SCHRODER BRUCE
Form 4
May 27, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHRODER BRUCE

(Last) (First) (Middle)

6475 CHRISTIE AVENUE, SUITE 150

(Street)

EMERYVILLE, CA 94608

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
JAMBA, INC. [JMBA]

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, Store Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
STOCK OPTION (Right to buy)	$ 2.21	05/26/2011	A		20,000		(1)	05/26/2021	COMMON STOCK	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHRODER BRUCE 6475 CHRISTIE AVENUE SUITE 150 EMERYVILLE, CA 94608			President, Store Operations	

Signatures

/s/ Michael W. Fox, attorney-in-fact for Bruce Schroder	05/27/2011
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Vesting occurs in four equal annual installments on the first, second, third and fourth anniversaries of the grant date, May 26, 2011

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. FF" VALIGN="TOP">

3,948 11,846(4) $40.00 03/15/2018

14,508(5) $48.60 04/03/2019

6,000(6)$287,400

4,575(7)$219,143

3,765(8)$180,344

19,209(9)$920,111

(1)

Stock Option vested at the rate of 25% per year, with vesting dates of March 18, 2010, March 18, 2011, March 18, 2012 and March 18, 2013.

(2)

Stock Option vested 100% on March 18, 2013.

(3)

Stock Option vests at the rate of 25% per year, with vesting dates of March 16, 2011, March 16, 2012, March 16, 2013 and March 16, 2014.

(4)

Stock Option vests at the rate of 25% per year, with vesting dates of March 15, 2012, March 15, 2013, March 15, 2014 and March 15, 2015.

(5)

Stock Option vests at the rate of 25% per year, with vesting dates of April 3, 2013, April 3, 2014, April 3, 2015 and April 3, 2016.

(6)

Restricted stock award vested 100% on March 16, 2013.

(7)

Restricted stock award vests 100% on March 15, 2014.

(8)

Restricted stock award vests 100% on April 3, 2015.

(9)

Represents the number of shares of unvested performance-based restricted stock granted under our 2010 LTIP as of February 2, 2013. On April 5, 2013, 75% of these shares of performance-based restricted stock vested, and 25% of these shares were forfeited. See *"Compensation Discussion and*

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Analysis Long Term Incentive Awards" on pages 34-35 of this proxy statement for additional information relating to the performance criteria.

(10) 75% of the Stock Option vested and was exercised.

(11) 50% of the Stock Option vested and was exercised.

(12) Stock Option vests at the rate of 25% per year, with vesting dates of February 21, 2013, February 21, 2014, February 21, 2015 and February 21, 2016.

(13) Restricted stock award vests 100% on February 21, 2015.

(14) Stock Option vested at the rate of 25% per year, with vesting dates of February 26, 2010, February 26, 2011, February 26, 2012 and February 26, 2013.

Option Exercises and Stock Vested Table 2012

The following table sets forth, with respect to our named executive officers, all options that were exercised and restricted stock that vested during fiscal 2012.

	Option Awards		Stock Awards	
Name (a)	**Number of Shares Acquired on Exercise (#) (b)**	**Value Realized on Exercise ($) (c)**	**Number of Shares Acquired on Vesting (#) (d)**	**Value Realized on Vesting ($) (e)**
Edward W. Stack	3,696,000	$ 137,025,054(1)	35,550	$ 1,692,536
Timothy E. Kullman	71,250	$ 1,692,627(2)	9,900	$ 471,339
Joseph H. Schmidt	140,000	$ 3,641,674(3)	14,850	$ 707,009
John G. Duken	20,000	$ 885,644(4)	6,000	$ 285,660
Michele Willoughby	44,750	$ 1,142,854(5)	4,769	$ 221,035

