.	Scripps Networks Interactive, Inc.	Tribune Publishing Company
John Wiley & Sons Inc.	Sinclair Broadcast Group, Inc.	
Lions Gate Entertainment Corp.	Starz Media	

Consideration of Say-on-Pay Vote Results

Stockholders are provided with the opportunity to cast an annual advisory vote on executive compensation. At our 2015 annual meeting of stockholders, stockholders indicated their support for the compensation of our named executive officers, with approximately 94% of the votes cast on the say-

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on-pay proposal voted for the proposal. The Compensation Committee believes this affirms stockholder support of our approach to executive compensation. Based on our stockholders support for our say-on-pay proposal in 2015, the Compensation Committee did not make fundamental changes to its approach to executive compensation in 2016.

The Compensation Committee will continue to consider the results of say-on-pay votes when making future executive compensation decisions.

Compensation Composition Understanding the Mix

The table below describes the objectives supported by each of our 2015 pay elements, along with an overview of the key design features of each element. The decision regarding each separate element is described separately in *Compensation Elements Understanding the Decisions*.

Pay Element	Purpose	Key Features
Base Salary	Attracts and retains NEOs capable of leading our company in the dynamic and competitive business environment in which we operate	Base salaries are informed by survey market data but not targeted to any particular percentile; other factors such as internal comparators are also considered NEO base salaries are reviewed annually
Annual Cash Incentive Compensation	Provides NEOs the opportunity to earn annual cash incentive compensation based on performance, a typical part of a market competitive compensation package Metric selection aligned with business strategy and priorities. The metrics are used to evaluate our financial performance internally and externally, thereby promoting alignment with stockholders. Designed to provide deductible qualified performance-based compensation	Programs collectively measure performance against financial metrics (adjusted pre-tax operating income, adjusted operating income before depreciation and amortization and adjusted free cash flow) and strategic operational metrics
Long-Term Incentive Compensation	Rewards are tied to, and dependent upon, long-term value creation, and are designed to align the interests of the NEOs with stockholders	RSUs and stock options vest 25% per year on each of the first four anniversaries of the grant date Two vehicle equity award structure (RSUs and stock options) designed to provide a balanced incentive to our NEO s to focus on stock price performance
Discretionary Compensation	Intended to foster employee engagement and goodwill by providing meaningful recognition for significant achievements	Award value and vehicles determined in the sole discretion of the Compensation Committee

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Pay Mix and Pay for Performance

In general, the more senior an employee is in our company, the more an employee s pay is at risk. We believe that this is appropriate because the most senior members of our management team have the broadest line of sight and ability to influence our results. As seen below, the compensation mix for our NEOs is weighted towards variable compensation, including long-term incentive compensation, to align executive compensation with performance and stockholders interests.

Governance Policies and Practices Affecting Executive Compensation

The following policies and practices relate to our executive compensation and provide context for our overall pay decisions.

Anti-Hedging and Anti-Pledging Policy. Our internal policies generally prohibit our executives, including our NEOs, from engaging in hedging or similar arrangements with respect to our securities (including any equity acquired through our compensation programs) or pledging such securities as collateral for a loan.

Change in Control Practices. None of our plans or agreements provides for the payment of any excise tax gross ups that may be due in connection with a change in control. Additionally, the equity award agreements adopted by our Compensation Committee contain double triggers , meaning that equity awards will not vest on account of a change in control unless the employee s employment terminates without cause or the employee resigns for good reason within 12 months following the change in control.

Clawbacks. Our long term incentive awards are conditioned upon our right to recover from any grantee the award itself and any profits or earnings from such awards, including without limitation, profits from the sale of stock issued pursuant to an award, to the extent required by applicable law. This policy is incorporated into the 2014 Omnibus Plan. All of the long-term incentive awards granted to our NEO s are subject to such clawback, and additionally, we are contractually authorized to claw back the compensation of Messrs. Ripp and Bairstow to the extent required by law. The Compensation Committee anticipates revisiting our clawback policy once final rules are issued under the Dodd-Frank Wall Street Reform and Consumer Protection Act and making such adjustments as are necessary to comply with regulatory requirements.

Stock Ownership Guidelines. Our Compensation Committee has adopted a policy requiring our executives to own a multiple of their base salary in our common stock (unvested RSUs are treated as stock for this purpose). In the case of Mr. Ripp, the multiple is five times base salary; Mr. Bairstow, two times base salary; and all other executive officers, one times base salary. Beginning in 2015, the executive officers were required to retain 50% of the net after tax shares received from equity awards until the required multiple is achieved.

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Compensation Elements Understanding the Decisions

Our executive compensation decisions are made holistically with due consideration of an executive s total compensation. NEO base salaries, target bonuses and equity award values (representing in the aggregate *total direct compensation)* were determined by the Compensation Committee in February 2015 during our annual merit review process. The decisions followed a process that began in October, with the commissioning of the benchmarking and peer group review and continued over meetings in each of December, January and February, including two executive sessions attended by all non-employee directors. The total direct compensation of Mr. Ripp was increased after a market assessment with the increase weighted more heavily toward variable pay. In this way there was synchrony between Mr. Ripp s increase and progress towards our goals. The total direct compensation of Mr. Bairstow and Ms. Webster reflect the expansion of their operational responsibilities. In early 2015, Mr. Bairstow s responsibilities were increased to include oversight responsibility for non-US operations and Ms. Webster assumed responsibility for the majority of the US magazine brands following the departure of another executive. The annual incentive compensation bonus payable to each NEO for 2015 was determined by the Compensation Committee in February 2016 based on the Compensation Committee s assessment of 2015 performance. The continuation of the 2014/2015 five strategic and operational goals for the 2016 annual incentive plan was reviewed and approved by the Compensation Committee in February 2016 as well.

Base Salary

The base salaries of each NEO were increased in February 2015 during our annual merit review process. Base salaries are established and adjusted with due consideration of the level, criticality and scope of the role in our Company, with decision makers informed by compensation data from internal and external sources (*e.g.,* survey market data and internal comparators) as described above in *How 2015 Compensation Decisions Were Made Governance & Process Use of Comparative Market Data.* The availability of a general merit increase also depends on the annual merit budget (incorporated into the Board approved budget) with the amount differentiated based on due consideration of the above mentioned factors as well as individual performance. Mr. Ripp s base salary (which increased from $1,000,000 to $1,100,000) was adjusted after a market assessment of this compensation element (and of his total cash compensation) against the peer group. Mr. Bairstow s base salary (which increased from $825,000 to $900,000) was adjusted to reflect the addition of oversight responsibility for our non-US operations. Though Ms. Webster s responsibilities increased, her base salary (which had increased from $742,500 to $800,000 in 2014, also in connection with assumption of broader responsibilities) remained consistent with market compensation for her role and she received a general merit increase (from $800,000 to $825,000) in 2015. However, as described below in *Compensation Elements Understanding the Decisions Annual Cash Incentive Compensation Target Bonuses* , Ms. Webster s target bonus compensation was adjusted to reflect the adjustment to her role. Messrs. Pearlstine and Ford also received a general merit increase (Mr. Pearlstine from $900,000 to $927,000; Mr. Ford from $800,000 to $825,000).

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The chart below shows the 2015 base salaries for our NEOs, and as well as the current base salaries as adjusted during our annual merit review process in February 2016.

NEO	Annual Base Salary (as of December 31, 2015)	Current Base Salary (as of March 31, 2016)
Joseph A. Ripp Chairman and Chief Executive Officer	$1,100,000	$1,130,000
Jeffrey J. Bairstow Executive Vice President and Chief Financial Officer	$900,000	$950,000
Norman Pearlstine Executive Vice President and Chief Content Officer	$927,000	$927,000
Evelyn Webster Executive Vice President	$825,000	$850,000
Mark P. Ford Executive Vice President, Global Advertising	$825,000	$850,000

Annual Cash Incentive Compensation

In 2015, our annual cash incentive compensation program was administered under the 2014 Omnibus Plan pursuant to which each NEO was granted a cash-based award (maximum value $6 million, subject to a downward discretionary adjustment) designated as a performance-based award , subject to the Company s achievement of a threshold level of performance. The program was designed to cause bonuses paid to the NEOs to qualify as deductible performance-based compensation under Section 162(m) of the Tax Code. Within the umbrella of the cash-based awards granted under the 2014 Omnibus Plan, the Committee established target bonuses and developed the 2015 annual incentive plan (2015 AIP). The 2015 AIP provides the Committee with the framework for determining the amount of each NEO s annual bonus payment.

Target Bonuses. The target bonus for each NEO was reviewed in February 2015 during our annual review process. In 2015 all NEO target bonuses were expressed as a percentage of base salary. Target bonuses are established and adjusted with due consideration of the level, criticality and scope of the role in our Company, with decision makers informed by compensation data from internal and external sources (*e.g.,* survey market data and internal comparators) as described above in *How 2015 Compensation Decisions Were Made Governance & Process Use of Comparative Market Data.* Mr. Ripp s target bonus (which increased from 100% of base salary to 150% of base salary) was adjusted after a market assessment of this compensation element (and of his total cash compensation) against the peer group and reflects an intent to weight the increase more heavily toward variable pay. Mr. Bairstow s target bonus (which increased from a flat dollar amount ($800,000) to 100% of base salary) was adjusted to reflect the addition of oversight responsibility for non-US operations. Ms. Webster s target bonus (which increased from a flat dollar amount ($600,000) to 100% of base salary (*i.e.,* $825,000) was adjusted to reflect her role in the organization. In the case of both Mr. Bairstow and Ms. Webster, the increase in their target bonuses was also intended to increase the relative percentage of total direct compensation allocated toward variable pay. The target bonuses of Messrs. Pearlstine and Ford, which had both been denominated as a flat dollar amount, continued to reflect the same percentage of base salary (*i.e.,* 100% base salary for Mr. Pearlstine and 70% of base salary for Mr. Ford) but increased as a consequence of the increases to base salary.

