

Madison Square Garden Co  
Form DEF 14A  
October 27, 2017  
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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

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**(Name of Registrant as Specified in Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if other than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
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- (1) Amount Previously Paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:
  
- (4) Date Filed:

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**JAMES L. DOLAN**

**Executive Chairman**

**Notice of Annual Meeting and**

**Proxy Statement**

Dear Stockholder:

You are cordially invited to attend our annual meeting of stockholders which is being held on Friday, December 15, 2017 at 10:00 a.m. Eastern Time at The Paley Center for Media, located at 25 West 52<sup>nd</sup> Street, New York, NY 10019.

In addition to the matters described in the proxy statement, we will report on the Company's activities. You will have an opportunity to ask questions.

I look forward to seeing you at the meeting. **Your vote is important to us.** Stockholders may vote by using a toll-free telephone number, by Internet or by mailing a proxy card. If you choose to vote by mail, please sign, date and return the proxy card in the postage-paid envelope that is provided.

Sincerely yours,

James L. Dolan

Executive Chairman

October 27, 2017

THE MADISON SQUARE GARDEN COMPANY, TWO PENNSYLVANIA PLAZA, NEW YORK, NY 10121

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**PROXY STATEMENT**

**NOTICE OF 2017 ANNUAL MEETING OF STOCKHOLDERS**

To the Stockholders of

The Madison Square Garden Company

The Annual Meeting of Stockholders of The Madison Square Garden Company will be held at The Paley Center for Media, located at 25 West 52<sup>nd</sup> Street, New York, NY on Friday, December 15, 2017, at 10:00 a.m. Eastern Time to consider and vote upon the following proposals:

1. Election of directors.
  2. Ratification of the appointment of our independent registered public accounting firm.
  3. Conduct such other business as may be properly brought before the meeting.
- Only stockholders of record on October 17, 2017 may vote at the meeting.

**Your vote is important to us.** Even if you plan on attending the annual meeting in person, we recommend that you vote as soon as possible by telephone, by Internet or by signing, dating and returning the proxy card in the postage-paid envelope provided.

**An admission ticket will be required if you wish to attend the annual meeting in person.** For more details, please see General Information How do I attend the 2017 annual meeting in person and what identification must I show?

By order of the Board of Directors,

LAWRENCE J. BURIAN

*Executive Vice President, General Counsel  
and Secretary*

New York, New York

October 27, 2017

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**This summary highlights selected information in the proxy statement. Please review the entire proxy statement and our Annual Report on Form 10-K for the fiscal year ended June 30, 2017 before voting.**

## VOTING ITEMS AND BOARD RECOMMENDATIONS

<b>Proposals</b>	<b>Board Recommendation</b>
<b>Proposal 1</b> Election of directors	<b>FOR</b>
<b>Proposal 2</b> Ratification of the appointment of our independent registered public accounting firm	<b>FOR</b>

## COMPANY OVERVIEW

The Madison Square Garden Company (the **Company**) is a leader in live experiences comprised of celebrated venues, legendary sports teams, exclusive entertainment productions, and other entertainment assets which included dining and nightlife venues and music festivals. Utilizing our powerful assets, brands and live event expertise, the Company delivers premium and unique experiences that set the standard for excellence and innovation while forging deep connections with diverse and passionate audiences. We manage our business through the following two operating segments:

**MSG Sports**, which includes the Company's professional sports franchises: the New York Knicks (the **Knicks**) of the National Basketball Association (the **NBA**), the New York Rangers (the **Rangers**) of the National Hockey League (the **NHL**), the New York Liberty of the Women's National Basketball Association (the **WNBA**), the Hartford Wolfpack of the American Hockey League, and the Westchester Knicks of the NBA Gatorade League.

In addition, the MSG Sports segment is home to a broad array of other live sporting events, including professional boxing, college basketball, college hockey, professional bull riding, mixed martial arts, esports, tennis and college wrestling, all of which the Company promotes, produces and/or presents. In July 2017, the Company acquired a controlling interest in Counter Logic Gaming, a premier North American esports organization, which is now part of our MSG Sports segment.

**MSG Entertainment**, which features the Company's live entertainment events including concerts, family shows, performing arts and special events which we present or host in our diverse collection of venues. Those venues are: Madison Square Garden, the Theater at Madison Square Garden, Radio City Music Hall, the Beacon Theatre, the Forum, The Chicago Theatre and the Wang Theatre. Our MSG Entertainment segment also includes our original production the *Christmas Spectacular Starring the Radio City Rockettes* as well as Boston Calling Music Events, LLC ( BCE ), the entertainment production company that owns and operates the Boston Calling Music Festival. In January 2017, the Company purchased a controlling interest in TAO Group Holdings LLC ( TAO Group ), a hospitality group with globally-recognized entertainment dining and nightlife brands, which is now part of our MSG Entertainment segment.