(1) Mr. Stack exercised stock options and sold the underlying shares as follows: stock options for 7,200 shares exercised at an exercise price of $11.44 and sold at an average market price of $46.25 per share on May 18, 2012; stock options for 492,800 shares exercised at an exercise price of $11.44 and sold at an average market price of $46.4445 per share on May 21, 2012; stock options for 642,700 shares exercised at an exercise price of $11.44 and sold at an average market price of $46.5538 per share on May 22, 2012; stock options for 71,356 shares exercised at an exercise price of $11.44 and sold at an average market price of $47.5149 per share on May 24, 2012; stock options for 256,092 shares exercised at an exercise price of $11.44 and sold at an average market price of $47.0785 per share on May 25, 2012; stock options for 380,000 shares exercised at an exercise price of $11.44 and sold at an average market price of $47.3284 per share on May 29, 2012; stock options for 15,518 shares exercised at an exercise price of $11.44 and sold at an average market price of $49.00 per share on June 21, 2012; stock options for 500,000 shares exercised at an exercise price of $11.44 and sold at an average market price of $48.2065 per share on June 29, 2012; stock options for 16,500 shares exercised at an exercise price of $11.44 and sold at an average market price of $49.2718 per share on July 10, 2012; stock options for 25,600 shares exercised at an exercise price of $11.44 and sold at an average market price of $49.019 per share on July 11, 2012; stock options for 400,000 shares exercised at an exercise price of $11.44 and sold at an average market price of $50.8691 per share on August 16, 2012; stock options for 500,000 shares exercised at an exercise price of $11.44 and sold at an average market price of $50.8284 per share on August 17, 2012; stock options for 130,398 shares exercised at an exercise price of $11.44 and sold at an average market price of $51.7232 per share on September 7, 2012; and stock options for 257,836 shares exercised at an exercise price of $11.44 and sold at an average market price of $51.5703 per share on September 10, 2012.

Explanation of Responses:

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(2) Mr. Kullman exercised stock options and sold the underlying shares as follows: stock options for 20,548 shares exercised at an exercise price of $27.87 and sold at an average market price of $49.1466 per share on June 21, 2012; stock options for 31,952 shares exercised at an exercise price of $27.87 and sold at an average market price of $49.6929 per share on July 3, 2012; stock options for 9,375 shares exercised at an exercise price of $13.82 and sold at an average market price of $49.6929 per share on July 3, 2012; and stock options for 9,375 shares exercised at an exercise price of $26.03 and sold at an average market price of $49.6929 per share on July 3, 2012.

(3) Mr. Schmidt exercised stock options and sold the underlying shares as follows: stock options for 70,000 shares exercised at an exercise price of $18.95 and sold at an average market price of $47.5172 per share on June 20, 2012; stock options for 20,000 shares exercised at an exercise price of $28.23 and sold at an average market price of $51.5285 per share on September 6, 2012; and stock options for 50,000 shares exercised at an exercise price of $28.23 and sold at an average market price of $51.75 per share on September 7, 2012.

(4) Mr. Duken exercised stock options and sold the underlying shares as follows: stock options for 20,000 shares exercised at an exercise price of $5.24 and sold at an average market price of $49.5222 per share on March 26, 2012.

(5) Ms. Willoughby exercised stock options and sold the underlying shares as follows: stock options for 6,750 shares exercised at an exercise price of $12.44 and sold at an average market price of $47.2746 per share on March 20, 2012; stock options for 6,750 shares exercised at an exercise price of $13.82 and sold at an average market price of $47.2746 per share on March 20, 2012; stock options for 11,250 shares exercised at an exercise price of $26.03 and sold at an average market price of $47.2746 per share on March 20, 2012; and stock options for 20,000 shares exercised at an exercise price of $28.23 and sold at an average market price of $50.3750 per share on August 16, 2012.

Pension Benefits

The Company did not have in fiscal 2012, and currently does not have, any plans that provide for payments or other benefits at, following, or in connection with the retirement of our named executive officers, other than tax qualified and/or nonqualified defined contribution plans.

Nonqualified Deferred Compensation Table 2012

The following table sets forth amounts contributed during fiscal 2012 by our named executive officers under the Company's defined contribution or other plans that provide for the deferral of compensation on a basis that is not tax-qualified.

Name (a)	Executive Contributions in Last Fiscal Year ($) (b)(1)	Registrant Contributions in Last Fiscal Year ($) (c)	Aggregate Earnings in Last Fiscal Year ($) (d)	Aggregate Withdrawals/ Distributions ($) (e)	Aggregate Balance at Last Fiscal Year End ($) (f)
Edward W. Stack	$ 1,209,202	$ 200,000	$ 223,162	$ 23,928	$ 6,064,454
Timothy E. Kullman	$ 36,812	$ 7,362	$ 8,456	$	$ 389,109
Joseph H. Schmidt	$ 59,873	$ 10,920	$ 44,347	$ 8,090	$ 649,431
John G. Duken	$ 152,018	$ 29,923	$ 54,904	$ 5,017	$ 629,817
Michele Willoughby	$ 122,070	$ 24,356	$ 81,100	$ 5,150	$ 803,151

(1) Amounts set forth in this column reflect amounts deferred and contributed by the named executive officer under the Officers' Plan, which became effective April 1, 2007.