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The chart below shows the 2015 target bonuses for our NEOs and current target bonuses which reflect any adjustments made during our annual merit review process in February 2016.

NEO	Target Bonus %[1] (as of December 31, 2015)	Current Target Bonus Percentage (as of March 31, 2016)
Joseph A. Ripp Chairman and Chief Executive Officer	150% of Base Salary -$1,631,096	150% of Base Salary - $1,695,000
Jeffrey J. Bairstow Executive Vice President and Chief Financial Officer	100% of Base Salary -$887,397	100% of Base Salary - $950,000
Norman Pearlstine Executive Vice President and Chief Content Officer	100% of Base Salary -$923,597	100% of Base Salary - $927,000
Evelyn Webster Executive Vice President	100% of Base Salary -$796,644	100% of Base Salary - $850,000
Mark P. Ford Executive Vice President, Global Advertising	70% of Base Salary -$574,664	76.47% of Base Salary - $650,000[2]

[1] Mr. Ripp s target bonus was weighted based on his prorated base salary reflecting the salary increase in February 2015 ($189,041 for January 1 through February 15, $1,442,055 for February 16 through December 31).

Mr. Bairstow s target bonus was weighted based on his prorated base salary reflecting the salary and target bonus increase in February 2015 ($100,822 for January 1 through February 15, $786,575 for February 16 through December 31).

Mr. Pearlstine s target bonus was weighted based on his prorated base salary reflecting the salary increase in February 2015 ($113,425 for January 1 through February 15, $810,173 for February 16 through December 31).

Ms. Webster s target bonus was weighted based on her prorated base salary reflecting the salary and target bonus increase in February 2015 ($75,616 for January 1 through February 15, $721,028 for February 16 through December 31).

Mr. Ford s target bonus was weighted based on his prorated base salary reflecting the salary and target bonus increase in February 2015 ($69,945 for January 1 through February 15, $504,719 for February 16 through December 31).

(2) *For 2016, Mr. Ford s target bonus was determined by the Committee as a dollar amount. The calculated percentage is shown for consistency.*

Establishment of Financial Metrics.

Threshold Metric. The threshold metric (the Threshold) established by the Compensation Committee under the 2014 Omnibus Plan for the 2015 bonus program was positive Adjusted Pre-Tax Operating Income. This metric was intended as a basic measure of profitability that would adjust for certain reasonably anticipated expenses and was not intended to be indicative necessarily of underlying operational performance. Under the terms of our annual incentive program, the Company must achieve the Threshold performance level before any annual cash incentive could be paid to NEOs. Positive Adjusted Pre-Tax Operating Income is a non-GAAP metric and the adjustments used in its calculation are included in Annex A of this Proxy Statement.

2015 AIP Performance Metrics Overview. The performance metrics under the 2015 AIP were established by our Compensation Committee in February 2015 and derived from our financial and operational plan. Under the 2015 AIP, 70% of the target bonus was calculated based on our

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performance against financial goals and 30% was calculated based on an assessment of individual performance against strategic operational goals. The strategic operational metrics were based on the metrics first articulated by Mr. Ripp in 2014 as set forth above under *Executive Summary Review of 2015*. The use and relative weighting of financial and strategic operating metrics advanced the philosophy that each NEO should be held accountable for our financial performance as well as his or her individual performance in advancing our strategic operational goals.

2015 AIP Financial Performance Metrics. In 2015, the Compensation Committee selected two financial metrics: (1) adjusted operating income before depreciation and amortization (Adjusted OIBDA) and (2) adjusted free cash flow (Adjusted Free Cash Flow). These metrics were selected because they align with the metrics we use to describe our financial performance to the investment community. The use of two metrics and their weighting (85% Adjusted OIBDA and 15% Adjusted Free Cash Flow) were intended to provide an appropriately balanced measure of our current year s performance and its impact on our future growth. The metrics are non-GAAP metrics and the adjustments used in their calculation are included in Annex A of this Proxy Statement. The table below shows the 2015 AIP payout percentages for the financial performance criteria at certain performance levels.

	Framework for Financial Metrics ($ in millions) (1)		
Financial Measures	**50%(2)**	**100%**	**150%(3)**
Adjusted OIBDA	$ 364	$ 455	$ 523
Adjusted Free Cash Flow	$ 166	$ 208	$ 239

(1) Payouts are determined by interpolation if performance is between any of the levels shown.

(2) Represents the threshold level of performance needed to earn the financial performance component of the 2015 AIP. Established at 80% of target. Achievement of performance below this level would not result in a payout of the financial performance component of 2015 AIP.

(3) Represents the maximum payout under the 2015 AIP. Established at 115% of target. Achievement of performance above this level would not result in a greater payout of the financial performance component of 2015 AIP.

2015 AIP Strategic Operational Performance Metrics. As previously mentioned under *Introduction From Spinoff toward Revenue Crossover 2014 to 2016*, the strategic operational goals were first articulated by Mr. Ripp prior to the Spinoff and have served as our guideposts during this critical period of transformation. They are: (1) develop new revenue streams, (2) build digital scale and engagement, (3) enhance the core business, (4) drive business transformation, and (5) engage our talent. Each of the NEOs developed written goals describing how they intended to work on those goals in 2015. These goals were reviewed (and in the case of Mr. Ripp approved) by the Compensation Committee. Ratings based on evaluation of performance against strategic operational goals could range from 0% to 150%, though evaluation of whether goals had been advanced was conducted on a more qualitative than quantitative basis.

Determination of Annual Cash Incentive Payouts. In February 2016, the Compensation Committee certified that the Company had achieved the Threshold of positive Adjusted Pre-Tax Operating Income. In determining the amount of the actual bonus payment to the NEOs, the Compensation Committee considered our performance against the 2015

AIP financial metrics. The Compensation Committee also considered each NEO s individual performance against the strategic operational metrics based on, in the case of Mr. Ripp, a performance evaluation that included a detailed self-assessment, and in the case of the other NEOs, a conversation with Mr. Ripp regarding the performance of each of the NEOs and their personal experience with NEOs. In 2015, this evaluation occurred at executive sessions in which all non-employee directors attended. Based on its assessment, the Compensation Committee authorized bonus payments as set forth below consistent with the financial component calculation under the 2015 AIP and a strategic component rating for each NEO.

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The calculation of the NEO bonuses is illustrated below:

Calculation of Performance Against Financial Goals

Threshold Metric	Actual ($ millions)	Achieved?
Positive Adjusted Pre-Tax Operating Income	$294	Yes

2015 AIP Financial Goals	Target ($ millions)	Actual ($ millions)	Rating
Adjusted OIBDA (85%)	$455	$411	75.8%
Adjusted Free Cash Flow (15%)	$208	$169	53.1%
Weighted Rating		*(85% x 75.8%) + (15% x 53.1%)*	**72.4%**

Calculation of Annual Cash Incentive Payment Amounts

NEO	Target Bonus (% of Base Salary)	Target Bonus ($)	2015 Bonus	=	Strategic Operational Component (30%)	+	Financial Component Based on 72.4% (70%)
Joseph A. Ripp, Chairman and Chief Executive Officer	150%	$1,631,096	**$1,315,968**		$489,329		$826,639
Jeffrey J. Bairstow, Executive Vice President and Chief Financial Officer	100%	$887,397	**$714,808**		$265,075		$449,733
Norman Pearlstine, Executive Vice President and Chief Content Officer	100%	$923,597	**$744,067**		$275,988		$468,079
Evelyn Webster, Executive Vice President	100%	$796,644	**$603,885**		$200,146		$403,739
Mark P. Ford,	70%	$574,664	**$464,474**		$173,234		$291,240

Executive Vice President, Global
Advertising

Long-Term Incentive Compensation

In 2014, the Company adopted a long-term incentive program under the 2014 Omnibus Plan for the purpose of aligning the interests of the grantees with stockholders by weighting a significant percentage of their total compensation toward variable long-term compensation. To reinforce that equity compensation is a key element of the holistic compensation package, the Company communicated a non-binding target long-term incentive award to each executive officer (including each NEO). Award values were determined with due consideration of the level, criticality and scope of the role in our Company, with decision makers informed by compensation data from internal and external sources (*e.g.,* survey market data and internal comparators) as described above in *How 2015 Compensation Decisions Were Made Governance & Process Use of Comparative Market Data.* For executive officers eligible under the long-term incentive program (including the NEOs), 50% of the equity award value was issued in the form of nonqualified stock options (with the value converted to a number of options using a Black-Scholes valuation methodology) and 50% as RSUs (with the value converted to a number of RSUs based on the closing price of our common stock on the grant date). The two vehicle equity award structure (RSUs and stock options) was designed to provide a balanced incentive to our senior management to focus on stock price performance.