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### CORPORATE GOVERNANCE AND BOARD PRACTICES

The Board of Directors of the Company (the Board ) has adopted Corporate Governance Guidelines (the Governance Guidelines ) and other practices to promote the functioning of the Board and its

committees to serve the best interests of all our stockholders. Several of our practices are highlighted below.

Annual election of directors, with all directors serving one-year terms  
Board composition to include a broad range of skills, experience, industry knowledge, diversity of opinion and contacts relevant to the Company's business that serves the interests of the holders of both our Class A Common Stock and Class B Common Stock  
Board self-assessments conducted at least annually to assess the mix of skills and experience that directors bring to the Board to facilitate an effective oversight function  
Robust director nomination criteria to ensure a diversity of viewpoints, background and expertise in the boardroom  
Regular executive sessions of independent directors  
Independent Board committees, with each of the Audit Committee and the Compensation Committee comprised 100% of independent directors  
Restricted stock units subject to holding requirement through end of service on the Board

### DIRECTOR NOMINEES

The Board has nominated 15 director candidates. Of the 15 nominees, five are Class A nominees and ten are Class B nominees. All director candidates have been nominated for a term to expire at the 2018 annual meeting of the Company's stockholders and once their successors have been elected and qualified.

This year, we have added a new Class A director nominee, Joseph J. Lhota, who brings fresh perspective and significant industry knowledge to the boardroom. With the addition of Mr. Lhota, Class A director representation is approximately 33% of the Board, above the 25% required by our Amended and Restated Certificate of Incorporation, as amended ( Certificate of Incorporation ).

Our Class A nominees are elected by holders of our Class A Common Stock:

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All Class A Directors are independent and collectively have significant business leadership experience, finance and accounting experience, government service experience, management experience, investment experience, operational and strategic planning experience, and extensive knowledge of the media and entertainment industry.

Our Class B nominees are elected by holders of our Class B Common Stock:

Class B Directors collectively have significant industry and business leadership experience, finance and accounting experience, operational and strategic planning experience, and unmatched institutional knowledge of the Company.

Our Board believes that the Company and its stockholders benefit from the combination of Class A and Class B Directors' perspectives, institutional knowledge, and their collective deep business and investment experience.

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Detailed information about each director's background, skills and qualifications can be found under Proposal 1 Election of Directors.

<b>Class A Director</b>	<b>Class B Director</b>	
<b>Nominees</b>	<b>Nominees</b>	
Frank J. Biondi, Jr.	James L. Dolan	Thomas C. Dolan
Joseph J. Lhota	Charles F. Dolan	Wilt Hildenbrand
Richard D. Parsons	Charles P. Dolan	Alan D. Schwartz
Nelson Peltz	Kristin A. Dolan	Brian G. Sweeney
Scott M. Sperling	Marianne Dolan Weber	Vincent Tese
EXECUTIVE COMPENSATION PROGRAM		

The Company is a sports and entertainment business comprised of dynamic and powerful assets and brands. We operate in specialized industries and our named executive officers ( NEOs ) have substantial and meaningful professional experience in these

industries. The Company places great importance on its ability to attract, retain, motivate and reward experienced NEOs who can continue to drive our business objectives and achieve strong financial, operational and stock price performance.

**Executive Compensation Principles:**

A significant portion of compensation opportunity should be at risk

Long-term performance incentives should generally outweigh short-term performance incentives

Executive officers should be aligned with stockholders through equity compensation

The compensation structure should enable the Company to attract, retain, motivate and reward the best talent

***Elements of Compensation & Performance Objectives***

The Company compensates its NEOs through salary, annual incentive awards, long-term incentive awards, perquisites and benefit programs. Our annual and long-term incentive programs provide performance-based incentives for our NEOs tied to key financial measures that drive long-term stockholder value and reward sustained achievement of the Company's key financial goals. The Company considers total

Company net revenue ( Total Company Net Revenue ) and adjusted operating income ( AOI ) to be the key measures of the Company s operating performance. As such, our Compensation Committee has reflected these performance measures in our incentive plans, along with other specific strategic and operating measures.

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The table below summarizes the current elements of our compensation program and how each element supports the Company's performance objectives. For

more information on our executive compensation program and policies, please see Compensation and Discussion and Analysis.