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Officers' Plan As described on page 35 of this proxy statement, our named executive officers participate in the Officers' Plan, pursuant to which they have the opportunity to defer up to 25% of their base salary and up to 100% of their annual performance incentive payment, to be allocated among a range of investment choices. Deferral amounts are 100% vested, and matching contributions, including future contributions, become 100% vested after five (5) years of plan participation, or upon the named executive officer's death, disability or upon a change in control of the Company. Named executive officers may elect to receive distributions from the Officers' Plan as a lump sum, in annual installments (with any installment term between two (2) and 20 years), or a combination of the two options. Vested matching contributions may be distributed only after a named executive officer reaches age 55. Vested matching contributions may be distributed upon the named executive officer's death or disability (as defined in applicable Treasury regulations) or in the event of certain hardships or changes of control (each as defined under Section 409A of the Code).

Under the Officers' Plan, the Company is required to match amounts deposited into plan accounts at a rate of 20% of the participant's annual deferral, up to a $200,000 maximum match per year. Matching amounts are contributed as one lump sum following the end of the year, and the named executive officer must be an eligible participant as of December 31st to receive the matching contribution for that year. The Company also has the ability to make a discretionary matching contribution as determined from time to time by the Board. The Company may determine a vesting schedule for discretionary contributions that is different from the vesting schedule for mandatory matching contributions. The Company established a rabbi grantor trust, with a third-party trust company as trustee, for the purpose of providing the Company with a vehicle to fund participant contributions and Company matching amounts under the Officers' Plan.

The Officers' Plan is intended to constitute a non-qualified, unfunded plan for federal tax purposes and for purposes of Title I of the Employee Retirement Income Security Act of 1974, as amended, and is also intended to comply with Section 409A of the Code, and it contains restrictions to help ensure compliance. Our obligations to pay deferred compensation under the Officers' Plan are unsecured general obligations of the Company. We may amend or terminate the Officers' Plan at any time in whole or in part, provided that no amendment or termination may reduce the amount credited to accounts at the time of such amendment or termination.

Potential Payments upon Termination or Change in Control

Certain of our Company's plans and programs provide for payments in connection with a termination of employment or a change in control of the Company. The Company does not have any employment agreements with our named executive officers, and there are no pension plans or other deferred compensation plans in which our named executive officers participate other than the Officers' Plan. The Company also does not have severance or change in control agreements with our named executive officers. However, as part of non-competition agreements executed by a broad base of employees, we have a general severance policy that is applicable to a broad base of employees, including certain of our named executive officers, pursuant to which we pay severance equal to the greater of four (4) weeks of pay or one (1) week of pay for every year of employment with us.

The information below describes and quantifies certain compensation that would become payable under our existing plans and arrangements if a named executive officer's employment had terminated on February 1, 2013 (the last trading day prior to the end of our fiscal year, February 2, 2013, which was a Saturday), given the named executive officer's compensation and service levels as of such date and, if applicable, based on our closing stock price on February 1, 2013. These benefits are in addition to benefits available generally to salaried employees, such as distributions under our 401(k) savings plan and accrued vacation pay. Due to the number of factors that affect the nature and amount of any benefits provided upon the events discussed below, such as the timing during the year of any such event and the Company's stock price, any actual amounts paid or distributed may be different.

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Non-Competition Agreements Most of our named executive officers have executed non-competition agreements with the Company providing them with limited payments upon termination under certain circumstances. Under these agreements, named executive officers are not provided with payments if they voluntarily terminate employment, retire, are terminated as a result of death or permanent disability or are terminated for any of the following reasons: (i) fraud or felonious conduct; (ii) embezzlement or misappropriation of Company funds or property; (iii) material breach of the non-competition, non-solicitation or confidentiality covenants set forth in their agreement with the Company or any material violation of the provisions of the Company's employee handbook; (iv) gross negligence; or (v) their consistent inability or refusal to perform, or willful misconduct in or disregard of the performance of their duties and obligations, under certain circumstances. Under these agreements, upon the termination of employment of a named executive officer for any reason other than those set forth above, we are obligated to pay to that named executive officer an amount equal to the greater of four weeks of pay or one week of pay for every year of employment with us, in each case at the named executive officer's base salary in effect immediately prior to termination. The payment is payable bi-weekly in accordance with the Company's regular payroll practices. The Company in its discretion may offer other arrangements to employees who end employment with the Company. Named executive officers who have executed the agreements discussed above have also agreed in those agreements to comply with certain non-competition, non-solicitation and confidentiality covenants.