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In February 2015, management communicated its equity award recommendations to the Compensation Committee based on the target LTI values communicated to NEOs, which the Committee approved. In addition, on its own initiative, the Compensation Committee asked Mr. Ripp to recommend the allocation of a $1.5 million supplemental pool of RSUs to individuals (including the NEOs other than Mr. Ripp) in recognition of key contributions towards the transformation of the Company. The 2015 target long-term incentive award values and supplemental restricted stock unit values, as well as the 2016 LTI target awards, as reviewed (and where applicable adjusted) during our annual merit review process in February 2016, are set forth below.

NEO	2015 LTI Target Award Value	Supplemental Equity Award Value	Total 2015 Equity Award Value	2016 LTI Target Awards Values
Joseph A. Ripp Chairman and Chief Executive Officer	$3,250,000		**$3,250,000**	$4,000,000
Jeffrey J. Bairstow Executive Vice President and Chief Financial Officer	$1,200,000	$200,000	**$1,400,000**	$1,300,000
Norman Pearlstine Executive Vice President and Chief Content Officer	$500,000	$100,000	**$600,000**	$500,000
Evelyn Webster Executive Vice President	$800,000	$200,000	**$1,000,000**	$800,000
Mark P. Ford Executive Vice President, Global Advertising	$650,000	$100,000	**$750,000**	$650,000

Equity awards under the long-term incentive program vest ratably over a four-year period in annual installments, but vesting accelerates if employment terminates upon death or disability, or if there is a change in control (as defined in the 2014 Omnibus Plan) and within 12 months, employment is terminated by us or because of a resignation for good reason. However, in the case of a change in control, if the accelerated amount would be subject to an excise tax under Section 280G of the Tax Code, the accelerated portion is reduced to the extent this would result in the grantee receiving a larger net after tax value. Additionally, Mr. Ripp (age 64) and Mr. Pearlstine (age 73), who both rejoined the company in 2013 after having been employed by us earlier in their careers, were contractually promised that their equity would vest on their retirement from the Company. Both Messrs. Ripp and Pearlstine are retirement eligible and, as a result, all of their equity will vest upon separation. Retirement equity vesting had been a Time Warner practice and was consistent with their expectations. The awards were granted pursuant to standard RSU and stock option agreements.

Discretionary Compensation

When an executive officer (including NEOs) has had significant achievements, the Compensation Committee has awarded additional discretionary compensation. The amount of the award and award vehicle (e.g., cash, equity) is determined by the Compensation Committee in its complete discretion and is designed to provide meaningful recognition for significant achievements. The use of discretionary awards is intended to foster employee engagement and goodwill.

The Compensation Committee acted twice in 2015 to grant discretionary compensation to individuals, including NEOs. In February 2015, the Compensation Committee authorized a supplemental grant of RSUs to individuals (including NEOs other than Mr. Ripp) in recognition of key contributions they had made towards the transformation of the Company in 2014. As set forth in the table above under *Long-Term Incentive Compensation*, the following supplemental RSU awards were made under the 2014 Omnibus Plan to NEOs: Mr. Bairstow ($200,000), Mr. Pearlstine ($100,000), Ms. Webster ($200,000)

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and Mr. Ford ($100,000). The supplemental RSU awards were issued under the standard RSU agreement with identical vesting terms to RSUs awarded under the long-term incentive program. In December 2015 following the sale of the Blue Fin building for £415 million ($629 million at exchange rates on the date of consummation of the sale), the Compensation Committee authorized the payment of discretionary bonuses to provide meaningful recognition to members of the team who had worked on this important transaction, including the successful negotiation of a new pension agreement with the trustee of our U.K. pension plan permitting the sale, to acknowledge the complex and labor intensive nature of the effort required on top of their already busy workload. Mr. Bairstow, who was part of that working group, received a $350,000 Blue Fin bonus in January 2016.

Other Compensation Elements

Employment Agreements and Severance Benefits. Our NEOs are each party to a fixed-term employment agreement that provides for severance benefits following certain types of employment termination. The employment agreements, which are common in the media and publishing industry for top executives, were important for recruiting our executives (including our NEOs) and also assist in retention. The severance provisions of the employment agreements are based on the significance of the NEO s position, the estimated amount of time it would take the NEO to locate comparable employment following an employment termination, and our desire to attract, motivate and retain the NEO in a competitive environment. Generally, it is our practice that the maximum severance period for our executive vice presidents be 18 months. Set forth below are the severance periods under the NEOs employment agreements. During the severance period, an executive is entitled to receive periodic payments at an annualized rate equal to the sum of the executive s annual base salary plus average annual bonus as defined in each executive s employment agreement. See also *Potential Payments upon Termination of Employment or Change in Control.*

NEO	Contractual Severance Period
Joseph A. Ripp Chairman and Chief Executive Officer	24 months
Jeffrey J. Bairstow Executive Vice President and Chief Financial Officer	24 months
Norman Pearlstine Executive Vice President and Chief Content Officer	18 months
Evelyn Webster Executive Vice President	18 months
Mark P. Ford Executive Vice President, Global Advertising	18 months

The treatment of the NEOs outstanding equity-based awards upon various employment termination events is generally governed by their employment agreements, our equity plan, and equity-based award agreements. For information regarding the terms of the employment agreements, see *Narrative to 2015 Summary Compensation Table and 2015 Grants of Plan-Based Awards.*

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Benefits and Perquisites. We generally do not consider executive benefits or perquisites a significant part of our total compensation. In addition to broad-based plans available to all of our employees who meet the eligibility terms, benefits and/or perquisites of our NEOs in 2015 included:

NEO	2015 Benefits and Perquisites
Joseph A. Ripp Chairman and Chief Executive Officer	Life Insurance: $50,000 per year which can be used by Mr. Ripp to purchase life insurance coverage Supplemental Savings Plan: Though Mr. Ripp did not defer contributions into this plan in 2015, and thus received no 2015 matching allocation, Mr. Ripp continues to participate in this plan with respect to prior years deferrals. *See* description of the plan below. CEO Co-Pilot Reimbursement: $125,187 *See* description below. Legacy Arrangements: *See* description below.
Jeffrey J. Bairstow Executive Vice President and Chief Financial Officer	Life Insurance: $15,552 representing two times the 2015 premium for $2,000,000 life insurance coverage under a standard group universal life insurance policy, which can be used by Mr. Bairstow to purchase such coverage. Supplemental Savings Plan: $11,750 matching allocation. *See* description of the plan below.
Norman Pearlstine Executive Vice President and Chief Content Officer	Legacy Arrangements: *See* description below. Supplemental Savings Plan: $11,750 matching allocation. *See* description of the plan below.
Evelyn Webster Executive Vice President	Tax Advisory Services: In 2010, we began providing Ms. Webster with tax advisory services in connection with her relocation to the United States from our UK offices. In October 2014, we determined to continue to provide Ms. Webster with US and UK tax advice for the remainder of Ms. Webster s period of employment with Time Inc., and for one additional year thereafter, at a cost of approximately $14,750 per year. We believe we benefit by helping Ms. Webster minimize the distractions associated with managing the international tax complexity related to her employment with us, leaving her better able to focus on her responsibilities for us.
Mark P. Ford Executive Vice President, Global Advertising	Supplemental Savings Plan: $11,750 matching allocation. *See* description of the plan below. Country Club Membership Dues: $13,531. Consistent with longstanding practice, we reimburse Mr. Ford for the membership dues at his country club.

Legacy Arrangements: *See* description below.

CEO Co-Pilot Reimbursement. Due to safety concerns, the Board of Directors has required Mr. Ripp to engage a professional co-pilot when piloting his own personal aircraft and agreed to reimburse Mr. Ripp for the related expenses on an after-tax basis. These expenses include reimbursement for the use of Mr. Ripp s aircraft for deadhead (i.e., no-passenger) flights that the co-pilot takes to return to his/her home base in between flights and then to return to pick up Mr. Ripp, including fuel costs and airport fees and a *pro rata* portion of the reserve for the periodic overhaul of the aircraft s engine. The reimbursement also includes reimbursement for the taxes on income imputed to Mr. Ripp in respect of the foregoing.

Supplemental Savings Plan. The Time Inc. Supplemental Savings Plan is a nonqualified deferred compensation plan open to all participants in the Time Inc. Savings Plan (our broad-based 401(k) plan) whose compensation exceeds the IRS qualified plan compensation limit, including each of our NEOs.

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The Supplemental Savings Plan has a matching formula that mirrors the matching formula under the Time Inc. Savings Plan for eligible compensation between the Time Inc. Savings Plan limit ($265,000 for 2015) and $500,000 per year. We established the Time Inc. Supplemental Savings Plan effective January 1, 2014 as a continuation of the Time Warner Supplemental Savings Plan for certain Time Inc. participants. Under the Time Inc. Supplemental Savings Plan we allocate a 100% match on the first 4% of compensation between the IRS 401(k) compensation limit and $500,000 that the participant elects to defer into the plan (such amounts, additional deferral compensation) and 50% of the next 2% of such additional deferral compensation.