Component		Performance Link	Description
<b>Base Salary</b>	Cash	Fixed level of compensation determined primarily based on performance and experience	
		Intended to compensate NEOs for day-to-day services performed	
<b>Annual Incentive</b>	Cash	Total Company Net Revenue (40%) Company AOI (60%)	Performance-based cash incentive opportunity
		Strategic (25%) Strategic Objectives	Designed to be based on the achievement of pre-defined financial and strategic performance measures approved by the Compensation Committee <sup>(1)</sup>
<b>Long-Term Incentive</b>	Performance Stock Units (50%)	Total Company Net Revenue (50%)	Financial performance targets are pre-determined by the Compensation Committee and reflect our long-term financial goals
		Business Unit AOI (50%)	Performance stock units cliff-vest after three years to the extent that financial targets are achieved in the final year of the three-year performance period
	Restricted Stock Units (50%)	Stock Price Performance	Establish direct alignment with our stock price and stockholder interests
			Restricted stock units vest ratably over three years

(1) For a full description of the bonus program for our NEOs, see Compensation and Discussion and Analysis Elements of Our Compensation Program Annual Cash Incentives.





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**PROXY STATEMENT**

**ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 15, 2017**

**GENERAL INFORMATION**

COMPANY OVERVIEW

The Madison Square Garden Company, a Delaware corporation, is a holding company and conducts substantially all of its operations through its subsidiaries. Our Class A Common Stock is listed on the New York Stock Exchange (the NYSE ) under the symbol MSG. As a result, we are subject to certain of the NYSE corporate governance listing standards.

The Company, formerly named MSG Spinco, Inc., was incorporated on March 4, 2015 as an indirect, wholly-owned subsidiary of MSG Networks Inc. ( MSG Networks ). We changed our name to The

Madison Square Garden Company on September 30, 2015 (the MSG Distribution Date ) in connection with the distribution of all of the Company s outstanding common stock to the stockholders of MSG Networks (the MSG Distribution ). Pursuant to the MSG Distribution, the Company acquired the entertainment and sports businesses previously owned and operated by MSG Networks through its MSG Entertainment and MSG Sports business segments, including the arenas and other venues previously owned, leased or operated by MSG Networks as well as MSG Networks interests in various joint ventures.

PROXY STATEMENT MATERIALS

These proxy materials are provided in connection with the solicitation of proxies by the Board for the Annual Meeting of Stockholders to be held at 10:00 a.m. Eastern Time on Friday, December 15, 2017, at The Paley Center for Media, which is located at 25 West 52<sup>nd</sup> Street, New York, NY.

In this proxy statement, the words Company, we, us, our, Madison Square Garden and MSG refer to The Madison Square Garden Company, a Delaware corporation. This proxy statement and form of proxy are first being sent to

stockholders on or about October 27, 2017. Unless otherwise indicated, references to 2017, the 2017 fiscal year and the year ended June 30, 2017 refer to the Company's fiscal year ended on June 30, 2017.

## QUESTIONS AND ANSWERS YOU MAY HAVE ABOUT OUR ANNUAL MEETING AND VOTING

### ***Who may vote at the annual meeting?***

Holders of our Class A common stock, par value \$0.01 per share ( Class A Common Stock ), and holders of our Class B common stock, par value \$0.01 per share ( Class B Common Stock, together with Class A Common Stock, collectively, Company Stock ), as recorded in our stock register at the close of business on October 17, 2017, may vote at the meeting. On October 17, 2017, there were 19,031,578 shares of Class A Common Stock and 4,529,517 shares of Class B Common Stock outstanding. Each share of Class A Common Stock has one vote per

share and holders will be voting for the election of five candidates to the Board. Each share of Class B Common Stock has ten votes per share and holders will be voting for the election of ten candidates to the Board. As a result of their ownership of all of the shares of Class B Common Stock, members of the Charles F. Dolan family and certain related family entities, have the power to elect all of the directors to be elected by the holders of Class B Common Stock, and to approve Proposal 2, regardless of how other shares are voted.

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***Why did I receive a Notice of Annual Meeting and Internet Availability of Proxy Materials instead of a full set of proxy materials?***

Pursuant to rules adopted by the U.S. Securities and Exchange Commission (the SEC), the Company has elected to provide access to its proxy materials by Internet. Accordingly, the Company has sent a Notice of Annual Meeting and Internet Availability of Proxy Materials to our stockholders. All stockholders have the ability to access the proxy materials on the website referred to in the Notice of Annual Meeting and Internet Availability of Proxy Materials or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials by Internet or to request a printed copy may be found in

the Notice of Annual Meeting and Internet Availability of Proxy Materials. In addition, our stockholders may request to receive proxy materials in printed form by mail or electronically. If you previously chose to receive proxy materials electronically, you will continue to receive access to these materials via email unless you otherwise elect. The Company encourages our stockholders who have not already done so to take advantage of the availability of the proxy materials on the Internet to help reduce the cost and the environmental impact of the annual meeting.