Equity Awards Equity awards held by our named executive officers outstanding as of February 1, 2013 were issued pursuant to our 2002 Plan. Under the terms and conditions of the 2002 Plan, in the event that a named executive officer's continuous status as an employee is terminated, the non-vested portion of any stock option or restricted stock award will be deemed cancelled on the termination date and the vested portion, if any, of any stock option as of the date of such termination will, unless otherwise set forth in the award, remain exercisable for the lesser of a period of 90 days following termination or until the expiration date of the stock option. Except as otherwise set forth in the award itself, in the event that the named executive officer voluntarily terminates employment due to a total and permanent disability (as defined in Section 22(e)(3) of the Code) or due to the employee's death, the non-vested portion of any restricted stock award shall immediately vest, the non-vested portion of any stock option will be deemed cancelled on the termination date and the vested portion, if any, of the stock option as of the date of such termination will remain exercisable for the lesser of a period of 12 months following termination or until the expiration date of the stock option. In each case, the 2002 Plan grants the administrator the ability to set other periods of timed during which an award can be exercised, as set forth in the document evidencing such option or award.

"Continuous status as an employee" is defined in the 2002 Plan as the absence of any interruption or termination of the employment relationship, except in the case of (i) sick leave, (ii) military leave, (iii) any other leave of absence approved by the Board, provided such period does not exceed 90 days, unless reemployment is guaranteed by contract, statute or Company policy, or (iv) transfers between locations of the Company or between the Company and its subsidiaries.

In the event of a merger or consolidation of the Company with or into another corporation or the sale of all or substantially all of the Company's assets, the Board may authorize all outstanding stock options or awards to be assumed or an equivalent stock option or right to be substituted by the successor corporation or parent or subsidiary of such successor corporation. In the event that the successor corporation does not agree to assume the stock options or rights, or to substitute an equivalent stock option or stock appreciation right, the Board shall provide for employees to have the right to exercise all stock options previously granted to such employee, including those not otherwise exercisable at the time.

Officers' Supplemental Savings Plan Under the terms of the Officers' Plan, in the event of a participant's retirement or early retirement (defined below), death, disability (as defined in applicable Treasury regulations) or in the event of certain hardships or changes-in-control (each as defined under Section 409A of the Code), the participant is entitled to receive an amount equal to the participant's

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contributions and vested and unvested matching and discretionary contributions by the Company. This amount is payable in a single lump sum unless the participant has elected to receive the distribution in installments.

Upon termination of employment other than by reason of retirement, early retirement, death or termination for cause (defined below), the participant is entitled to receive a termination benefit equal to the participant's contributions and the vested portion of the Company's matching and discretionary contributions. If a participant is terminated for cause (defined below), the participant forfeits to the Company all rights to both vested and unvested contributions of the Company, and is entitled to receive a benefit equal to the participant's contributions, payable in a single lump sum. For our named executive officers, all payments would be deferred for a six month period under Section 409A of the Code.

The Company's matching contributions under the Officers' Plan vest only after a participant has completed at least five years of participation in the plan. The Company will separately determine the vesting of the Company's discretionary contributions, if any. After five years of participation, all past and future Company contributions are fully vested. As of February 1, 2013, all of our named executive officers other than Mr. Kullman, were fully vested in the Company's contributions.

"Retirement" is defined in the Officers' Plan as termination of employment, other than a termination for cause, on or after the date on which the participant has both attained age 55 and completed at least five (5) years of participation in the Officers' Plan, and "early retirement" is termination of employment, other than for cause, on or after the date on which the participant has completed at least five (5) years of participation. "Termination for cause" is defined in the Officers' Plan as termination of employment by reason of: (i) a substantial intentional failure to perform duties as an employee or to comply with any material provision of his or her employment agreement with the Company, where such failure is not cured within 30 days after receiving written notice from the Company specifying in reasonable detail the nature of the failure; (ii) a breach of fiduciary duty to the Company by reason of receipt of personal profits; (iii) conviction of a felony; or (iv) any other willful and gross misconduct committed by the participant. A "change in control" is defined in the Officers' Plan as any of: (i) the dissolution or liquidation of the Company; (ii) a reorganization, merger or consolidation of the Company with one or more corporations as a result of which the Company is not the surviving corporation; (iii) approval by the stockholders of the Company of any sale, lease, exchange or other transfer (in one or a series of transactions) of all or substantially all of the assets of the Company; (iv) approval by the stockholders of the Company of any merger or consolidation of the Company in which the holders of voting stock of the Company immediately before the merger or consolidation will not own 50% or more of the voting shares of the continuing or surviving corporation immediately after such merger or consolidation; or (v) a change of 50% (rounded to the next whole person) in the membership of the Company's Board within a twelve month period, unless the election or nomination for election by stockholders of each new director within such period was approved by the vote of two-thirds (rounded to the next whole person) of the directors then still in office who were in office at the beginning of the twelve month period. Notwithstanding the foregoing, no event shall constitute a "change in control" for purposes of acceleration of distributions on termination of the Officers' Plan if it is not a "change in the ownership or effective control of the corporation," or "in the ownership of a substantial portion of the assets of the corporation," "corporate dissolution," or "with approval of a bankruptcy court pursuant to 11 U.S.C. Section 503(b)(1)(A)" within the meaning of Section 409A of the Code.