Country Club Membership Dues Reimbursement. As our lead salesman, Mr. Ford frequently uses his country club privileges for business purposes. Under a longstanding arrangement, we reimbursed Mr. Ford for this expense.

Legacy Arrangements. In 2015, Messrs. Ripp, Pearlstine and Ford participated in legacy programs relating to their former employment with Time Inc. as described below:

Time Inc. Deferred Compensation Plan	Mr. Ripp participates in the Time Inc. Deferred Compensation Plan, a frozen non-qualified plan that was established effective January 1, 2014 as a continuation of the Time Warner Deferred Compensation Plan for certain Time Inc. participants. Mr. Ripp s balance under that plan relates to his prior employment with Time Inc. For more information about this plan, see *2015 Nonqualified Deferred Compensation Time Inc. Deferred Compensation Plan.*
Time Warner Pension Plan	Messrs. Ripp, Pearlstine and Ford are each participants of a broad-based defined benefit pension plan sponsored by Time Warner Inc. by virtue of their pre-Spinoff service with us. That plan was closed to new hires and employees with less than one year of service after June 30, 2010, and amended effective December 31, 2013, to freeze average annual compensation so that the benefit under the applicable plan could not grow due to any future pay increases after that date.
Time Inc. Excess Benefit Pension Plan	Messrs. Ripp, Pearlstine and Ford were also each eligible to receive a distribution of their accrued benefit under the terminated Time Inc. Excess Benefit Pension Plan (the Time Inc. Excess Plan). The Time Inc. Excess Plan was a frozen deferred compensation plan established on the date of the Spinoff for certain Time Inc. participants, including Messrs. Ripp, Pearlstine and Ford, as a continuation of the Time Warner Excess Benefit Pension Plan (which had been amended to freeze participation and freeze average annual compensation at the same time the Time Warner Pension Plan was amended). Shortly following its adoption, we terminated the Time Inc. Excess Plan so that we could resolve all liabilities thereunder. Distribution of plan benefits to the Time Inc. Excess Plan participants (including to Messrs. Ripp, Pearlstine and Ford) were made in July 2015. For more information about this plan, see *2015 Pension Benefits Time Inc. Excess Benefit Pension Plan* .
Individual Deferred Compensation Arrangement	Mr. Pearlstine has an individual deferred compensation arrangement the assets of which are held in a rabbi trust that was established in connection with his prior period of employment with Time Inc. See *2015 Nonqualified Deferred Compensation Pearlstine Deferred Compensation Arrangement* .

Tax and Accounting Implications

Cash compensation payable to our NEOs is includible as taxable income for the NEO in the year it is paid and is expensed in our financial statements as incurred. Income attributable to RSUs granted by us is includible as taxable income for the NEO in the year that it vests (with the amount included based on the fair market value of the shares distributed upon vesting). Income attributable to the exercise of stock options granted by us (all of which are nonqualified stock options) is includible as taxable income for the NEO upon exercise of the stock option in an amount equal to the excess of the fair market value on the date of exercise over the exercise price. Under accounting rules, the fair value of our equity awards, determined as of their grant date, is expensed in our financial statements over the vesting period.

Except as provided below because of the effect of Section 162(m) or Section 280G of the Tax Code, we are generally able to take a deduction in respect of compensation in the same amount, and in the same year, as it is included in an NEO s taxable income.

Section 162(m) of the Tax Code. With certain exceptions, Section 162(m) of the Tax Code limits the deductibility of compensation paid by a public company in any year to its chief executive officer and the next three most highly paid executive officers other than the chief financial officer to $1 million each. The cash-based, performance-based awards issued pursuant to our 2015 annual incentive compensation program and administered under the 2014 Omnibus Plan is intended to qualify as performance-based compensation that is exempt from the $1 million limitation.

Compensation related to the exercise of stock options with an exercise price no less than fair market value on the grant date that are issued under a parent company s pre-spinoff plan or within 12 months of a spinoff is exempt under a Section 162(m) transition rule regardless of when the options are exercised. Accordingly, the transition rule applies to any compensation that may be realized by Messrs. Ripp and Bairstow under the stock options that were granted to them by Time Warner and converted to Time Inc. stock options on the Spinoff. Additionally stock options granted to our NEOs under our plan post-spinoff are exempt under another transition rule. However, time-vested RSUs granted by us after the spinoff and time-vested RSUs granted by Time Warner to Ms. Webster and Mr. Ford that vested in 2015 are not considered performance-based compensation and are not eligible for any transition relief. Accordingly, in 2015, $3,042,947 of compensation related to the RSUs granted to Messrs. Ripp, Pearlstine, and Ford and Ms. Webster was not deductible by us.

We intend to consider deductibility as one factor in determining executive compensation; however, in order to best serve our stockholders interests, we will retain the flexibility to approve compensation that is not deductible for tax purposes.

Section 280G of the Tax Code. Section 280G of the Tax Code denies a tax deduction on certain compensation payments to any disqualified individual (which term would include our NEOs) that are contingent upon a change in ownership or control of the Company. A tax deduction for compensation in excess of the disqualified individual s average annual taxable compensation is denied, but only if the aggregate change in control payments to the individual equal or exceed three times the individual s average annual taxable compensation (*i.e.,* the 280G parachute tax threshold). In addition, if the threshold is exceeded, a 20% excise tax is imposed under Section 4999 of the Tax Code on the entire amount of the disqualified individual s change in control payments (and not merely the amount of such payments in excess of the 280G parachute tax threshold). A rebuttable presumption would treat as a parachute payment severance benefits that are provided within twelve (12) months of a change in control. Additionally, our equity award agreements provide for accelerated vesting of equity awards if employment is terminated within 12 months following a change in control (as defined our 2014

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Omnibus Plan), except that if the accelerated amount would be subject to an excise tax under Section 280G, the value of the acceleration is reduced if this would result in the grantee receiving a larger net after tax value. Stock options that accelerate pursuant to this provision remain exercisable for three (3) months following the date employment terminates.

We do not provide excise tax gross ups for parachute payments. Moreover, we contractually require each of our NEOs to take mitigating actions to preserve the Company s tax deduction for payments otherwise subject to Section 280G of the Tax Code, and, under the terms of our post-Spinoff standard equity award agreements, any accelerated vesting is reduced to the extent such reduction results in a greater net after tax benefit to the employee.

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Compensation Committee Report

The Compensation Committee reviewed and discussed this Compensation Discussion and Analysis with management.

Based on that review and discussion, the Compensation Committee recommended to the Board of Directors of Time Inc. that the Compensation Discussion and Analysis be included in this Proxy Statement and be incorporated by reference into the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

David A. Bell, *Chair*

Dennis J. FitzSimons

Betsy D. Holden

Kay Koplovitz

Sir Howard Stringer

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Compensation Risk

In March 2015 and again in February 2016, the Compensation Committee s independent consultant conducted a risk assessment of our compensation programs and policies for employees, including our executive officers and employees. As part of this assessment, the consultant reviewed and analyzed the major components of our compensation, including (i) base salary, (ii) annual bonuses, (iii) long-term incentive programs (including cash-based incentive plans and equity-based incentive plans), (iv) sales incentive plans and commission plans and (v) retirement programs. After reviewing the compensation risk assessment, the Compensation Committee determined that any risks arising from our compensation programs and policies would not be reasonably likely to have a material adverse effect on us.

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2015 Summary Compensation

The table below summarizes the total compensation earned by each of the Company s named executive officers (NEOs) for the years ended December 31, 2015, 2014, and 2013.

ame and Principal osition	Year	Salary [1]	Bonus [2]	Stock Awards [3]	Option Awards [4]	Non-Equity Incentive Plan Compensation [5]	Change in Pension Value and Non-qualified Deferred Compensation Earnings [6]	All Other Compensation [7]	Total
oseph A. Ripp	**2015**	**$ 1,088,462**	**$ 489,329**	**$ 1,507,885**	**$ 1,624,998**	**$ 826,639**		**$ 188,495**	**$ 5,725,808**
hairman and Chief	2014	$ 1,003,847	$ 1,100,000	$ 1,109,320	$ 1,250,000	$ 1,067,850	$ 181,174	$ 77,123	$ 5,789,314
xecutive Officer	2013	$ 303,846	$ 900,000	$ 3,750,029	$ 3,645,819	$ 352,500		$ 28,838	$ 8,981,032
ffrey J. Bairstow	**2015**	**$ 891,346**	**$ 615,075**	**$ 742,325**	**$ 599,999**	**$ 449,733**		**$ 43,014**	**$ 3,341,492**
VP and Chief	2014	$ 825,000	$ 590,000	$ 665,588	$ 749,998	$ 569,520		$ 37,338	$ 3,437,444
nancial Officer	2013	$ 243,077	$ 662,000	$ 499,995	$ 466,142	$ 420,000		$ 204,804	$ 2,496,018
orman Pearlstine,	**2015**	**$ 923,885**	**$ 275,988**	**$ 324,751**	**$ 249,998**	**$ 468,079**	**$**	**$ 25,000**	**$ 2,267,701**
VP and Chief	2014	$ 903,458	$ 270,000	$ 310,602	$ 349,998	$ 640,710	$ 51,308	$ 23,385	$ 2,549,461
ontent Officer	2013	$ 128,077	$ 1,400,000				$ 22,542	$ 1,385	$ 1,552,004
velyn Webster	**2015**	**$ 822,115**	**$ 200,146**	**$ 556,750**	**$ 399,998**	**$ 403,739**	**$ 92,995**	**$ 28,000**	**$ 2,503,743**
xecutive Vice	2014	$ 790,250	$ 175,455	$ 532,458	$ 599,999	$ 416,354	$ 274,501	$ 11,310	$ 2,800,327
resident	2013	$ 742,500	$ 214,650			$ 556,500	$ 190,453	$ 3,846	$ 1,707,949
lark P. Ford VP, Global dvertising	**2015**	**$ 822,115**	**$ 173,234**	**$ 394,339**	**$ 324,998**	**$ 291,240**		**$ 38,531**	**$ 2,044,457**

(1) For 2013, the amounts reflect the portion of the $1 million, $800,000 and $900,000 base salaries earned by Messrs. Ripp, Bairstow and Pearlstine, respectively, earned in 2013 after they joined us on September 3, 2013, September 3, 2013 and October 31, 2013, respectively.