***What is the difference between a stockholder of record and a beneficial owner of shares held in street name?***

*Stockholder of Record.* If your shares are registered directly in your name with the Company's transfer agent, Wells Fargo Shareowner Services, you are considered a stockholder of record with respect to those shares, and the Notice of Annual Meeting and Internet Availability of Proxy Materials was sent directly to you by the Company. If you request printed copies of the proxy materials by mail, you will also receive a proxy card.

*Beneficial Owner of Shares Held in Street Name.* If your shares are held in an account at a brokerage firm, bank, broker-dealer or other similar organization, then you are a beneficial owner of shares held in street name, and the Notice of Annual Meeting and Internet Availability of Proxy Materials was forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the annual meeting. As a beneficial owner, you have the right to instruct that organization how to vote the shares held in your account. If you requested printed copies of the proxy materials by mail, you will receive a voting instruction form from that organization.

***What votes need to be present to hold the annual meeting?***

In order to carry on the business of the annual meeting, we need a majority of the votes represented by the outstanding shares eligible to vote on October 17, 2017 to be present, in person or by proxy. This is known as a quorum. If voting

on a particular

action is by class, a majority of the votes represented by the outstanding shares of such class constitutes a quorum for such action. Abstentions and broker non-votes (described below) are considered present for purposes of determining a quorum.

***How do I vote?***

You may vote in advance of the annual meeting by telephone, Internet or mail by following the instructions provided on the Notice of Annual Meeting and Internet Availability of Proxy Materials. If you choose to vote by mail, please sign, date and return the proxy card in the postage-paid envelope

provided. You may also vote in person or by legal proxy at the meeting. Even if you plan to attend the annual meeting in person, the Board strongly recommends that you vote your shares in advance so that your vote will be counted if you later decide not to attend the annual meeting.

***Can my broker vote my shares without instructions from me?***

If you are a beneficial owner whose shares are held of record by a brokerage firm, bank, broker-dealer or other similar organization, you must instruct them

how to vote your shares. **Please use the voting instruction form provided to you by your brokerage firm, bank, broker-dealer or other**

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**similar organization to direct them how to vote your shares. If you do not provide voting instructions, your shares will not be voted on the election of directors or any other proposal on which the brokerage firm, bank, broker-dealer or other similar organization does not have discretionary authority to vote.** This is called a broker non-vote. In these cases, the brokerage firm, bank, broker-dealer or other similar organization can register your shares as being present at the annual meeting for purposes of determining the presence of a quorum but will not be able to vote on those matters for which specific authorization is required under applicable rules.

If you are a beneficial owner whose shares are held of record by a brokerage firm, bank, broker-dealer or

other similar organization, your brokerage firm, bank, broker-dealer or other similar organization has discretionary voting authority under applicable rules to vote your shares on the ratification of the appointment of KPMG LLP ( KPMG ) as the Company's independent auditors (Proposal 2), even if the brokerage firm, bank, broker-dealer or other similar organization does not receive voting instructions from you. However, your brokerage firm, bank, broker-dealer or other similar organization does not have discretionary authority to vote on the election of directors (Proposal 1) without instructions from you, in which case a broker non-vote will occur and your shares will not be voted on these matters.

### ***What is the voting requirement to approve each of the proposals?***

Election of directors by the holders of our Class A Common Stock requires the affirmative vote of the plurality of votes cast by holders of our Class A Common Stock. Election of directors by the holders of our Class B Common Stock requires the affirmative vote of the plurality of votes cast by holders of our Class B Common Stock. Approval of Proposal 2 requires the favorable vote of a majority of the votes cast by the holders of our Class A Common Stock and the holders of our Class B Common Stock,

voting together as a single class. Abstentions and broker non-votes will not affect the outcome of the proposals because abstentions and broker non-votes are not considered votes cast. As a result of their ownership of all of the shares of our Class B Common Stock, members of the Charles F. Dolan family and certain related family entities, have the power to elect all of the directors to be elected by the holders of our Class B Common Stock, and to approve Proposal 2, regardless of how other shares are voted.

### ***Can I change my vote after I have voted?***