Insurance Benefits The Company currently pays the premiums for two life insurance policies covering our Chairman and Chief Executive Officer. The beneficiary under the policies is the executive's former spouse, and a personal beneficiary chosen by Mr. Stack (and prior to his death he may receive the cash surrender value of the policy). For detail regarding the premiums paid by the Company for fiscal 2012, see footnote 5 of the "*Summary Compensation Table*" on page 38 of this proxy statement.

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The following table shows the estimated benefits payable to each named executive officer in the event of his or her termination of employment under various scenarios or upon a change in control of our Company, assuming such event took place on February 1, 2013.

	Voluntary Resignation or Termination without Cause	**Involuntary Not For Cause Termination**	**Death**	**Disability**	**Retirement(1)**	**Change in Control**
Edward W. Stack(2)						
Officers' Plan(4)	$ 6,064,454(4a)	$ 6,064,454(4a)	$ 6,064,454(4b)	$ 6,064,454(4b)	$ 6,064,454(4c)	$ 6,064,454(4d)
Stock Options(5)(6)	$ 34,144,127	$ 34,144,127	$ 34,144,127	$ 34,144,127	$ 34,144,127	$ 34,144,127
Restricted Stock(7)			$ 12,369,409	$ 12,369,409		
Insurance Benefits(8)			$ 6,413,407			
Timothy E. Kullman						
Non-Competition Agreement(3)		$ 57,692				
Officers' Plan	$ 127,980(4a)	$ 127,980(4a)	$ 389,109(4b)	$ 389,109(4b)	$ 389,109(4c)	$ 389,109(4d)
Stock Options(5)	$ 2,835,040	$ 2,835,040	$ 2,835,040	$ 2,835,040	$ 2,835,040	$ 2,835,040
Restricted Stock(7)			$ 2,108,366	$ 2,108,366		
Joseph H. Schmidt(2)						
Officers' Plan(4)	$ 649,431(4a)	$ 649,431(4a)	$ 649,431(4b)	$ 649,431(4b)	$ 649,431(4c)	$ 649,431(4d)
Stock Options(5)	$ 3,742,241	$ 3,742,241	$ 3,742,241	$ 3,742,241	$ 3,742,241	$ 3,742,241
Restricted Stock(7)			$ 3,569,700	$ 3,569,700		
John G. Duken						
Non-Competition Agreement(3)		$ 125,000				
Officers' Plan(4)	$ 629,817(4a)	$ 629,817(4a)	$ 629,817(4b)	$ 629,817(4b)	$ 629,817(4c)	$ 629,817(4d)
Stock Options(5)	$ 5,831,310	$ 5,831,310	$ 5,831,310	$ 5,831,310	$ 5,831,310	$ 5,831,310
Restricted Stock(7)			$ 1,664,956	$ 1,664,956		
Michele Willoughby						
Non-Competition Agreement(3)		$ 63,462				
Officers' Plan(4)	$ 803,151(4a)	$ 803,151(4a)	$ 803,151(4b)	$ 803,151(4b)	$ 803,151(4c)	$ 803,151(4d)
Stock Options(5)	$ 151,369	$ 151,369	$ 151,369	$ 151,369	$ 151,369	$ 151,369
Restricted Stock(7)			$ 1,606,997	$ 1,606,997		

(1) Retirement is defined as termination (other than for cause) after reaching age 55 and completing at least five (5) years of participation; early retirement has the same definition other than the requirement to be 55.

(2) There is no agreement in place to provide any payments upon termination.

(3) Payment amounts equal the greater of four weeks of pay or one week of pay for every year of employment at the named executive officer's base salary in effect immediately prior to termination.

(4) Represents the participant's contributions and the vested portion of the Company's contributions. As of February 1, 2013, all Company contributions are vested for each of our named executive officers other than Mr. Kullman.