(2) For 2015, the amounts reflect the portion of each NEO s 2015 AIP payouts attributable to their individual performance against strategic operational goals plus, for Mr. Bairstow, a discretionary bonus of $350,000 recognizing his work on the sale of the Blue Fin building. For 2014, the amounts reflect the portion of each NEO s 2014 AIP payouts attributable to their individual performance against strategic operational goals plus, for Messrs. Ripp and Bairstow, a Spinoff-related bonus of $650,000 and $350,000, respectively. With respect to Mr. Ripp, the 2013 amount reflects the portion of his 2013 bonus that was guaranteed pursuant to his employment agreement ($750,000) and a discretionary $150,000 increase in the final bonus. With respect to Mr. Bairstow and Ms. Webster, the 2013 amount reflects the portion of their 2013 AIP payouts attributable to their individual performance, plus, for Mr. Bairstow, a make whole bonus of $500,000 paid to him in connection with the

commencement of his employment. For Mr. Pearlstine, the 2013 amount represents a make whole bonus of $1,400,000 paid to him in connection with the commencement of his employment.

(3) The amounts set forth in the Stock Awards column for 2015 represent the grant date fair value of RSU awards granted by Time Inc. under the 2014 Omnibus Plan on February 13, 2015 as part of our long-term incentive compensation program and, in the case of Messrs. Bairstow, Pearlstine and Ford and Ms. Webster, a supplemental award of RSUs, in each case calculated in accordance with FASB ASC Topic 718 based on the assumption that the value of each RSU was equal to the closing sale price of one share of Time Inc. common stock reported on the NYSE Composite Tape on the date of grant, discounted to exclude the estimated dividend yield during the vesting period.

The amounts set forth in the Stock Awards column for 2014 represent the grant date fair value of RSU awards granted by Time Inc. under our long term incentive compensation program on June 23, 2014, calculated in accordance with FASB ASC Topic 718 based on the assumption that the value of each RSU was equal to the closing sale price of one share of Time Inc. common stock reported on the NYSE Composite Tape on the date of grant, discounted to exclude the estimated dividend yield during the vesting period. The table does not include a grant of 45,723 RSUs to Ms. Webster on June 9, 2014 pursuant to the terms of the Employee Matters Agreement with Time Warner in replacement of Time Warner equity awards that terminated upon the Spinoff, since the awards thereby replaced were granted prior to 2014. The grant date value of the replacement RSUs, calculated in accordance with FASB ASC Topic 718 based on the assumption that the value of each RSU was equal to the closing sale price of one share of Time Inc. common stock reported on the NYSE Composite Tape on the date of grant (without discounting for estimated dividend yield because this ward provides for dividend equivalent rights) was $1,065,346.

The amounts for 2013 represent the aggregate grant date fair value of make-whole RSU awards granted to each of Messrs. Ripp and Bairstow by Time Warner in connection with their employment by us, calculated in accordance with FASB ASC Topic 718 based on the assumption that the value of each RSU was equal to the closing sale price of one share of Time Warner Inc. common stock reported on the NYSE Composite Tape on the date of grant (without discounting for the estimated dividend yield since these awards provide for dividend equivalent rights). On the Spinoff, these Time Warner awards were converted in accordance with their terms into awards in respect of Time Inc. common stock by multiplying the number of RSUs by a share adjustment ratio the numerator of which was the regular-way trading closing price of Time Warner common stock on June 6, 2014, and the denominator of which was the when issued trading closing price of the Time common stock reported on June 6, 2014.

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(4) The amounts set forth in the Option Awards column for 2015 represent stock options awarded under our long-term incentive compensation program on February 13, 2015. The aggregate grant date fair value of these options was determined using the Black-Scholes option pricing model based on the following assumptions: an expected volatility of 27.22%, an expected term to exercise of 5.28 years from the date of grant, a risk-free interest rate of 1.69% and a dividend yield of 3.06%.

The amounts set forth in the Option Awards column for 2014 represent stock options awarded under our long-term incentive compensation program on June 23, 2014. The aggregate grant date fair value of these options was determined using the Black-Scholes option pricing model based on the following assumptions: an expected volatility of 28.27%, an expected term to exercise of 5.28 years from the date of grant, a risk-free interest rate of 1.88% and a dividend yield of 3%.

The amounts for 2013 represent the aggregate grant date fair value for make whole stock options granted to Messrs. Ripp and Bairstow by Time Warner in connection with the commencement of their employment by us calculated using the Black-Scholes option pricing model based on the following assumptions: an expected volatility of 27.12% (Ripp) or 26.54% (Bairstow), an expected term to exercise from the Spinoff date of 4.88 years (Ripp) or 4.39 years (Bairstow), a risk-free interest rate of 1.64% (Ripp) or 1.46% (Bairstow), and a dividend yield of 3%. On the Spinoff, the options were converted in accordance with their terms into options on a number of shares of Time Inc. common stock equal to the number of shares of Time Warner common stock for which they were exercisable, multiplied by a share adjustment ratio the numerator of which was the regular-way trading closing price of Time Warner common stock on June 6, 2014, and the denominator of which was the when issued trading closing price of the Time Inc. common stock on June 6, 2014. The per share exercise price for the converted make whole options is the per share exercise price of the original Time Warner option, divided by the share adjustment ratio.

(5) For 2015 and 2014, the amounts reflect the portion of each NEO s 2015 AIP and 2014 AIP payouts, respectively attributable to our performance against financial goals. For 2013, the amounts reflect the portion of each NEO s 2013 AIP payout attributable to our performance against our financial goals, offset in the case of Mr. Ripp by the amount of his guaranteed bonus.

(6) The aggregate annual change in the actuarial present value of accumulated pension benefits in 2015 were negative for Messrs. Ripp (negative $5,871 under the Time Inc. Excess Plan and negative $9,015 under the Time Warner Pension Plan), Pearlstine (negative $4,014 under the Time Inc. Excess Plan and positive $1,478 under the Time Warner Pension Plan) and Ford (positive $12,631 under the Time Inc. Excess Plan and negative $57,110 under the Time Warner Pension Plan). Time Inc. is no longer affiliated with Time Warner Inc. and is no longer liable for obligations related to the Time Warner Pension Plan.

The aggregate annual change in the actuarial present value of the accumulated pension benefits in 2014 for Messrs. Ripp and Pearlstine represents the sum of their benefits under the Time Warner Pension Plan (Mr. Ripp: $106,368, Mr. Pearlstine: $22,207) and the Time Inc. Excess Plan (Mr. Ripp: $74,806, Mr. Pearlstine: $29,101). The table reflects the pension value change for all of 2014. However, effective June 6, 2014, we were no longer affiliated with Time Warner. The present value of accrued benefits under the Time Inc. Excess Plan as of 12/31/2014 were calculated using the assumptions for the lump sum payment made in 2015 in connection with the *termination of the Time Inc. Excess Plan.*

The aggregate annual change in the actuarial present value of each of Messrs. Ripp s and Pearlstine s accumulated pension benefits was negative for 2013 (negative $69,510 for Ripp and negative $28,058 for Pearlstine). The amount set forth with respect to Mr. Pearlstine for 2013 represents the distributions that he received from the Time Warner Pension Plan, the Time Warner Excess Benefit Plan prior to rejoining us (at which time such distributions were discontinued), and the Pearlstine Deferred Compensation Arrangement.

The amounts set forth respect to Ms. Webster represent the aggregate annual change in the actuarial present value of her accumulated pension benefit under the IPC Media Pension Scheme, a frozen pension plan of our UK subsidiary. Benefits in this plan are paid in British pounds. The 2015, 2014 and 2013 amounts shown with respect to Ms. Webster were converted to US dollars based on a British pound to US dollar exchange rate of 1.4738, 1.5579 and 1.6557, respectively.

(7) The amounts shown in the All Other Compensation column for 2015 include the following:

Name	**Savings Plan Matching Contributions** [a]	**Supplemental Savings Plan Matching Contributions** [b]	**Payments Related to Life Insurance** [c]	**Other Perquisites** [d]	**Total All Other Compensation**
Joseph A. Ripp	$ 13,308		$ 50,000	$ 125,187	$ 188,495
Jeffrey J. Bairstow	$ 15,712	$ 11,750	$ 15,552		$ 43,014
Norman Pearlstine	$ 13,250	$ 11,750			$ 25,000
Evelyn Webster	$ 13,250			$ 14,750	$ 28,000
Mark P. Ford	$ 13,250	$ 11,750		$ 13,531	$ 38,531

(a) Represents matching contributions under the Time Inc. Savings Plan, a broad-based qualified 401(k) benefit plan, under which we match 100% of the first 4% of eligible compensation deferred and 50% of the next 2% eligible compensation deferred, subject to IRS limits.

(b) Represents matching contributions under the Time Inc. Supplemental Savings Plan. Under the Time Inc. Supplemental Savings Plan, we match 100% of the first 4% of amounts of the compensation in excess of the IRS 401(k) compensation limit up to $500,000 (such amount, additional deferral compensation) and 50% of the next 2% of such additional deferral compensation deferred.

(c) Represents cash payments intended to allow Messrs. Ripp and Bairstow to purchase life insurance coverage.

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(d) For Mr. Ripp, reflects the cost of the services of a professional co-pilot for personal flights taken by Mr. Ripp on his personally-owned aircraft. Although Mr. Ripp is an experienced pilot, at the Board of Directors request Mr. Ripp agreed to use the services of a professional pilot due to safety concerns. The cost of these services for 2015 was $60,628, which includes reimbursement of expenses for the use of Mr. Ripp s aircraft for deadhead (i.e., no-passenger) flights that the pilot took on the aircraft in order to return to his/her home base in between flights and then to return to pick up Mr. Ripp. Such reimbursed expenses comprise fuel costs and airport fees and a pro rata portion of the reserve for the periodic overhaul of the aircraft s engine. The amount in this column also includes $64,559 that we paid Mr. Ripp in 2015 to reimburse him on an after-tax basis for the income imputed to him in respect of the aforementioned professional pilot services and related expenses.

For Ms. Webster, reflects the cost of tax advisory services provided to her by the Company.

For Mr. Ford, reflects the reimbursement of country club membership dues.

2015 Grants of Plan-Based Awards

The following table presents information with respect to each award of plan-based compensation in 2015.

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)						
Name	**Grant Date**	**Threshold**	**Target**	**Maximum**	**All Other Stock Awards: Number of Shares of Stock or Units**	**All Other Option Awards: Number of Securities Underlying Options**	**Exercise or Base Price of Option Awards (2)**	**Grant Date Fair Value of Stock and Option Awards**
Joseph A. Ripp		$ 570,884	$ 1,141,767	$ 1,712,651				
	2/13/2015(3)				65,418			$ 1,507,885
	2/13/2015(4)					349,462	$ 24.84	$ 1,624,998
Jeffrey J. Bairstow		$ 310,589	$ 621,178	$ 931,767				
	2/13/2015(3)				32,205			$ 742,325
	2/13/2015(4)					129,032	$ 24.84	$ 599,999
Norman Pearlstine		$ 323,259	$ 646,518	$ 969,777				
	2/13/2015(3)				14,089			$ 324,751
	2/13/2015(4)					53,763	$ 24.84	$ 249,998
Evelyn Webster		$ 278,825	$ 557,651	$ 836,476				
	2/13/2015(3)				24,154			$ 556,750
	2/13/2015(4)					86,021	$ 24.84	$ 399,998
Mark P. Ford		$ 201,133	$ 402,265	$ 603,398				

2/13/2015(3)	17,108			$ 394,339
2/13/2015(4)		69,892	$ 24.84	$ 324,998

(1) The amounts shown in these columns represent the threshold, target and maximum payouts for the NEOs for the financial goals under the 2015 AIP. Performance against these goals comprises 70% of the total 2015 AIP bonus opportunity.

(2) The stock option exercise price was equal to the closing sale price of Time Inc. common stock reported on the NYSE Composite Tape on the date of grant.

(3) Reflects awards of RSUs granted under the 2014 Omnibus Plan as part of our long-term incentive compensation program and a supplemental award of RSUs. The RSUs vest ratably over four years on February 13th of each of 2016, 2017, 2018 and 2019.

(4) Reflects awards of stock options granted under the 2014 Omnibus Plan as part of our long-term incentive compensation program. The stock options vest ratably over four years on February 13th of each of 2016, 2017, 2018 and 2019.

Narrative to 2015 Summary Compensation Table and 2015 Grants of Plan-Based Awards Table

The *2015 Summary Compensation* table breaks out each of the compensation components provided to our NEOs in 2015 and the *2015 Grants of Plan-Based Awards* table provides details regarding incentive plan awards.

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Base Salary

Each NEO s base salary was initially established under the terms of his or her employment agreement and is subject to increase by the Compensation Committee. The *Salary* column in the *2015 Summary Compensation* table shows the actual amount earned by each NEO in 2015. For additional information about how base salary was established, see above *Compensation Discussion and Analysis Compensation Elements Understanding the Decisions Base Salary* .

Annual Cash Incentive Compensation and Discretionary Cash Bonus

Each NEO is provided a target annual cash bonus opportunity in accordance with the terms of his or her employment agreement. The payout at threshold levels of performance is 50% of the target bonus. The maximum payout is 150% of target. Though not reflected in the table, each NEO s ability to earn a bonus is contingent on the Company s achievement of a threshold metric, positive Adjusted Pre-Tax Operating Income. The maximum bonus that may be earned by any executive for 2015 was $6,000,000.

The annual incentive cash compensation element is divided between two columns in the *2015 Summary Compensation* table. The *Non-Equity Incentive Plan Compensation* column (and the *Estimated Possible Payouts Under Non-Equity Incentive Plan Awards* column in the *2015 Grant of Plan-Based Awards* table) represent the portion of the 2015 AIP bonus attributable to our financial goals. This portion represents 70% of the total target bonus opportunity. The *2015 Summary Compensation* table shows the amount of the bonus opportunity attributable to financial performance that was actually paid to the NEO; the *2015 Grant of Plan-Based Awards* table shows the range of payments that were possible under this opportunity.

The *Bonus* column in the *2015 Summary Compensation* table reflects the actual payments made to the NEOs for the portion of the 2015 AIP bonus opportunity attributable to individual performance against strategic operational goals. This portion represented 30% of the total target bonus opportunity as well as the discretionary bonus paid to Mr. Bairstow in relation to his work on the sale of the Blue Fin building. For additional information about the 2015 AIP and our annual cash incentive program generally, see above *Compensation Discussion and Analysis Compensation Elements Understanding the Decisions Annual Cash Incentive Compensation* and *Compensation Discussion and Analysis Compensation Elements Understanding the Decisions Discretionary Compensation* .

Long-Term Incentive Compensation (including Supplemental RSU Awards)

The long-term incentive compensation element is divided between two columns in the *2015 Summary Compensation* table one for *Stock Awards* (for RSUs) and one for *Option Awards* (for stock options). Under our 2015 long-term incentive program, 50% of the total award value was granted as RSUs and 50% as stock options. Additionally, in 2015 the Compensation Committee granted each NEO (other than Mr. Ripp) a supplemental RSU award in recognition of key contributions towards the transformation of the Company. The *2015 Grant of Plan-Based Awards* table includes columns that provide the number and grant date fair value of the RSUs and stock options granted to each NEO in 2015, as well as the exercise price of the stock options.

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Benefits and Perquisites

Benefits and perquisites are described in the *Change in Pension Value and Non-qualified Deferred Compensation Earnings* column and the *All Other Compensation* column of the *2015 Summary Compensation* table. The *Change in Pension Value and Non-qualified Deferred Compensation Earnings* relate to legacy pension plans, as described in footnote 6 to the *2015 Summary Compensation* table. The *All Other Compensation* column reflects participation in current programs, amounts paid pursuant to NEO employment agreements and other miscellaneous items, in each case not included in any other column of the table. As detailed in footnote 7 to the table, these items consist of matching contributions under defined contribution savings plans, payments related to life insurance coverage, the cost of expatriate tax advisory services and the cost of reimbursing Mr. Ripp for the expenses of a co-pilot and other related expenses associated with complying with the Board s *Policy and Procedures Governing CEO Use of Personal Aircraft*. For additional information about our benefits and perquisites, *see Compensation Discussion and Analysis Compensation Elements Understanding the Decisions Other Compensation Arrangements Benefits and Perquisites.*

Employment Agreements and Severance Benefits

The chart below describes the material terms of our NEO employment agreements as in effect during 2015, which descriptions are qualified by the terms of the employment agreements themselves. Base salaries are all subject to increase only. See *Compensation Discussion and Analysis Compensation Elements Understanding the Decisions* , above, for a listing of each NEO s current base salary and target annual bonus. Each employment agreement contains restrictive covenants (restricting competition and solicitation of our employees) with restricted periods that are coextensive with the applicable severance period. Severance benefits are provided (subject to the executive s execution of a release) if the executive s employment is terminated by us without cause (as defined) or if an executive resigns due to our material breach which has not been cured by us after thirty (30) days notice. Each employment agreement also provides for a post-termination benefit if the executive s employment terminates on account of the executive s disability (as defined). None of the agreements has a change of control provision or provide for any income tax gross ups. For information about the amount of the payments, see *Potential Payments upon Termination of Employment or Change in Control.*