(4a) Participant contributions are paid at the next scheduled settlement date after the termination, and vested Company contributions are paid on the settlement date following the date the participants reaches the age of 55.

(4b) Participant contributions and vested Company contributions are paid in single lump sum, unless participant elected scheduled distributions had commenced at the time of the event. If scheduled distributions had commenced at the time of the event, contributions will be paid in accordance with the distribution schedule.

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(4c)

Participant contributions and vested Company contributions are paid in single lump sum, unless the Participant elects scheduled distributions.

(4d)

Participant contributions and vested Company contributions are paid in single lump sum on the last day of the 15th month after the month in which the event took place unless the participant elected otherwise.

For additional information regarding the Officers' Plan, see the "*Nonqualified Deferred Compensation Table"* and accompanying narrative set forth on page 44 of this proxy statement.

(5)

Represents the value of exercisable stock options as of the last day of the Company's fiscal year. Upon termination of employment for any reason, unvested stock options are forfeited. Any vested portion will remain exercisable following termination for a period of 90 days other than in connection with death or disability, in which case vested stock options will remain exercisable for 12 months following termination, subject in each case to earlier termination due to expiration of the award.

In the event of a change in control, the Board may authorize all outstanding stock options or awards to be assumed or an equivalent stock option or right to be substituted by the successor corporation. In the event that the successor corporation does not agree to assume the stock options or other awards, or to substitute an equivalent stock option or right, unexercisable stock options or other awards shall be accelerated and become exerciseable.

(6)

Pursuant to the MOU, Mr. Stack's former spouse is entitled to receive the economic benefit of certain stock options exercisable for shares of our common stock (which as of February 1, 2013 totaled 497,000 shares, subject to equitable adjustment for any stock split, recapitalization or similar event), including the right to request the exercise of such stock options and the sale of the underlying stock in accordance with the Company's applicable policies, Section 16(b) limitations and the terms of the MOU. Mr. Stack maintains voting power with respect to any stock issued upon the exercise of these stock options until such stock is sold.

(7)

Represents the value of unvested restricted stock that would immediately vest upon termination of employment due to death or a total and permanent disability. Upon termination for any other reason, unvested restricted stock would be forfeited.

In the event of a change in control, the Board may authorize all outstanding awards to be assigned to the successor corporation. In the event that the successor corporation does not agree to assume the awards, or to substitute an equivalent right, restricted stock awards shall vest.

(8)

Our Chairman and Chief Executive Officer is covered by two life insurance policies paid for by the Company, the beneficiaries of which are the executive's former spouse and a personal beneficiary chosen by Mr. Stack (prior to his death the executive may receive the cash surrender value of the policy). If our Chairman and Chief Executive Officer had died on February 2, 2013, the beneficiaries under said policies would have received $2,413,407 under the first policy, and $4,000,000 under the second policy.

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ITEM 3 NON-BINDING ADVISORY VOTE TO APPROVE COMPENSATION OF NAMED EXECUTIVE OFFICERS

Section 14A of the Exchange Act requires that we provide our stockholders with the opportunity to vote to approve, on a non-binding and advisory basis, the compensation of our named executive officers. At our 2011 annual meeting of stockholders, our stockholders voted to conduct this vote on an annual basis. Since the vote on this compensation program is advisory in nature, it will not affect any compensation already awarded to any named executive officer, and will not be binding on or overrule any decisions made by the Compensation Committee or the Board. The vote on this resolution is not intended to address any specific element of compensation. Rather, this vote relates to the compensation of our named executive officers as a whole, as described in this proxy statement in accordance with the compensation disclosure rules of the SEC.

The Compensation Committee annually reviews named executive officer compensation, as discussed in this proxy statement. As discussed under the heading "*Compensation Discussion and Analysis*," beginning on page 22 of this proxy statement, we seek to closely align the interests of our named executive officers with the interests of our stockholders. Our compensation program is designed to align executive pay with Company performance. In 2012 the Company reported the following results:

- Reported consolidated net sales growth of 12%(1)
- Reported comparable store sales growth of 4.3%(1)
- Non-GAAP EPS of $2.53(2)
- $306,972,000 delivered back to stockholders in the form of quarterly and special dividends

(1) Fiscal 2012 was a 53-week fiscal year, compared to fiscal 2011, a 52-week fiscal year.

(2) See Appendix A for Regulation G reconciliations of GAAP to non-GAAP measures.