Joseph A. Ripp	**Chairman and Chief Executive Officer**
Term:	September 3, 2013 - September 4, 2018; thereafter continues on a month-to-month basis until either party provides 90 days written notice of termination
Annual	Base Salary: $1 million minimum; increased to $1,100,000 in February 2015
Compensation:	Target Bonus: $1.5 million minimum; Maximum Bonus: Not less than 150% of target. 2015 Target Bonus established at 150% of base salary in February 2015

	Annual LTI Target: $2.5 million (subject to the sole discretion of the Board). 2015 Annual LTI Target increased to $3.25 million in February 2015
Severance Period:	24 months
Contractual Benefits & Perquisites:	$50,000 per year which can be used to purchase life insurance; retirement treatment of equity (100% vested on retirement, 5 years to exercise stock options), other than converted Time Warner awards

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Jeffrey J. Bairstow	**Executive Vice President and Chief Financial Officer**
Term:	September 3, 2013 - September 4, 2017; thereafter continues on a month-to-month basis until either party provides 90 days written notice of termination
Annual	Base Salary: $800,000 minimum; increased to $900,000 in February 2015
Compensation:	Target Bonus: $800,000 minimum; increased to 100% of base salary ($900,000) in February 2015
	Annual LTI Target: $800,000 (subject to the sole discretion of the Board).
	2015 Annual LTI Target increased to $1.2 million in February 2015
Severance Period:	24 months
Contractual Benefits & Perquisites:	Two times the premium for $2,000,000 coverage under a standard group universal life insurance program ($15,552 in 2015)
Norman Pearlstine	**Executive Vice President and Chief Content Officer**
Term:	October 31, 2013 October 31, 2016
Annual	Base Salary: $900,000 minimum; increased to $927,000 in February 2015
Compensation:	Initial Target Bonus: $900,000; increased to 100% of base salary ($927,000) in February 2015
	Annual LTI Target: $500,000 (subject to the sole discretion of the Board)
Severance Period:	18 months (12 months if employment terminated following contract expiration)
Contractual Benefits & Perquisites:	Retirement treatment of equity (100% vested on retirement, 5 years to exercise stock options); Legacy deferred compensation arrangement under an agreement related to his prior period of employment with Time Inc.
Evelyn Webster	**Executive Vice President**
Term:	March 21, 2014 March 21, 2017
Annual	Base Salary: $800,000 minimum; increased to $825,000 in February 2015
Compensation:	Initial Target Bonus: $600,000; increased to 100% of base salary ($825,000) in February 2015
	Annual LTI Target: $700,000 (subject to the sole discretion of the Board).
	2015 Annual LTI Target increased to $800,000 in February 2015
Severance Period:	18 months (12 months if employment terminated following contract expiration)
Contractual Benefits & Perquisites:	Tax advisory services related to UK and US tax law
Mark P. Ford	**Executive Vice President, Global Advertising**
Term:	September 12, 2014 September 11, 2017
Annual	Base Salary: $800,000 minimum
Compensation:	Initial Target Bonus: $555,555; increased to 70% of base salary ($577,500) in February 2015
	Annual LTI Target: $600,000 (subject to the sole discretion of the Board).

	2015 Annual LTI Target increased to $650,000 in February 2015
Severance Period:	18 months (12 months if employment terminated following contract expiration)
Contractual Benefits & Perquisites:	None

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Outstanding Equity Awards as of December 31, 2015

All shares reflected below are shares of Time Inc. common stock. The market value of the NEOs unvested RSUs was calculated using the NYSE Composite Tape closing price of $15.67 per share of Time Inc. common stock on December 31, 2015, the last trading day of 2015.

		Option Awards (1)				Stock Awards (2)	
Name	**Date of Grant**	**Number of Securities Underlying Unexercised Options Exercisable**	**Number of Securities Underlying Unexercised Options Unexercisable**	**Option Exercise Price**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested**	**Market Value of Shares or Units of Stock That Have Not Vested**
Joseph A. Ripp							
	11/15/2013	256,550	384,825	$ 22.35	11/14/2023	100,702	$ 1,578,000
	6/23/2014	66,773	200,321	$ 23.37	6/22/2024	40,116	$ 628,618
	2/13/2015		349,462	$ 24.84	2/12/2025	65,418	$ 1,025,100
Jeffrey J. Bairstow							
	11/15/2013	42,759	42,759	$ 22.35	11/14/2023	11,189	$ 175,332
	6/23/2014	40,064	120,192	$ 23.37	6/22/2024	24,069	$ 377,161
	2/13/2015		129,032	$ 24.84	2/12/2025	32,205	$ 504,652
Norman Pearlstine							
	6/23/2014	18,696	56,090	$ 23.37	6/22/2024	11,232	$ 176,005
	2/13/2015		53,763	$ 24.84	2/12/2025	14,089	$ 220,775
Evelyn Webster							
	6/9/2014					14,614	$ 229,001
	6/23/2014	32,051	96,154	$ 23.37	6/22/2024	19,255	$ 301,726
	2/13/2015		86,021	$ 24.84	2/12/2025	24,154	$ 378,493
Mark P. Ford							
	6/23/2014	16,025	48,077	$ 23.37	6/22/2024	9,627	$ 150,855
	2/13/2015		69,892	$ 24.84	2/12/2025	17,108	$ 268,082

1) *This information presents the number of shares of our common stock represented by unexercised stock options at December 31, 2015. On the Spinoff, options granted on November 15, 2013 to Messrs. Ripp and Bairstow on shares of Time Warner Inc. common stock were converted in accordance with their terms into options on a number of shares of Time Inc. common stock equal to the number of shares of Time Warner common stock for which they were exercisable multiplied by a share adjustment ratio, the numerator of which was the regular-way trading closing price of Time Warner common stock reported on the NYSE Composite Tape on June 6, 2014, and the denominator of which was the when issued trading closing price of the Time Inc. common stock reported on*

the NYSE Composite Tape on June 6, 2014. The per share exercise price for the converted make whole options is the per share exercise price of the original Time Warner option, divided by the share adjustment ratio.

The converted stock options granted to Mr. Ripp become exercisable in installments of 20% on each of the first five anniversaries of his start date (September 3, 2013) and the converted stock options granted to Mr. Bairstow become exercisable in installments of 25% on each of the first four anniversaries of his start date (September 3, 2013), in each case assuming continued employment and subject to accelerated vesting upon the occurrence of certain events. All other stock option awards become exercisable in installments of 25% on each of the first four anniversaries of the date of grant, assuming continued employment and subject to accelerated vesting upon the occurrence of certain events.

(2) This information presents the number of shares of our common stock represented by unvested RSU awards at December 31, 2015. On the Spinoff, RSUs granted to each of Messrs. Ripp and Bairstow by Time Warner were converted in accordance with their terms to awards on our common stock by multiplying the number of RSUs by the share adjustment ratio described in footnote 1 above. The converted RSUs granted to Mr. Ripp vest in installments of 20% on each of the first five anniversaries of his start date (September 3, 2013), and the converted RSUs granted to Mr. Bairstow vest in installments of 25% on each of the first four anniversaries of his start date (September 3, 2013). All other RSU awards represented in the table vest in installments of 25% on each of the first four anniversaries of the date of grant, assuming continued employment and subject to accelerated vesting upon the occurrence of certain events. For vesting purposes the grant date for RSUs issued to Ms. Webster on June 9, 2014 (i.e., the replacement RSUs) is deemed to be the first day of the month of the original grant date of the underlying Time Warner equity award that was canceled in the Spinoff since the terms and conditions of such replacement awards generally mirror those of the canceled Time Warner awards.

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The vesting dates for RSUs that were unvested as of December 31, 2015 are as follows:

	Number of Shares or Units of Stock That Have Not Vested	Date of Award	Vesting Dates[1]	
Joseph A. Ripp	100,702	11/15/2013	9/3/2016, 9/3/2017 and 9/3/2018	
	40,116	6/23/2014	6/23/2016, 6/23/2017 and 6/23/2018	
	65,418	2/13/2015	2/13/2016, 2/13/2017, 2/13/2018 and 2/13/2019	(2)
Jeffrey J. Bairstow	11,189	11/15/2013	9/3/2016 and 9/3/2017	
	24,069	6/23/2014	6/23/2016, 6/23/2017 and 6/23/2018	
	32,205	2/13/2015	2/13/2016, 2/13/2017, 2/13/2018 and 2/13/2019	(2)
Norman Pearlstine	11,232	6/23/2014	6/23/2016, 6/23/2017 and 6/23/2018	
	14,089	2/13/2015	2/13/2016, 2/13/2017, 2/13/2018 and 2/13/2019	(2)
Evelyn Webster	8,173	6/9/2014	2/1/2016	(3)
	6,441	6/9/2014	2/1/2016	(3)
	19,255	6/23/2014	6/23/2016, 6/23/2017 and 6/23/2018	
	24,154	2/13/2015	2/13/2016, 2/13/2017, 2/13/2018 and 2/13/2019	(2)
Mark P. Ford	9,627	6/23/2014	6/23/2016, 6/23/2017 and 6/23/2018	
	17,108	2/13/2015	2/13/2016, 2/13/2017, 2/13/2018 and 2/13/2019	(2)

(1) Except as set forth in the following footnotes, the number of shares covered by each RSU vests ratably among the indicated vesting dates.

(2) The tranche of RSUs scheduled to vest on February 13, 2016, representing 25% of the RSU Award granted, vested as scheduled.

(3) These RSUs vested as scheduled on February 1, 2016.

2015 Option Exercises and Stock Vested

The following table sets forth information regarding the NEOs exercises of stock options and the vesting of their RSUs during 2015, including: (i) the number of shares of common stock received from the vesting of RSUs during 2015, (ii) the aggregate dollar value realized upon the vesting of such RSUs, (iii) the number of shares of common stock underlying stock options exercised in 2015, and (iv) the aggregate dollar value realized upon the exercise of such stock options.

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise**	**Value Realized on Exercise**	**Number of Shares Acquired on Vesting (1)**	**Value Realized on Vesting (2)**
Joseph A. Ripp (3)			46,938	$ 981,118
Jeffrey J. Bairstow (3)			13,617	$ 300,666
Norman Pearlstine			3,744	$ 88,620
Evelyn Webster (4)			37,527	$ 930,883
Mark P. Ford			3,209	$ 75,957

(1) For Mr. Ripp, represents the vesting of 13,371 RSUs on June 23, 2015 and 33,567 RSUs on September 3, 2015. For Mr. Bairstow, represents the vesting of 8,023 RSUs on June 23, 2015 and 5,594 RSUs on September 3, 2015. For Mr. Pearlstine, represents the vesting of 3,744 RSUs on June 23, 2015. For Ms. Webster, represents the vesting of 31,109 RSUs on February 1, 2015 and 6,418 RSUs on June 23, 2015. For Mr. Ford, represents the vesting of 3,209 RSUs on June 23, 2015.

(2) The value realized from the vesting of the RSU awards was calculated based on our closing price reported on the NYSE Composite Tape on the applicable vesting date.

(3) For Messrs. Ripp and Bairstow, RSUs that vested on September 3, 2015 represents the vesting of the second tranche of RSUs granted on Time Warner common stock in connection with their employment that were converted to Time Inc. RSUs in the Spinoff.

(4) For Ms. Webster, RSUs that vested on February 1, 2015 represents the vesting of Time Inc. replacement RSUs granted to Ms. Webster in 2014 in respect of Time Warner awards that were forfeited in the Spinoff.

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2015 Pension Benefits

Time Warner Pension Plan

Messrs. Ripp, Pearlstine and Ford are participants in the Time Warner Pension Plan (the TW Pension Plan), a frozen qualified defined benefit pension plan, which continues to be administered by Time Warner. The benefits payable to Mr. Ripp are determined by applying the formula under (i) the TW Pension Plan prior to amendments made to the plan in 2000 (the Old TW Pension Plan) to his benefit service for Time Warner and its affiliates (including his service for Time Inc. earlier in his career) through December 31, 1999 and (ii) the TW Pension Plan as amended in 2000 to his benefit service after 1999. The same formula applies to Mr. Pearlstine except that he had already received his accrued benefit under the Old TW Pension Plan and thus is only owed that portion of the benefit determined by applying the TW Pension Plan as amended in 2000 to his post 1999 service.

Under the Old TW Pension Plan, a participant accrues benefits equal to the sum of 1.67% of the participant s average annual compensation for each year of service up to 30 years and 0.5% for each year of service over 30 years. Under this formula, average annual compensation is defined as the highest average annual compensation for any five consecutive full and partial calendar years of employment, which includes regular salary, overtime and shift differential payments, and non-deferred bonuses paid according to a regular program. Annual pension benefits under the Old TW Pension Plan are reduced by a Social Security offset determined by a formula that takes into account benefit service up to 35 years, covered compensation up to the average Social Security wage base and a disparity factor based on the age at which Social Security benefits are payable.

The benefit formula under the TW Pension Plan as amended in 2000 is expressed as a lifetime monthly annuity equal to the sum of (i) 1.25% of the participant s average annual compensation up to the participant s applicable average Social Security wage base and (ii) 1.67% of the participant s average annual compensation above such average Social Security wage base, multiplied by years of benefit service up to 30 years, and divided by 12. As amended, average annual compensation only covers full calendar years of employment.

Benefits under the TW Pension Plan are subject to the applicable IRS limitations on the amount of annual benefits.

Effective after June 30, 2010, the TW Pension Plan (i) was closed to new participants and (ii) stopped recognizing service for benefit accrual purposes for existing participants. Effective December 31, 2013, average annual compensation under the TW Pension Plan was frozen.

Messrs. Ripp and Pearlstine are both eligible for a normal retirement benefit from the TW Pension Plan and were treated as having retired upon the Spinoff. Messrs. Ripp and. Pearlstine are both currently receiving their TW Pension Plan benefit in the monthly amount of $3,869 and of $1,246, respectively.

In 2008, Time Warner further amended the TW Pension Plan to express the formula as a fixed lump sum amount equal to the sum of (i) 10% of the participant s average annual compensation up to the participant s applicable average Social Security wage base and (ii) 13% of the participant s average annual compensation above such average Social Security wage base, multiplied by the participant s years of benefit service up to 30 years. As a result of this amendment, Mr. Ford s benefit is determined as the greater of (i) the benefit calculated by applying the formula under the TW Pension Plan as amended in 2000 to the participant s benefit service through June 30, 2008 and the formula, as

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amended in 2008, after that date and (ii) the benefit calculated by applying the formula as amended in 2008 to the participant s entire benefit service. Because the sum of age and years of service with Time Inc. for Mr. Ford equaled 65 or more as of July 1, 2008, if he were to receive benefits under the TW Pension Plan as amended in 2008, he would receive (i) 13% of his average annual compensation up to his applicable average Social Security wage base and (ii) 16% of his average annual compensation above such average Social Security wage base, multiplied by his years of benefit service up to 30 years. In addition, because he had accrued more than 20 years of benefit service as of June 30, 2008, he would receive credit for each additional year of benefit service from July 1, 2008 through June 30, 2010 above the 30-year cap for benefit service.

Mr. Ford is eligible to elect early retirement and receive a reduced retirement benefit. He is also eligible to receive an unreduced retirement benefit under the TW Pension Plan upon attainment of age 62.

Time Inc. Excess Benefit Pension Plan

In 2015, Messrs. Ripp, Pearlstine and Ford each received a distribution of their accrued benefit from the terminated Time Inc. Excess Benefit Pension Plan, a frozen nonqualified defined benefit plan that was a continuation of the Time Warner Excess Benefit Pension Plan (the TW Excess Plan) for certain Time Inc. participants. The TW Excess Benefit Pension Plan (and therefore the Time Inc. Excess Plan) provided for the accrual of an additional pension benefit under the formula of the TW Pension Plan (a frozen qualified defined benefit plan) in excess of IRS limitations on the amount of compensation eligible for the calculation of benefits and the amount of benefits derived from employer contributions payable to participants. We adopted the Time Inc. Excess Plan on the Spinoff as required by the terms of the Employee Matters Agreement with Time Warner and terminated it shortly thereafter. In accordance with plan rules and applicable law, benefits under the Time Inc. Excess Plan could not be distributed to plan participants until 2015. The amounts distributed to Messrs. Ripp, Pearlstine and Ford were $447,195, $202,117 and $613,189, respectively.

IPC Media Pension Plan

Ms. Webster is a deferred member of the IPC Media Pension Scheme (Time UK Pension Plan), a pension plan of our UK subsidiary that was closed to new participants on October 17, 2001, and ceased future accruals for existing members on March 31, 2011. Ms. Webster s benefit under the Time UK Pension Plan relates to her service with the UK subsidiary from September 21, 1992 through December 31, 2010. From April 1, 2003 through December 31, 2010, Ms. Webster was a member of the Executive Section of the Time UK Pension Plan, which provides a target pension of two-thirds of Final Pensionable Earnings (defined below) at Ms. Webster s normal retirement age, which is 60. As a deferred member of the Time UK Pension Plan, she is entitled to a pension of 1/60th of Final Pensionable Earnings for each full year of service with a proportionate amount for each additional day. The deferred pension is calculated to include a proportion of the increased pension that would have been payable at age 60, based on Ms. Webster s period of membership in the Executive Section. The deferred pension may be paid at any time from age 50, but if taken before age 60, it will be subject to an early retirement reduction. Amounts payable under the Time UK Pension Plan are increased each year over the period from the date services with our UK subsidiary terminate until age

60 (or the date that pension benefits commence) broadly in line with the UK Retail Price Index (RPI) up to a maximum of 5% annually. Under current UK legislation, Ms. Webster has the option upon her retirement to exchange part of her pension for a cash sum, some of which under current UK tax law may be payable free of tax.

Final Pensionable Earnings is defined as the basic annual salary in the last year of employment, or if greater, the basic annual salary in any one full tax year in the last five years of employment. Pursuant

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to the terms of the Time UK Pension Plan, Ms. Webster s earnings for the tax year when she left the plan were capped for purposes of the plan at £123,600 (the equivalent of $186,162 based on an exchange rate of 1.4738 British pounds to the U.S. dollar on December 31, 2015).

In the event of her death before Ms. Webster begins to receive her pension, her estate would be entitled to (i) a spouse, civil partner or dependent pension equal to two-thirds of Ms. Webster s deferred pension (the Partner Pension), (ii) child allowances and (iii) a lump sum cash payment equal to the greater of: (a)