Since we value our stockholder's views, the Compensation Committee and the Board will consider the results of this advisory vote when formulating future executive compensation policy. As such, your vote will serve as an additional tool to guide the Compensation Committee and the Board in continuing to align the Company's executive compensation program with the interests of the Company and its stockholders. Your vote will also guide the Compensation Committee and the Board to ensure that our executive compensation program is consistent with our commitment to high standards of corporate governance.

The Company recommends that you vote for the approval of the compensation of our named executive officers as described in this proxy statement. The affirmative vote of a majority of the voting power of the shares present or represented and entitled to vote either in person or by proxy is required to approve this Item 3. We encourage you to carefully review these disclosures in making your decision. Accordingly, we ask our stockholders to vote on the following resolution at the 2013 annual meeting:

"RESOLVED, that the Company's stockholders approve on an advisory basis the compensation of the named executive officers, as disclosed in the Company's proxy statement for the 2013 annual meeting of stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and narrative disclosure."

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE APPROVAL, ON A NON-BINDING ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT.

OTHER MATTERS

As of the date of this proxy statement, we know of no business that will be presented for consideration at the 2013 annual meeting other than the items referred to above. If any other matter is properly brought before the 2013 annual meeting for action by stockholders, proxies properly provided to the Company will

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be voted in accordance with the recommendation of the Board or, in the absence of such a recommendation, in accordance with the judgment of the proxy holder.

ADDITIONAL INFORMATION

"Householding" of Proxy Materials. The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as "householding," potentially provides extra convenience for stockholders and cost savings for companies. The Company and some brokers household proxy materials, delivering a single proxy statement to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker or us that they or we will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If at any time you no longer wish to participate in householding and would prefer to receive a separate proxy statement, please notify your broker if your shares are held in a brokerage account or us if you hold registered shares. We will deliver promptly upon written or oral request a separate copy of the annual report or proxy statement, as applicable, to a security holder at a shared address to which a single copy of the documents was delivered. You can notify us by sending a written request to the attention of Investor Relations, Dick's Sporting Goods, Inc., 345 Court Street, Coraopolis, PA 15108 or calling us at (724) 273-3400 if you would like to receive separate copies of mailed materials relating to future meetings, or you are sharing an address and you wish to request delivery of a single copy of mailed materials if you are now receiving multiple copies.

In accordance with rules adopted by the SEC, instead of mailing a printed copy of our proxy materials to each stockholder of record, we are furnishing proxy materials to our stockholders via the Internet. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

Advance Notice Procedures. Under our bylaws, no business may be presented by any stockholder before an annual meeting unless it is properly presented before the meeting by or at the direction of the Board or by a stockholder entitled to vote who has delivered written notice to our Corporate Secretary, David I. Mossé (containing certain information specified in our bylaws about the stockholder and the proposed action) at least 150 days prior to the anniversary date of the preceding year's annual meeting that is, with respect to the 2014 annual meeting, by January 6, 2014. These requirements are separate from and in addition to the SEC's requirements that a stockholder must meet in order to have a stockholder proposal included in the Company's proxy statement, as discussed below.

Stockholder Proposals for Inclusion in the Company's Proxy Materials Relating to the 2014 Annual Meeting. Stockholders interested in submitting a proposal for inclusion in the Company's proxy materials for the annual meeting of stockholders in 2014 may do so by following the procedures prescribed in Rule 14a-8 under the Exchange Act. To be eligible for inclusion, such proposals must be received by the Company not less than 120 calendar days before the date of the Company's proxy statement to stockholders in connection with the previous year's annual meeting. Therefore, for the 2014 annual meeting, such proposals must be received by the Company no later than December 20, 2013. Proposals should be sent to the attention of the Legal Department, Dick's Sporting Goods, Inc., 345 Court Street, Coraopolis, PA 15108.

Proxy Solicitation and Costs. The proxies being solicited hereby are being solicited by the Board of Directors of the Company. The cost of soliciting proxies will be borne by the Company. We have not retained an outside firm to aid in the solicitation. Officers and regular employees of the Company may, but without compensation other than their regular compensation, solicit proxies by further mailing or personal conversations, or by telephone, telex, facsimile or electronic means. We will, upon request, reimburse brokerage firms and others for their reasonable expenses in forwarding solicitation material to the beneficial owners of stock.

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Appendix A

Non-GAAP Net Income and Earnings per Share Reconciliations:
(in thousands, except per share data)

	Fiscal 2012 53 Weeks Ended February 2, 2013		
	As Reported	**Impairment of Investments**	**Non-GAAP Total**
Net sales	$ 5,836,119	$	$ 5,836,119
Cost of goods sold, including occupancy and distribution costs	3,998,956		3,998,956
GROSS PROFIT	1,837,163		1,837,163
Selling, general and administrative expenses	1,297,413		1,297,413
Pre-opening expenses	16,076		16,076
INCOME FROM OPERATIONS	523,674		523,674
Impairment of available-for-sale investments	32,370	(32,370)	
Interest expense	6,034		6,034
Other income	(4,555)		(4,555)
INCOME BEFORE INCOME TAXES	489,825	32,370	522,195
Provision for income taxes	199,116	4,734	203,850
NET INCOME	$ 290,709	$ 27,636	$ 318,345
EARNINGS PER COMMON SHARE:			
Basic	$ 2.39		$ 2.62
Diluted	$ 2.31		$ 2.53
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:			
Basic	121,629		121,629
Diluted	125,995		125,995

During the second quarter of 2012, the Company fully impaired its investment in JJB Sports and recorded a pre-tax charge of $32.4 million. The Company recorded a deferred tax asset valuation allowance of approximately $7.9 million for a portion of the $32.4 million net capital loss carryforward that it expects not to realize as a result of the impairment of its investment in JJB Sports.

REVOCABLE PROXY - DICK
SPORTING GOODS, INC. Ann
Meeting of Stockholders June 5,
1:30 p.m. (Local Time) THIS PR
SOLICITED ON BEHALF OF T
BOARD OF DIRECTORS The
undersigned hereby revokes all p
proxies and appoints Joseph H. S
Joe Oliver and David I. Mossé, a
of them acting in the absence of
to act as proxies for the undersig
full power of substitution, to vot
shares of common stock of Dick
Sporting Goods, Inc. (the "Comp
and hereby appoints Edward W.
act as proxy for the undersigned,
power of substitution, to vote all
Class B common stock of the Co
in each case that the undersigned
entitled to vote at the Annual Me
Stockholders on Wednesday, Jun
at the Hyatt Regency, 1111 Airp
Pittsburgh, PA 15231, and any a
adjournments or postponements
as set forth below. This proxy is
revocable and will be voted as di
but if no instructions are specifie
proxy will be voted: FOR the no
for directors specified, FOR ratif
Deloitte & Touche LLP as the C
independent registered public ac
firm and FOR approval, on an ad
basis, of the compensation of nar
executive officers. (CONTINUE
TO BE SIGNED ON REVERSE
PLEASE DETACH ALONG
PERFORATED LINE AND MA
THE ENVELOPE PROVIDED.
Important Notice Regarding the
Availability of Proxy Materials f
Annual Meeting of Stockholders
held June 5, 2013. The Proxy Sta
and our 2012 Annual Report are
at:
http://www.allianceproxy.com/d

Explanation of Responses:

Explanation of Responses:

The Board of Directors recommends a vote FOR each of the listed nominees in proposal 1, and FOR proposals 2 and 3. FOR as in this example . Please mark votes AGAINST . . ABSTAIN . . . . Proposal 1- Election of Class B Directors, each for terms that expire in 2016 Proposal 2- Ratify the appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm FOR . . WITHHOLD . . Nominees for the Board of Directors are 01 Emanuel Chirico Proposal 3- Non-binding advisory vote to approve compensation of named executive officers 02 Allen R. Weiss Note: In their discretion, the proxies are authorized to act on such other business as may properly come before the meeting or any postponement or any adjournment thereof. I plan to attend the Annual Meeting . Please sign exactly as name appears below. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If signing for a corporation or partnership, authorized person should sign full corporation or partnership name and indicate capacity in which they sign. Date: Signature Signature (if held jointly) CONTROL NUMBER PLEASE DETACH ALONG PERFORATED LINE AND MAIL IN THE ENVELOPE PROVIDED. CONTROL NUMBER PROXY VOTING INSTRUCTIONS Please have your 11 digit control number ready when voting by Internet or Telephone Holders of shares under the Dick's Sporting Goods, Inc. ESPP or Stock and Incentive Plans must vote no later than 11:59 P.M. Eastern Daylight Savings Time on June 2, 2013 MAIL Vote Your Proxy by Mail: Mark, sign, and date your proxy card, then detach it, and return it in the postage-paid envelope provided. TELEPHONE Vote Your Proxy by Phone: Call 1 (888) 693-8683 Use any touch-tone telephone to vote your proxy. Have your proxy card available when you call. Follow the voting instructions to vote your shares. INTERNET Vote Your Proxy on the Internet: Go to www.cesvote.com Have your proxy card available when you access the above website. Follow the prompts to vote your shares.

Explanation of Responses: