iGo, Inc.
Form DEF 14A
April 23, 2009

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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 Under Rule 14a-12

IGO, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[**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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1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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IGO, INC.
17800 North Perimeter Drive, Suite 200
Scottsdale, Arizona 85255
(480) 596-0061

April 23, 2009

Dear Stockholder:

You are cordially invited to attend the annual meeting of stockholders of iGo, Inc., a Delaware corporation, to be held at 10:00 a.m., local time, on Thursday, June 18, 2009 at the Scottsdale Marriott at McDowell Mountains, 16770 North Perimeter Drive, Scottsdale, Arizona 85260. The attached Notice of Annual Meeting of Stockholders and Proxy Statement fully describe the formal business to be transacted at the meeting, which includes the election of one director to serve until the annual meeting of stockholders in 2012, the ratification of the selection of KPMG LLP as our independent registered public accounting firm and such other matters that shall properly come before the meeting or any adjournments thereof. We have also enclosed a copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

Our directors and officers will be present to help host the meeting and to respond to any appropriate questions that our stockholders may have. I hope that you will be able to attend.

Our Board of Directors believes that a favorable vote on the matters to be considered at the meeting is in the best interest of iGo and our stockholders and unanimously recommends a vote FOR such matters. Accordingly, we urge you to review the attached material carefully and to return the enclosed proxy card promptly. Whether or not you plan to attend the meeting, please complete, sign, date and return your proxy card in the enclosed envelope. If you attend the meeting, you may vote in person if you wish, even though you have previously returned your proxy card. If you hold your shares through an account with a brokerage firm, bank or other nominee, please follow the instructions you receive from them to vote your shares.

On behalf of your Board of Directors, thank you for your support.

Sincerely,

Michael D. Heil
President and Chief Executive Officer

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IGO, INC.
17800 North Perimeter Drive, Suite 200
Scottsdale, Arizona 85255
(480) 596-0061

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held June 18, 2009

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of iGo, Inc. (the Company) will be held at 10:00 a.m., local time, on Thursday, June 18, 2009 at the Scottsdale Marriott at McDowell Mountains, 16770 North Perimeter Drive, Scottsdale, Arizona 85260, for the following purposes:

1. to elect one member of the Board of Directors, for a three-year term, to serve until the annual meeting of stockholders in 2012;

2. to ratify the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009; and

3. to transact such other business as may properly come before the meeting or any adjournments thereof.

The Board has fixed the close of business on April 20, 2009 as the record date for determining stockholders entitled to notice of, and to vote at, the meeting or any adjournments thereof.

A list of stockholders entitled to vote at the meeting will be open to examination by any stockholder, for any purpose germane to the meeting, at the location of the meeting on June 18, 2009 and during ordinary business hours for a period of at least ten days prior to the meeting at the Company s offices located at 17800 North Perimeter Drive, Suite 200, Scottsdale, Arizona 85255.

Information concerning the matters to be acted upon at the meeting is more fully described in the accompanying Proxy Statement.

Your vote is important. Whether or not you expect to attend the meeting, please complete, date and sign the enclosed proxy card and mail it promptly to assure that your shares are represented at the meeting. A return envelope (which is postage prepaid if mailed in the United States) is provided. Even if you have given your proxy, you may still vote in person if you attend the meeting. If you hold shares through an account with a brokerage firm, bank or other nominee, please follow the instructions you receive from them to vote your shares.

By Order of the Board of Directors,

Brian M. Roberts
Secretary

Scottsdale, Arizona
April 23, 2009

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IGO, INC.
17800 North Perimeter Drive, Suite 200
Scottsdale, Arizona 85255
(480) 596-0061

PROXY STATEMENT
FOR
ANNUAL MEETING OF STOCKHOLDERS
To Be Held June 18, 2009

This proxy statement and the accompanying proxy are first being mailed on or about April 27, 2009 to the holders of the common stock of iGo, Inc., a Delaware corporation, by the Board of Directors to solicit proxies for use at the annual meeting of stockholders to be held at 10:00 a.m., local time, on June 18, 2009 at the Scottsdale Marriott at McDowell Mountains, 16770 North Perimeter Drive, Scottsdale, Arizona 85260, or at such other time and place to which the meeting may be adjourned.

At the meeting, our stockholders will consider and vote upon the following matters:

1. the election of one member of the Board of Directors, which will consist of a total of four directors, to serve until the annual meeting of stockholders in 2012;

2. the ratification of the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009; and

3. such other business as may properly come before the meeting or any adjournments thereof.

REVOCABILITY OF PROXIES

A proxy may be revoked before it is exercised by delivering written notice of such revocation to Computershare Investor Services, 350 Indiana Street, Suite 800, Golden, CO 80401, Attention: Proxy Department, which revocation must be received before June 18, 2009. If notice of revocation is not received by such date, a stockholder may nevertheless revoke a proxy by attending the meeting and voting in person. If your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, please follow the instructions you receive from them to vote your shares.

RECORD DATE AND VOTING SECURITIES

The Board has set the record date for determining the stockholders entitled to vote at the meeting as of the close of business on April 20, 2009. iGo s common stock, par value $0.01 per share, constitutes the only class of securities entitled to notice of, or to vote at, the meeting. As of the record date, we had 32,295,698 shares of common stock issued and outstanding. A holder of common stock on the record date shall be entitled to cast one vote for each share of common stock registered in his or her name.

QUORUM AND VOTING

Our bylaws require the presence at the meeting, in person or represented by proxy, of the holders of a majority of the shares of our common stock issued and outstanding and entitled to vote to constitute a quorum to transact business. Abstentions and broker non-votes (shares held by a broker or nominee that does not have the authority, either express or discretionary, to vote on a particular matter) will be treated as shares that are present for purposes of determining the presence of a quorum. In the election of directors, abstentions will have no effect on the outcome of the vote; however, in the votes on the other matters that properly come before the meeting abstentions will have the effect of votes against the proposals. Broker non-votes are counted as present or represented for purposes of determining the presence or absence of a quorum for the annual meeting, if such shares are otherwise properly represented at the meeting in person or by proxy, but are not counted for purposes of determining the number of shares entitled to vote on any proposal in respect of which the broker or other nominee lacks discretionary authority.

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Broker non-votes are not considered to be shares outstanding to vote and will not affect the outcome of any vote at this year s annual meeting. If a quorum is present, in order to be elected as a director, a nominee must receive the affirmative vote of the holders of a plurality of the shares of common stock present, either in person or by proxy, and entitled to vote on the election of directors. If a quorum is present, approval of all other matters that properly come before the meeting requires the affirmative vote of the holders of a majority of the shares of common stock present, either in person or by proxy, and entitled to vote on the matter presented at the meeting.

Unless contrary instructions are indicated on the enclosed proxy, all shares represented by valid proxies received pursuant to this solicitation (and which have not been revoked in accordance with the procedures set forth above) will be voted (i) FOR the election of the nominee for director named under Proposal No. 1; (ii) FOR the ratification of the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009; and (iii) in accordance with the best judgment of the named proxies on any other matters properly brought before the meeting. In the event you specify a different choice by means of the enclosed proxy, your shares will be voted in accordance with those instructions.

If sufficient votes for approval of the matters to be considered at the annual meeting have not been received prior to the meeting date, we may postpone or adjourn the annual meeting in order to solicit additional votes. The form of proxy being solicited by this proxy statement provides the authority for the proxy holders, in their discretion, to vote the stockholders shares with respect to a postponement or adjournment of the annual meeting. At any postponed or adjourned meeting, proxies received pursuant to this proxy statement will be voted in the same manner described in this proxy statement with respect to the original meeting.

Under the Delaware General Corporation Law, stockholders do not have any rights of appraisal or similar rights of dissenters with respect to the proposals set forth in this proxy statement.

PROPOSAL NO. 1 ELECTION OF DIRECTOR

Nominee

The Board has nominated Michael D. Heil for election to the Board as Class III director at the meeting, to serve until the 2012 annual meeting of stockholders and until his successor has been elected and qualified. Unless otherwise directed, the persons named in the proxy intend to vote all proxies FOR the election of Mr. Heil to the Board. Mr. Heil has consented to serve as a director of the Company if elected. If, at the time of the meeting, Mr. Heil is unable or declines to serve as a director, the discretionary authority provided in the enclosed proxy will be exercised to vote for a substitute candidate designated by the Board. The Board has no reason to believe that Mr. Heil will be unable or will decline to serve as a director.

Board of Directors

Our Board currently consists of four members. Each director holds office until the director s term expires, the director resigns, is removed or dies, or until the director s successor is duly elected and qualified. Our bylaws provide for a classified Board. In accordance with the terms of our bylaws, our Board is divided into three classes whose terms expire at different times. The three classes are currently comprised of the following directors:

Class I currently consists of Larry M. Carr, who will serve until the annual meeting of stockholders to be held in 2010.

Class II currently consists of Peter L. Ax and Michael J. Larson, who will serve until the annual meeting of stockholders to be held in 2011.

Class III consists of Michael D. Heil, who will serve until the annual meeting of stockholders to be held in 2009. Mr. Heil is also the Class III nominee and, if elected, will continue to serve until the annual meeting of stockholders to be held in 2012.

At each annual meeting of stockholders, the successors to directors whose terms will then expire will be elected to serve from the time of election and qualification until the third annual meeting following election and until their successors have been duly elected and qualified. Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of an equal number of directors.

Nominees, Continuing Directors and Executive Officers

Set forth below is information furnished to the Company by the director nominee, each incumbent director whose terms will continue following the meeting, and each executive officer who is not a director. There are no family relationships among any directors or executive officers of the Company. None of the corporations or other organizations referenced in the biographical information below is a parent, subsidiary or other affiliate of the Company.

Name	Age	Nominee or Continuing Director and Term / Executive Officer
Michael D. Heil(1)	61	President and Chief Executive Officer and Director Nominee for term expiring in 2012
Peter L. Ax(2)(3)(4)	49	Director with term expiring in 2011
Larry M. Carr(2)(3)(4)	65	Director with term expiring in 2010
Michael J. Larson(2)(3)(4)	55	Director with term expiring in 2011
Darryl S. Baker(1)	40	Vice President, Chief Financial Officer and Treasurer
Brian M. Roberts(1)	36	Vice President, General Counsel and Secretary
Walter F. Thornton(1)	40	Vice President, Product Management and Supply Chain

(1) Executive Officer

(2) Member of Audit Committee

(3) Member of Corporate Governance and Nominating Committee

(4) Member of Compensation and Human Resources Committee

Michael D. Heil has been our President, Chief Executive Officer and a member of the Board of Directors since June 2007. Prior to joining iGo, from 2004 to 2007, Mr. Heil was the President and Chief Executive Officer of Astute Networks, Inc., a fabless semiconductor company focused on the computer storage market. Prior to joining Astute Networks, from 2003 to 2004, Mr. Heil served as an outside director and consultant to several early-stage technology companies, including Locus Telecommunications and Maximize Wireless Solutions. From 2001 to 2002, Mr. Heil served as the Chief Executive Officer of Archway Digital Systems, Inc., a next generation blade-server start-up focused on the datacenter market. From 1999 to 2000, Mr. Heil served as the Chief Executive Officer of Broadstream Communications, Inc., a provider of last mile wireless telecommunication. From 1995 to 1999, Mr. Heil was employed by Compaq Computer Corporation, serving from 1998 to 1999 as its Senior Vice President, Worldwide Sales and Marketing, where he was responsible for sales, marketing, service and support for all Compaq products and services worldwide. From 1995 to 1998, Mr. Heil served as Compaq s Senior Vice President and General Manager, Consumer Products Group where he managed the development, marketing and sales of all of Compaq s consumer products and services worldwide and introduced the first portable computer designed for the consumer market. Prior to joining Compaq, from 1989 to 1995, Mr. Heil was President and General Manager of Los Angeles Cellular Telephone Company, a cellular phone operation company and, from 1985 to 1989, Mr. Heil was employed by Sony Corporation of America, most recently serving as its President, Display Products Company, where he managed the direct view, projection television and Watchman product lines. Mr. Heil holds a bachelor s degree in Philosophy from the University of Texas.

Peter L. Ax has been a director since December 2007 and is Chairman of the Audit Committee and a member of the Compensation and Human Resources Committee and the Corporate Governance and Nominating Committee. Mr. Ax is the Lead Director of Meritage Homes Corporation and has been a member of that company s board since 2002. Mr. Ax is currently the managing partner of Phoenix Capital Management, a merchant banking firm. Mr. Ax is the former chairman and chief executive officer of SpinCycle, Inc., a publicly-held consolidator and developer of coin-operated laundromats. Previously, Mr. Ax served as head of the Private Equity Division and senior vice

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president of Lehman Brothers in New York. Mr. Ax currently serves on the Advisory Board of Directors of Cascadia Capital, a Seattle based investment banking and merchant banking firm. Mr. Ax holds an M.B.A. from the Wharton School at the University of Pennsylvania, a law degree from the University of Arizona, and has been a certified public accountant. He has also been an accounting instructor at the Wharton School.

Larry M. Carr has been a director since September 2000 and is Chairman of the Corporate Governance and Nominating Committee and a member of the Compensation and Human Resources Committee and Audit Committee. Mr. Carr is also Chairman of the Board of NurseCore Management Services, LLC, a temporary services company in the healthcare industry.

Michael J. Larson has been a director since October 2007 and Chairman of the Board since July 2008 and is Chairman of the Compensation and Human Resources Committee and a member of the Audit Committee and Corporate Governance and Nominating Committee. From 2002 to March 2008, Mr. Larson served as Senior Vice President and General Manager of the Personal Systems Group, Americas for Hewlett-Packard Company. In that role, he was responsible for Hewlett-Packard s business and consumer PCs, mobile computing devices, workstations, and managed home products. Mr. Larson joined Hewlett-Packard following its merger with Compaq Computer Corporation. From 1996 through 2001, Mr. Larson served in a variety of senior management positions at Compaq including Senior Vice President and General Manager of the Worldwide Access Business Group, which was responsible for all consumer and commercial personal computers. Mr. Larson s professional experience also includes holding positions of increasing responsibility with companies such as Toshiba, Sony, The Coca-Cola Company Food Division, Johnson & Johnson, and The Carnation Company. Mr. Larson holds a Bachelor of Arts degree in Economics from Wake Forest University.

Executive Officers

Darryl S. Baker joined us in October 2001 as Controller. Mr. Baker was appointed Vice President in May 2002, Chief Accounting Officer in April 2006, and Vice President, Chief Financial Officer and Treasurer in February 2009. Prior to joining iGo, from 1997 to 2001, Mr. Baker served as corporate controller for various publicly traded and entrepreneurial companies, including SkyMall, an integrated specialty retailer, and Integrated Information Systems, a provider of secure integrated information solutions. Prior to 1997, Mr. Baker was an audit manager for Ernst & Young. Mr. Baker currently serves as a member of the AeA National Committee on Sarbanes- Oxley. Mr. Baker holds a bachelor s degree in Accountancy from the Marriott School of Management at Brigham Young University and is a Certified Public Accountant.

Brian M. Roberts joined us in August 2003 as Corporate Counsel. Mr. Roberts was appointed Secretary in December 2003, General Counsel in May 2005, and Vice President in April 2006. Prior to joining us, Mr. Roberts was an attorney with the law firm of Snell & Wilmer L.L.P. from September 1998 to August 2003. Mr. Roberts holds a bachelor s degree in Business Administration and a law degree, both of which were received from the University of Kansas.

Walter F. Thornton joined us in October 2003 as Senior Financial Analyst and was promoted to Senior Manager of Corporate Development in November 2004, Director of Product Marketing & Compatibility in July 2005, Vice President of Power Product Management in April 2006, and Vice President, Product Management and Supply Chain in October 2007. Mr. Thornton is responsible for the Company s product management, compatibility and engineering. Prior to joining us, Mr. Thornton served as Director of Training and Development for SpinCycle, Inc. and Cleanwave, Inc., a partnership between SpinCycle and Shell Chemical. Mr. Thornton holds an MBA from Thunderbird School of Global Management and a bachelor s degree with concentration in finance from Georgetown University.

Vote Required

In order to be elected as a director, a nominee must receive the affirmative vote of a plurality of the votes of the shares of common stock present, either in person or by proxy, and entitled to vote on the election of directors. This means that the director nominee with the most votes is elected. Under Delaware law, votes that are withheld will be counted toward a quorum, but will not affect the outcome of the vote on this proposal. The Board recommends a vote FOR the election of Mr. Heil to the Board.

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THE BOARD OF DIRECTORS RECOMMENDS THAT STOCKHOLDERS VOTE FOR THE ELECTION OF MICHAEL D. HEIL TO THE BOARD OF DIRECTORS.

BOARD COMMITTEES, INDEPENDENCE AND MEETING ATTENDANCE

Board and Committee Independence

The Board of Directors has determined each of the following directors to be an independent director as such term is defined in Nasdaq Marketplace Rule 4200(a)(15):

Peter L. Ax
Larry M. Carr
Michael J. Larson

In this proxy statement, these three directors are sometimes referred to individually as an Independent Director and collectively as the Independent Directors.

The Board of Directors has also determined that each member of the Audit, Compensation and Human Resources, and Corporate Governance and Nominating committees meets the independence requirements applicable to those committees prescribed by the rules and regulations promulgated by Nasdaq, the Securities and Exchange Commission and the Internal Revenue Service.

Meetings of Independent Directors

The Independent Directors meet in executive session at least twice a year. These meetings are chaired by the Chairman of our Board or our Lead Independent Director in the event the Chairman is not independent, who, if necessary, is appointed on an annual basis. We only appoint a Lead Independent Director in the event that our Chairman is not an independent member of our Board. Only Independent Directors are eligible to serve as the Lead Independent Director. Mr. Larson currently serves as our Chairman and, because Mr. Larson is an Independent Director, we do not currently have a Lead Independent Director.

Board and Committee Meetings

Our Board meets on a regularly scheduled basis to review significant developments affecting the Company and to act on matters requiring approval of the Board. It also holds special meetings when an important matter requires action by the Board between scheduled meetings. During 2008, the Board held 11 meetings, the Compensation and Human Resources Committee held nine meetings, the Audit Committee held nine meetings, and the Corporate Governance and Nominating Committee held four meetings. During 2008, each member of the Board participated in at least 75% of all Board and applicable committee meetings held during the period for which he was a director.

Board Committees

The Board has three standing committees: the Compensation and Human Resources Committee, the Audit Committee, and the Corporate Governance and Nominating Committee. Each of these committees has a written charter which is available on our website at www.igo.com.

Audit Committee. The Company s Audit Committee is a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934 (the Exchange Act). The Audit Committee currently consists of Messrs. Ax (Chair), Carr and Larson. The Audit Committee aids management in the establishment and supervision of our financial controls, evaluates the scope of the annual audit, reviews audit results, makes recommendations to our Board regarding the selection of our independent registered public accounting firm, consults with management and our independent registered public accounting firm prior to the presentation of financial statements to stockholders and, as appropriate, initiates inquiries into aspects of our financial affairs.

The Board has determined that Mr. Ax is an audit committee financial expert as such term is defined in Item 407(d) of Regulation S-K promulgated by the Securities and Exchange Commission. The Board of Directors

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has also determined that each member of the Audit Committee is independent under the rules stated above under Board and Committee Independence and is financially literate under the current listing standards of Nasdaq. Information about Mr. Ax s past business and educational experience is included in his biography in this proxy statement under the caption Proposal No. 1 Election of Directors Nominees, Continuing Directors and Executive Officers.

Compensation and Human Resources Committee. The Compensation and Human Resources Committee, which we refer to as the Compensation Committee, currently consists of Messrs. Larson (Chair), Ax and Carr. The Compensation Committee makes determinations concerning salaries and incentive compensation for our executive officers, directors and certain employees and consultants and administers our incentive plans and our incentive compensation program. The Board of Directors has determined that each member of the Compensation Committee is independent under the rules stated above under Board and Committee Independence.

The Compensation Committee s membership is determined by the Board of Directors and during 2008 was composed of three Independent Directors. The Compensation Committee has the authority to delegate any of its responsibilities to subcommittees as the Compensation Committee may deem appropriate in its sole discretion. During 2008, the Compensation Committee did not delegate any of its responsibilities.

For more information on the processes and procedures for the consideration and determination of executive compensation, please refer to the discussion under Executive Compensation Compensation Discussion and Analysis Our Compensation Committee.

Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee, which we refer to as the Nominating Committee, consists of Messrs. Carr (Chair), Ax and Larson. The Nominating Committee s role is to assist the Board in identifying qualified individuals to become members of the Board, in determining the composition of the Board and its committees, in monitoring a process to assess Board effectiveness and in developing and implementing the Company s corporate governance policies and practices. The Board of Directors has determined that each member of the Nominating Committee is independent under the rules stated above under Board and Committee Independence.

Director Nominations Policy

The Company s Board of Directors has adopted a Director Nominations Policy. The purpose of the Nominations Policy is to describe the process by which candidates are selected for possible inclusion in the Company s recommended slate of director nominees (Candidates). The Nominations Policy is administered by the Nominating Committee and can be obtained on our website at www.igo.com.

Minimum Criteria for Board Members

Each Candidate must possess at least the following specific minimum qualifications:

each Candidate shall be prepared to represent the best interests of all of the Company s stockholders;

each Candidate shall be an individual who has demonstrated integrity and ethics in his or her personal and professional life and shall have established a record of professional accomplishment in his or her chosen field;

each Candidate shall be prepared to participate fully in Board activities, including active membership on at least one Board committee and attendance at, and active participation in, meetings of the Board and the committee or committees of which he or she is a member, and shall not have other personal or professional commitments that would, in the Nominating Committee s sole judgment, interfere with or limit his or her ability to do so; and

each Candidate shall be willing to make, and shall be financially capable of making, the required investment in the Company s stock in the amount and within the timeframe specified in the Company s Corporate Governance Guidelines.

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Desirable Qualities and Skills

In addition, the Nominating Committee also considers it desirable that Candidates possess the following qualities or skills:

- each Candidate should contribute positively to the existing chemistry and collaborative culture among Board members; and
- each Candidate should possess professional and personal experiences and expertise relevant to the Company s goal of being the leading provider of innovative products and solutions for the mobile electronics industry.

Internal Process for Identifying Candidates

The Nominating Committee has two primary methods for identifying Candidates (other than those proposed by the Company s stockholders, as discussed below). First, on a periodic basis, the Nominating Committee solicits ideas for possible Candidates from a number of sources members of the Board; senior level Company executives; individuals personally known to the members of the Board; and research, including database and Internet searches.

Second, the Nominating Committee may from time to time use its authority under its charter to retain at the Company s expense one or more search firms to identify Candidates (and to approve such firms fees and other retention terms). If the Nominating Committee retains one or more search firms, the search firm may be asked to identify possible Candidates who meet the minimum and desired qualifications expressed in the Nominations Policy, to interview and screen such candidates (including conducting appropriate background and reference checks), to act as a liaison among the Board, the Nominating Committee and each Candidate during the screening and evaluation process and thereafter to be available for consultation as needed by the Nominating Committee.

The Nominations Policy for Candidates proposed by stockholders is set forth below.

Nomination Right of Stockholders

Any stockholder of the Company may nominate one or more persons for election as a director of the Company at an annual meeting of stockholders if the stockholder complies with our bylaws and our Nominations Policy. In order for the director nomination to be considered, it must be timely, which means a stockholder must deliver notice to the Company s principal executive offices not less than 120 days prior to the anniversary of the date of the Company s proxy statement released to stockholders in connection with the previous year s annual meeting. In the event that the Company sets an annual meeting date that is not within 30 days before or after the date of the immediately preceding annual stockholders meeting, notice by the stockholder must be received no later than the close of business on the 10th day following the day on which notice of the date of the annual meeting was mailed or public disclosure of the date of the annual meeting was made, whichever occurs first. The procedures described in the next paragraph are meant to establish an additional means by which certain stockholders can have access to the Company s process for identifying and evaluating Candidates, and is not meant to replace or limit stockholders general nomination rights in any way. In addition to those Candidates identified through its own internal processes, the Nominations Policy also provides that stockholders may nominate directors pursuant to the procedures set forth in the Company s Bylaws.

Evaluation of Candidates

The Nominating Committee will consider all Candidates identified through the processes described above, and will evaluate each of them, including incumbents, based on the same criteria.

If, based on the Nominating Committee s initial evaluation, a Candidate continues to be of interest to the Nominating Committee, a member of the Nominating Committee, the Chairman of the Board or the chief executive officer will interview the Candidate and communicate his or her evaluation to the Nominating Committee members. Subsequent reviews may be conducted by other members of the Nominating Committee and senior management.

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Ultimately, background and reference checks will be conducted and the Nominating Committee will meet to finalize its list of recommended Candidates for the Board s consideration.

Future Revisions to the Nominations Policy

The Nominations Policy is intended to provide a flexible set of guidelines for the effective functioning of the Company s director nominations process. The Nominating Committee intends to review the Nominations Policy at least annually and anticipates that modifications will be necessary from time to time as the Company s needs and circumstances evolve, and as applicable legal or listing standards change. The Nominating Committee may amend the Nominations Policy at any time, in which case the most current version will be available on the Company s web site at www.igo.com.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

None of Messrs. Ax, Carr or Larson, all of whom served as a member of our Compensation Committee during the past year, has at any time been one of our officers or employees nor had any relationship that required disclosure under Item 404 of Regulation S-K. None of our executive officers serves as a member of the board or compensation committee of any entity which has one or more executive officers serving as a member of our Board or Compensation Committee.

CORPORATE GOVERNANCE

Current copies of the following materials related to iGo s corporate governance policies and practices are available publicly on the Company s web site at www.igo.com:

Audit Committee Charter;

Compensation and Human Resources Committee Charter;

Corporate Governance and Nominating Committee Charter;

Corporate Governance Guidelines;

Director Nominations Policy;

Code of Business Conduct and Ethics; and

Policy for Reporting Questionable Accounting or Auditing Matters.

Copies may also be obtained, free of charge, by writing to: Secretary, iGo, Inc., 17800 N. Perimeter Dr., Suite 200, Scottsdale, Arizona 85255.

Stockholders may communicate directly with any or all of our Board members or any Board committee by writing to such individuals or committees in care of our Secretary. The Secretary will forward any such communications to the addressee on a regular basis. The Chairman of the Board will receive all communications directed to the Board, and the Chairman of each committee will receive all communications directed to that specific committee. Please address any written communications as follows:

iGo, Inc.
[Addressee*]
c/o Secretary
17800 N. Perimeter Dr., Suite 200
Scottsdale, Arizona 85255

*Board of Directors
*Audit Committee
*Compensation and Human Resources Committee
*Corporate Governance and Nominating Committee
*Name of individual director

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The Corporate Governance Guidelines require each Board member to attend the Company s annual meeting of stockholders except for absences due to causes beyond the reasonable control of the director. There were six directors at the time of the 2008 annual meeting of stockholders and, with the exception of Robert W. Shaner who was ill, all members were present.

Our Code of Business Conduct and Ethics applies to all of our directors, officers and employees. A copy of the Code of Business Conduct and Ethics is posted on our Internet website at www.igo.com. If we make any amendment to, or grant any waivers of, a provision of the Code of Business Conduct and Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, where such amendment or waiver is required to be disclosed under applicable SEC rules, we intend to disclose such amendment or waiver and the reasons therefore on our Internet website at www.igo.com.

DIRECTOR COMPENSATION

Director Compensation Program

The Compensation Committee is responsible for reviewing and approving the compensation of our non-employee directors. All of our non-employee directors are paid under the same compensation program. Officers of iGo who also serve as directors do not receive any additional compensation for services as a director.

We use a combination of cash and equity-based compensation to attract and retain our non-employee directors. Compensation for our non-employee directors consists of a monthly cash retainer, meeting fees, and annual grants of restricted stock units (RSUs). Stock options are not currently a part of our non-employee director compensation program, and we do not provide retirement benefits to our non-employee directors. We grant equity awards under the 2004 Non-Employee Director Long-Term Incentive Plan (the 2004 Director Plan). Under this plan, we may grant stock options, stock appreciation rights, restricted stock awards and other stock awards as a means to attract and retain qualified individuals to serve on our Board and to align their interests with those of our stockholders. The 2004 Director Plan is administered and interpreted by our Compensation Committee. The Compensation Committee has the authority to determine the members of our Board to whom grants will be made, the time when grants will be made, and the type, size, and terms of each grant. The Compensation Committee also has the authority to deal with any other matters arising under the 2004 Director Plan. However, the Compensation Committee does not have authority to re-price stock options or stock appreciation rights awarded under the Director Plan without stockholder approval.

The compensation paid to our non-employee directors currently consists of the following:

- a cash retainer of $5,000 per month for the Chairman of the Board;
- a cash retainer of $2,500 per month for all members other than the Chairman of the Board;
- a cash retainer of $500 per month for the Lead Independent Director, if elected;
- a cash meeting fee of $3,500 for each annual meeting of stockholders attended;
- a cash meeting fee of $2,500 for each board meeting attended in person;
- a cash meeting fee of $600 for each committee meeting and telephonic board meeting attended;

a grant of 30,000 RSUs under the 2004 Director Plan upon election, or re-election, to the board of directors that vests in full on the third anniversary of the grant date, subject to earlier vesting, on a pro rata basis, upon a director s death, disability, or retirement;

an annual grant of 2,000 RSUs under the 2004 Director Plan upon appointment to any board committee that vests in full on the first anniversary of the grant date, subject to earlier vesting, on a pro rata basis, upon a director s death, disability, or retirement;

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an annual grant of 1,500 RSUs under the 2004 Director Plan to the Chairman of the Audit Committee that vests in full on the first anniversary of the grant date, subject to earlier vesting, on a pro rata basis, upon the director s death, disability, or retirement;

an annual grant of 1,000 RSUs under the 2004 Director Plan to the Chairman of the Compensation and Human Resources Committee that vests in full on the first anniversary of the grant date, subject to earlier vesting, on a pro rata basis, upon the director s death, disability, or retirement;

an annual grant of 1,000 RSUs under the 2004 Director Plan to the Chairman of the Corporate Governance and Nominating Committee that vests in full on the first anniversary of the grant date, subject to earlier vesting, on a pro rata basis, upon the director s death, disability, or retirement; and

an annual grant of 10,000 RSUs under the 2004 Director Plan upon election, or re-election to the Chairman of the Board of Directors that vests in full on the first anniversary of the grant date, subject to earlier vesting, on a pro rata basis, upon a director s death, disability, or retirement.

Directors are also reimbursed for expenses in connection with their attendance at board and committee meetings.

Director Compensation Table

The following table sets forth information regarding the compensation of our non-employee directors for 2008. Mr. Heil, who is our President and Chief Executive Officer, does not receive any additional compensation for his service as a director.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)(1)	Total ($)
Peter L. Ax	59,200	29,677	88,877
Larry M. Carr	59,200	53,406	112,606
Jeffrey R. Harris(2)	26,894	38,404	65,298
William O. Hunt(3)	9,184	14,296	23,480
Michael J. Larson	74,200	47,507	121,707
Robert W. Shaner(4)	39,717	5,557	45,274

(1) The number of RSUs held by the non-employee directors under the 2004 Director Plan at December 31, 2008 was as follows: Mr. Ax (41,666), Mr. Carr (37,000), and Mr. Larson (51,166). The amount shown in this column reflects the compensation expense recognized by the Company in 2008 in accordance with SFAS 123(R), disregarding for this purpose the estimate of forfeitures related to service-based vesting conditions, for the outstanding RSUs granted to the Directors during 2008 and prior years. The amount of RSUs granted in 2008 and the grant date fair value computed in accordance with SFAS 123(R) is as follows:

Name	Number of RSUs	$ Amount

Peter L. Ax	16,666	21,166
Larry M. Carr	7,000	8,890
Jeffrey Harris		
William O. Hunt		
Michael J. Larson	24,499	30,364
Robert W. Shaner	10,000	12,700

A discussion of the assumptions used in calculating the compensation cost is set forth in Note 15 to the Notes to our consolidated financial statements included in our Annual Report on Form 10-K.

RSUs granted to the non-employee directors in 2006, 2007 and 2008 for their re-election to the Board vest 100% on the third anniversary of the grant date, and may vest earlier, on a pro rata basis, upon the individual s death, disability or retirement. RSUs granted to the non-employee directors in 2006, 2007 and 2008 for their

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service as a member or Chairman of the Board or a Board committee vest 100% upon the one year anniversary of the grant date, and may vest earlier, on a pro rata basis, upon the individual s death, disability or retirement.

We did not incur any compensation costs in 2008 for financial statement purposes in accordance with SFAS 123(R) for stock options granted in previous years to non-employee directors under the Company s 1996 Incentive Stock Option Plan (the 1996 Plan) and the 2004 Director Plan because all of these options were fully vested prior to January 1, 2008. No stock options were granted to the non-employee directors in 2008, and the director compensation program no longer includes the granting of stock options. None of our directors currently hold any stock options. A discussion of the assumptions used in calculating the compensation cost is set forth in Note 17 of the Notes to Consolidated Financial Statements of our Annual Report to Stockholders.

(2) Mr. Harris term as a member of iGo s board of directors expired on May 21, 2008, and he was not nominated for re-election.

(3) Mr. Hunt resigned as a member of iGo s board of directors on March 6, 2008.

(4) Mr. Shaner passed away on September 6, 2008.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

We compensate our management through a combination of base salary, annual incentive bonuses and long-term equity based awards which are designed to be competitive with those of a peer group which we have selected for comparative purposes and to align executive performance with the long-term interests of our stockholders.

This section discusses the principles underlying our executive compensation policies and decisions and the most important factors relevant to an analysis of these policies and decisions. It provides qualitative information regarding the manner and context in which compensation is awarded to and earned by our executive officers and places in perspective the data presented in the tables and narrative that follow.

Our Compensation Committee

Our Compensation Committee approves, implements and monitors all compensation and awards to executive officers including the chief executive officer, chief financial officer and the other executive officers named in the Summary Compensation Table included in this proxy statement, all of whom we refer to as the named executive officers or NEOs.

The Compensation Committee s membership is determined by the Board of Directors and is currently composed of Messrs. Larson (Chairman), Ax and Carr. The Compensation Committee has the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion. During 2008, the Compensation Committee did not delegate any of its responsibilities. The Compensation Committee did not engage any consultants in 2006, 2007 or 2008, although they have the authority and funding to do so if they determine such consultation is needed.

The Compensation Committee meets throughout the year in person, and by phone, to perform its duties and periodically approves and adopts, or makes recommendations to the Board for, the Company s compensation decisions (including the approval of grants of RSUs to our NEOs). The CEO and the General Counsel attend regular Committee meetings (each meeting concludes with an executive session during which only the Committee members are present).

The Compensation Committee meets outside the presence of all of our executive officers, including the NEOs, to consider appropriate compensation for our chief executive officer. For all other NEOs, the Compensation Committee meets outside the presence of all executive officers except our CEO and our General Counsel. The General Counsel recuses himself when the Compensation Committee discusses his compensation. Our CEO, annually reviews each other NEO s performance with the Compensation Committee and makes recommendations to the Compensation Committee with respect to the appropriate base salary, payments to be made under our annual cash incentive program, and the grants of long-term equity incentive awards for all executive officers, excluding himself. Based in part on these recommendations from our CEO and other considerations discussed below, the Compensation Committee approves the annual compensation package of our executive officers other than our CEO. The Compensation Committee also annually analyzes our CEO s performance and determines his base salary, annual cash incentive plan payout and long-term equity awards based on its assessment of his performance. The annual performance reviews of our NEOs are considered by the Compensation Committee when making decisions on setting base salary, targets for, and payments under our annual cash incentive plan and grants of long-term equity incentive awards. When making decisions on setting base salary, targets for and payments under our annual cash incentive program and grants of long-term equity incentive awards for new executive officers, the Compensation Committee considers the importance of the position to us, the past salary history of the executive officer and the contributions to be made by the executive officer to us.

The Compensation Committee reviewed all components of compensation for our executive officers, including salary, target bonus, the dollar value to the executive and cost to us of all perquisites and all severance and change of control arrangements. Based on this review, the Compensation Committee determined that the compensation paid to our NEOs reflected our compensation philosophy.

Compensation Philosophy

Our executive compensation plans have been designed to attract, retain and reward high caliber executives who are expected to formulate and execute our business plans in a manner that will provide our stockholders with a higher than average return on our common stock, while ensuring that our compensation levels are fair and appropriate to both our executives and stockholders. We believe that the compensation of our NEOs should focus their actions and efforts on the achievement of both individual and corporate annual targets as well as long-term business objectives and strategies. Specifically, the goals and objectives of our compensation program are:

- to encourage growth and create increased stockholder value through the efficient use of corporate assets;
- to recognize the contribution made by exceptional management; and
- to provide the framework, as a component of the total compensation program, to attract, retain and motivate highly qualified management personnel.

To achieve these goals, we integrate base compensation with incentive cash bonuses based upon a variety of factors that include our operating performance, as well as each participant s individual initiative and performance. The three main elements of our compensation plans and policies, base salary, annual incentive cash bonuses and long-term incentives in the form of equity grants, have been designed to significantly link total compensation with our operating performance. We do not use a mechanical formula for determining the mix of types of compensation paid to each of our NEOs; rather, we look at each individual s performance and our corporate performance and the CEO s (except with respect to his own compensation) and the Committee s judgment and experience to determine an appropriate mix of compensation for each individual.

Encouraging Growth and Increasing Stockholder Value.

Because we are a relatively small company with limited capital resources, we believe it is incumbent upon our NEOs to utilize our available assets in an efficient manner. We have developed performance criteria measuring revenue growth, profit and loss performance and other qualitative factors based on achievement of specific tactical goals that support our strategic initiatives in order to motivate our NEOs to efficiently use our corporate assets. We believe that these measures reflect the efficient use of corporate assets because, if achieved, they will result in improved performance and increased profitability. We provide equity incentives, currently in the form of RSUs, so that our

NEOs will be incentivized to increase stockholder value over the long term. We utilize RSUs rather than other forms of equity compensation because we believe that RSUs effectively meet our equity incentive objectives and the accounting treatment of RSUs is more attractive than that of other forms of equity compensation in light of SFAS 123(R). We provide for both performance-based and time vesting because we believe that our NEOs should benefit from meeting or exceeding the goals we establish for performance vesting, while also providing for time vesting in order to encourage our NEOs to remain with iGo.

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Recognizing Contributions.

We use a combination of company goals and individual performance measures to motivate exceptional performance. We award annual cash bonuses based upon a variety of factors that include our operating performance, which we believe is best measured by earnings before interest, taxes, depreciation and amortization, or EBITDA, as well as each participant s individual initiative and performance as measured by individual goals unique to the NEO s position and responsibilities. To compute EBITDA, we begin with reported net income (loss) as reported in accordance with generally accepted accounting principles. We then subtract interest income and add income tax expense, depreciation and amortization, non-cash charges, and other items as determined in the discretion of the Compensation Committee.

Elements of the Compensation Program

Our executive compensation program is designed to reflect the philosophy and objectives we have described above. The elements of executive pay are presented in the table below and discussed in more detail in the following paragraphs:

Component	Type of Payment	Goal and Objective
Base Salary	Fixed annual cash payments with each executive eligible for annual increase.	Attract and retain executive talent.
Annual Incentive Bonus	Company and individual performance-based annual cash payment.	Encourage growth/increase stockholder value. Recognize contribution of management.
Long-term Incentives	Company and individual performance-based equity awards.	Align interests of executives with those of our stockholders. Encourage executive retention.

We view these components of compensation as related, but distinct. Although our Compensation Committee does review total compensation, we do not believe that significant compensation derived from one component of compensation should negate or reduce compensation from other components. The Compensation Committee determines the appropriate level for each compensation component based in part, but not exclusively, on competitive benchmarking consistent with our recruiting and retention goals, our view of internal equity and consistency, and other considerations we deem relevant, such as rewarding extraordinary performance. The competitive benchmarking utilized by the Compensation Committee in setting compensation is derived from reports obtained from the American Electronics Association (AeA) and Watson Wyatt which offer compensation data for companies in the electrical equipment and electronics industry that generate less than $100 million in revenue. We believe that, as is common in the technology sector, long-term equity awards are the primary compensation-related motivator in attracting and retaining employees and that salary and bonus levels are secondary considerations to most employees. Except as described below, our Compensation Committee has not adopted any formal or informal policies or guidelines for allocating compensation between long-term and currently paid out compensation, between cash and non-cash compensation, or among different forms of non-cash compensation. However, our Compensation Committee s philosophy is to make a greater percentage of an employee s compensation performance-based as he or she becomes more senior and to keep cash compensation to the minimum competitive level (which we believe is at the 50th percentile of our peer group) while providing the opportunity to be well rewarded through equity if iGo performs well over time.

Base Salary. During 2008, the Compensation Committee determined base salaries for our NEOs based primarily upon a comparative analysis of competitive pay practices for similarly-situated companies as set forth in compensation reports obtained from AeA and Watson Wyatt. The Compensation Committee also considered other factors including the executive officer s role, past performance, experience and capabilities. The Compensation Committee does not assign relative weights to these factors but instead makes a subjective determination based on all of the factors. Base salaries are reviewed on an annual basis as well as at the time of any promotions or other changes in responsibilities. In determining whether base salaries should be increased, the Compensation Committee evaluates individual performance and the peer group pay levels for similar positions. We believe that the salaries paid achieved our objectives and were within our 50th percentile target.

Effective April 1, 2008, Ms. Brubacher s base salary was increased by $10,000 to a total base salary of $268,500, Mr. Downer s base salary was increased by $15,000 to a total base salary of $245,000 per year, and Mr. Roberts base salary was increased by $30,000 to a total base salary of $195,000 per year. During 2008, there was no adjustment to Mr. Heil s or Mr. Thornton s base salary, although effective April 1, 2009, Mr. Heil s base salary was decreased by $20,000 to a total base salary of $380,000 per year.

Incentive Compensation. The Compensation Committee is responsible for administering and interpreting our incentive compensation program, including determining eligibility, approving performance goals and plans, and determining bonus awards. For 2008 and 2009, the Compensation Committee adopted an incentive bonus plan based primarily on EBITDA and revenue targets but did not set specific individual goals for each participant. We continue to rely heavily on EBITDA as a performance target because we believe it accurately reflects our compensation philosophy of encouraging growth and creating increased stockholder value through the efficient use of corporate assets. Because it eliminates non-cash charges such as depreciation and amortization, we believe that EBITDA provides a good measure not only of our sales growth but also our ability to control costs. In addition to EBITDA, we added a revenue target for 2008 and 2009 because we believe it encourages sales growth and accounts for our desire to invest in the long-term growth of our business, potentially at the expense of our near-term EBITDA, when growth opportunities present themselves. For more information about the amounts payable under our incentive compensation programs, please refer to the Grants of Plan-Based Awards Table on page 19.

The determination of whether to make incentive compensation payments under the incentive compensation program takes into account input from our NEOs and the Compensation Committee s consideration, among other things, of one or more of the goals outlined below. The Compensation Committee has the discretion to take individual performance into account and to make adjustments, up or down, of the amount to be paid under the formula described below. For example, while we achieved an EBITDA target during 2005 that would have resulted in payouts in 2006 under the discretionary bonus plan at the 80% level, the Compensation Committee determined, based on its review of our operating performance, that bonus awards at this level were not appropriate. The Compensation Committee did, however, grant discretionary bonuses for 2005 at a level ranging between 6% and 10% of base compensation to reward the executive officers and select personnel for their performance in connection with sale of a portfolio of 46 patents and patents pending related to iGo s Split Bridge and serialized PCI intellectual property for $13 million.

We do not use historical performance as a predictor of future performance. Our future financial results, including EBITDA and revenue, are subject to many risk factors, all of which are detailed in our Annual Report on Form 10-K for the year ended December 31, 2008 (see Risk Factors section), and contribute to our belief that our incentive performance goals should be challenging to obtain. Some of these challenges include the current global economic conditions and uncertain outlook, our ability to generate new, or replace lost, customers, our ability to develop new products and technology, our ability to obtain adequate pricing for our products, and to improve our cost structure. For these reasons, we expect the 2009 performance targets to be difficult to achieve.

The following is a summary of the individual incentive compensation programs for our NEOs during 2008:

Michael D. Heil. Under the 2008 program, the EBITDA and revenue targets accounted for 60% and 40% of Mr. Heil s targeted bonus, respectively. Mr. Heil received a bonus of $164,134 as a result of the achievement of the 2008 EBITDA and revenue targets.

Joan W. Brubacher. Under the 2008 program, the EBITDA and revenue targets accounted for 60% and 40% of Ms. Brubacher s targeted bonus, respectively. Ms. Brubacher received a bonus of $93,407 as a result of the achievement of the 2008 EBITDA and revenue targets.

Jonathan S. Downer. Under the 2008 program, the EBITDA and revenue targets accounted for 60% and 40% of Mr. Downer s targeted bonus, respectively. Under the 2008 program, Mr. Downer was also eligible to receive a quarterly commission based on iGo s quarterly revenues. Mr. Downer received a bonus of $42,314 as a result of the achievement of the 2008 EBITDA and revenue targets and quarterly sales commissions totaling $55,667 based on iGo s quarterly revenues.

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Brian M. Roberts. Under the 2008 program, the EBITDA and revenue targets accounted for 60% and 40% of Mr. Roberts targeted bonus, respectively. Mr. Roberts received a bonus of $32,750 as a result of the achievement of the 2008 EBITDA and revenue targets.

Walter F. Thornton. Under the 2008 program, the EBITDA and revenue targets accounted for 60% and 40% of Mr. Thornton s targeted bonus, respectively. Mr. Thornton received a bonus of $38,982 as a result of the achievement of the 2008 EBITDA and revenue targets.

Equity Compensation. We believe that stock ownership by our executive officers, through our equity-based compensation plans, aligns the interests of the executive officers with those of our stockholders. By using equity-based compensation, over a period of time, our executive officers should become larger holders of common stock. This is intended to strengthen their identification and interests with our stockholders and make increasing stockholder value an even more important focus for our management group. In addition, the Compensation Committee believes that the use of equity-based compensation combined with a focus on our operating performance will create a balance of these two long-term objectives.

Long-term equity grants are made under our Omnibus Long-Term Incentive Plan (the Omnibus Plan) adopted by the Company s stockholders at its 2004 annual meeting. The Compensation Committee may make the following types of grants under the Omnibus Plan, with terms to be established by the Compensation Committee:

- Stock options;
- Stock appreciation rights;
- Restricted stock awards;
- Performance awards; and
- Other stock-based awards.

The total aggregate number of shares of our common stock that may be issued under the Omnibus Plan is 2,350,000 shares. This share limit is adjusted in the event of a stock dividend, spin-off, merger or other event affecting our capitalization. The Omnibus Plan will terminate in March 2014.

Prior to 2005, we granted stock options as the main form of equity-based incentives. We selected options because of the widespread expectation of employees in our industry that they would receive stock options and the favorable accounting and tax treatment to us. However, beginning in 2005, with our adoption of Financial Accounting Standards No. 123(R), the accounting treatment of stock options became less attractive. As a result, beginning in 2005, we began granting long-term, equity-based compensation in the form of RSUs pursuant to a Company-wide equity compensation program adopted by the Compensation Committee in 2004. These RSUs were granted under the Omnibus Plan.

All full-time employees, including the NEOs, are eligible to receive RSUs. We believe that RSUs serve to recognize the contribution of our employees and encourage long-term employee retention. We set the vesting of these RSUs based primarily on continued service with the Company. All RSUs granted since January 2007 are time-based awards, with vesting generally occurring 25% per year over four years. Previously, for RSUs granted between January 2005 and January 2007, vesting was primarily set on a time-based schedule with all RSUs fully vesting in January 2010; however, they could have vested earlier upon the achievement of specific performance objectives tied to EBITDA and net income per share. We chose these objectives because we believed that the EBITDA and net income objectives were aligned with our goal of providing superior stockholder returns. As a result of the achievement of the 2007 EBITDA target, 50% of the RSUs granted between January 2005 and January 2007 have vested, with the remaining 50% scheduled to vest in January 2010. Currently, all of our outstanding RSUs have time-based vesting parameters and are not eligible for earlier performance-based vesting. All of our outstanding RSUs, however, regardless of when granted, may vest earlier, on a pro-rata basis, upon the death, disability, termination without cause, or retirement of the plan participants. This accelerated vesting is discussed under Employment Agreements and Termination Payments below. Although company-wide grants of RSUs have traditionally been made on a biennial basis since 2005, we chose not to issue a company-wide grant of RSUs during 2009. Notwithstanding our decision to forego a company-wide grant of RSUs in 2009, we intend to continue to issue

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quarterly grants of RSUs to newly hired employees and existing employees who have been promoted. We do not time RSU or other equity grants in coordination with the release of material non-public information.

During 2008, we made additional grants of RSUs to various executives, including some of our NEOs and amended the vesting terms of our CEO s performance-based grant to instead tie the vesting of these RSUs to continued service with the Company. We made this grant and amendment in order to encourage continued service by our NEOs and to align their interests with those of our stockholders.

Other Executive Benefits and Perquisites

Our NEOs are eligible to participate in all of our employee benefit plans, such as medical, dental, group life, long-term disability insurance and our 401(k) plan. In addition, Mr. Heil receives, and Ms. Brubacher received prior to her departure, a supplemental executive health insurance policy and reimbursement for their home internet costs.

Other Compensation Matters

Deductibility of Executive Compensation. Section 162(m) of the Internal Revenue Code limits the tax deductibility by a publicly-held corporation of compensation in excess of $1 million paid to the CEO or any other of its four most highly compensated executive officers, unless that compensation is performance-based compensation as defined by the Internal Revenue Code. The Compensation Committee considers deductibility under Section 162(m) with respect to our compensation arrangements with executive officers. However, the Compensation Committee and the Board believe that it is in the best interest of iGo that the Compensation Committee retain its flexibility and discretion to make compensation awards, whether or not deductible, in order to foster achievement of performance goals established by the Compensation Committee as well as other corporate goals that the Compensation Committee deems important to our success, such as encouraging employee retention and rewarding achievement. Historically, we have not paid compensation to our executive officers that resulted in any amount that was not deductible under Section 162(m).

Policy on Recovery of Compensation. Our CEO and CFO are required to repay certain bonuses and equity-based compensation they receive if we are required to restate our financial statements as a result of misconduct as required by the Sarbanes-Oxley Act of 2002.

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SUMMARY COMPENSATION TABLE

The following table sets forth information regarding the compensation of our CEO, our CFO, and our three other highest paid executive officers for 2008, 2007 and 2006.

Name and Principal Position	Year	Salary ($)	Bonus(1) ($)	Stock Awards(2) ($)	Option Awards(3) ($)	Non-Equity Incentive Plan Compensation (4)($)	All Other Compensation (5)($)	Total ($)
Michael D. Heil	2008	400,000		497,656		164,134	14,079	1,075,869
President, Chief	2007	223,077		215,833		190,193	11,852	640,955
Executive Officer and Member of the Board of Directors	2006							
Joan W. Brubacher(6)	2008	265,577		296,028		93,407	19,687	674,699
Executive Vice	2007	258,500		247,652		105,353	8,891	620,396
President and Chief Financial Officer	2006	256,808		163,370	12,402	38,595	18,107	489,283
Jonathan S. Downer(7)	2008	240,615		303,411		97,981	4,133	646,140
Senior Vice President,	2007	218,576	7,274	178,161		90,634	2,319	496,964
Worldwide Sales and Distribution	2006	98,538	114,000	44,954		3,000		260,493
Walter F. Thornton	2008	190,000		121,240		38,982	3,215	353,437
Vice President, Product	2007	166,923		91,005		34,015	6,854	298,797
Management and Supply Chain	2006	131,346		55,816		11,821	5,254	204,237
Brian M. Roberts	2008	186,231		130,040		32,750	6,200	355,221
Vice President, General	2007	165,000		99,805		33,623	6,362	304,790
Counsel and Secretary	2006	152,885		54,984		24,580	6,046	238,495

(1) The bonus amounts for Mr. Downer represent a $14,000 signing bonus and two minimum quarterly payments of $50,000 each for the third and fourth quarters of 2006 which were guaranteed at his hiring date.

(2) The amount shown in this column reflects the compensation expense for outstanding RSUs recognized by the Company in 2008, 2007 and 2006 in accordance with SFAS 123(R), disregarding for this purpose the estimate of forfeitures related to service-based vesting conditions. There were no forfeitures by the NEOs in 2008, 2007 and 2006. The RSUs for which this expense is shown in this table also includes awards granted in 2005 for which the Company recognized expense in 2008, 2007 and 2006. A discussion of the assumptions used in calculating the compensation cost is set forth in Note 15 to the Notes to our consolidated financial statements included in our Annual Report on Form 10-K.

(3) The amount shown in this column reflects the compensation expense for options recognized by the Company in 2008, 2007 and 2006 in accordance with SFAS 123(R), disregarding for this purpose the estimate of forfeitures related to service-based vesting conditions. There were no forfeitures by the NEOs in 2008, 2007 and 2006. The stock option awards for which this expense is shown in this table includes awards granted in 2002 and 2003 for which the Company continued to recognize expense in 2008, 2007 and 2006. A discussion of the assumptions used in calculating the compensation cost is set forth in Note 15 to the Notes to our consolidated financial statements included in our Annual Report on Form 10-K. No options were granted to our NEOs in 2008, 2007 or 2006.

(4) The amount shown in this column represents the annual cash incentive award earned under the Company s incentive cash bonus plan.

(5) The amounts set forth under All Other Compensation represent the aggregate dollar amount for each NEO for perquisites and other personal benefits, 401(k) contributions by the Company, executive health insurance, travel expenses, home internet reimbursement, and severance pay and paid time off payout.

Name	Year	401(k) Match ($)	Executive Health Insurance($)	Travel Reimbursements($)	Internet Reimbursement($)
Michael D. Heil	2008	6,728	6,800		551
	2007			11,727	125
	2006				
Joan W. Brubacher	2008	5,088	14,000		599
	2007	7,556	796		539
	2006	8,464	9,149		494
Jonathan Downer	2008	4,133			
	2007	2,319			
	2006				
Walter F. Thornton	2008	3,215			
	2007	6,854			
	2006	5,254			
Brian M. Roberts	2008	6,200			
	2007	6,362			
	2006	6,046			

(6) Effective February 18, 2009, Ms. Brubacher departed iGo.

(7) Effective April 1, 2009, Mr. Downer departed iGo.

GRANTS OF PLAN-BASED AWARDS TABLE

The following table sets forth information regarding the grants of annual cash incentive compensation and RSUs to our NEOs during 2008.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)				
Name	Grant Date	Threshold ($)(1)	Target ($)(1)	Maximum ($)(1)	All Other Stock Awards: Number of Shares of Stock or Units(2)(#)	Grant Date Fair Value of Stock and Option Awards (3)($)
Michael D. Heil		70,000	280,000	560,000		
Joan W. Brubacher(4)		40,275	161,100	322,200		

	03/19/08				200,000	258,000
Jonathan Downer(4)		36,750	147,000	294,000		
	03/19/08				200,000	258,000
Walter F. Thornton		16,625	66,500	133,000		
	03/19/08				125,000	161,250
Brian M. Roberts		14,625	58,500	117,000		
	03/19/08				125,000	161,250

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(1) These columns show the range of awards under our final 2008 incentive compensation program, which is described in the section Elements of the Compensation Program Incentive Compensation in the Compensation Discussion and Analysis. The threshold column represents the amount payable if the EBITDA target is attained at the 25% level of performance.

The target column represents the amount payable if the EBITDA target is attained at the 100% level.

The maximum column represents the maximum payout if the EBITDA target is attained at the 200% level.

The incentive cash bonus amount for 2008 was paid in March 2009 and is reflected in the Summary Compensation Table in the column entitled Non-Equity Incentive Plan Compensation.

(2) Reflects RSUs granted under our the Omnibus Plan as described in the section Equity Compensation in Compensation Discussion and Analysis. Subject to continued employment, twenty-five percent (25%) of these RSUs automatically vested on March 19, 2009, with the remainder vesting twenty-five percent (25%) per year on each of March 19, 2010, March 19, 2011, and March 19, 2012. These RSUs will vest earlier, in full, upon a change of control, or on a pro rata basis upon the individual s death, disability, termination without cause or retirement. The dollar amount recognized by us for these awards is shown in the Summary Compensation Table in the column entitled Stock Awards and their valuation assumptions are referenced in footnote 2 of that table.

(3) The grant date fair value of the stock awards was computed in accordance with SFAS 123(R). A discussion of the assumptions used in calculating the compensation cost is set forth in Note 15 to the Notes to our consolidated financial statements included in our Annual Report on Form 10-K.

(4) As a result of Ms. Brubacher s departure from iGo, effective February 18, 2009, the 200,000 RSUs granted to Ms. Brubacher on March 19, 2008 vested on a pro rata basis, resulting in the vesting of 45,833 RSUs and the forfeiture of the remaining 154,167 RSUs.

(5) As a result of the departure of Mr. Downer from iGo, effective April 1, 2009, the 200,000 RSUs granted to Mr. Downer on March 19, 2008 vested twenty-five percent (25%) pursuant to its terms on March 19, 2009, and the remaining 150,000 RSUs were forfeited.

Relationship of Salary and Annual Incentive Compensation to Total Compensation

The following table sets forth the relationship of salary and annual incentive compensation to total compensation for each of our CEO, former CFO and remaining NEOs.

Name	% of Salary to Total Compensation	% of Annual Cash Incentive Payment to Total Compensation
Michael D. Heil	37	15
Joan W. Brubacher	39	14
Jonathan Downer	37	15
Walter F. Thornton	54	11

Brian M. Roberts	52	9

Employment Agreements and Termination Payments

We have an employment agreement only with Mr. Heil. Mr. Heil s employment agreement expires on June 11, 2011 and will continue to automatically renew on a year-to-year basis at the end of each annual term, unless either party to the agreement gives the other party notice of termination at least 90 days prior to the end of the then current term. The employment agreement provides for increases in salary base as determined by the Board of Directors. We do not have employment agreements with Messrs. Thornton or Roberts.

Pursuant to the terms of all of our outstanding RSU agreements, all RSUs granted to employees, including NEOs, will vest on a pro rata basis, upon the individual s death, disability, termination without cause or retirement or, in full, upon a change in control of the Company.

Michael D. Heil. As of December 31, 2008, Mr. Heil s annual base salary was $400,000. Effective April 1, 2009, Mr. Heil s annual base salary was decreased to $380,000. Mr. Heil has a targeted annual calendar year cash bonus of 70% of his then current salary. If Mr. Heil s employment agreement is terminated as a result of non-renewal or his constructive termination, death or disability, then Mr. Heil shall be entitled to receive (a) an amount equal to one-year of his then applicable salary, (b) an amount equal to his targeted bonus for the applicable calendar year multiplied by a fraction, the numerator of which shall be the actual days he was employed by iGo during such calendar year, and the denominator of which shall be 365, and (c) a vested percentage of his original grant of 500,000 time-based RSUs in an amount equal to (1) a percentage equal to: (A) the number of months Mr. Heil was employed by iGo, divided by (B) forty-eight, less (2) the percentage of the original time-based RSUs which were vested as of the date of such termination. In the event of a change of control, as defined in the agreement, all of the original time-based RSUs held by Mr. Heil will become immediately and fully vested and not subject to restriction. On March 19, 2008, the Compensation Committee amended the terms of Mr. Heil s original 500,000 performance-based RSUs to provide that they will vest, on a pro rata basis from the date of the amendment, upon his death, disability, termination without cause or retirement and, in full, upon a change in control of the Company.

Walter F. Thornton. As of December 31, 2008, Mr. Thornton s annual base salary was $190,000. Mr. Thornton has a targeted annual calendar year cash bonus of 35% of his annual base salary. Mr. Thornton does not have an employment agreement. Mr. Thornton is entitled, however, under a Company-wide severance policy established by the Compensation Committee, to receive a lump sum of six months base salary and continued health benefits for a period of six months in the event he is terminated without cause or as a result of his constructive termination. In the event that Mr. Thornton s employment is terminated as a result of a change in control of the Company, Mr. Thornton is entitled to receive a severance payment equal to six months salary, six months bonus, assuming achievement at the 100% level of performance, and continued health benefits for a period of six months. All equity compensation held by Mr. Thornton will vest, on a pro rata basis from the date of grant, in the event of his death, disability, termination without cause, or retirement and, in full, upon a change in control of the Company.

Brian M. Roberts. As of December 31, 2008, Mr. Roberts annual base salary was $195,000. Mr. Roberts has a targeted annual calendar year cash bonus of 30% of his annual base salary. Mr. Roberts does not have an employment agreement. Mr. Roberts is entitled, however, under a Company-wide severance policy established by the Compensation Committee, to receive a lump sum of six months base salary and continued health benefits for a period of six months in the event he is terminated without cause or as a result of his constructive termination. Mr. Roberts is also a party to a change-in control agreement under which, for two (2) years after a change in control, as defined in the agreement, if his employment is involuntarily terminated, he will receive a lump sum of six months base salary and six months of his maximum bonus for the year in which he is terminated and, under the severance policy, continued health benefits for a period of six months. All equity compensation held by Mr. Roberts will vest, on a pro rata basis from the date of grant, in the event of his death, disability, termination without cause, or retirement and, in full, upon a change in control of the Company.

Ms. Brubacher. Effective February 18, 2009, Ms. Brubacher departed iGo. Pursuant to a separation agreement and general release, Ms. Brubacher received (a) a total cash payment of $268,500, which represented her annual base salary, payable over a period of one year, (b) reimbursement of the cost associated with maintaining her medical and dental benefits through February 28, 2010 and (c) pro rata vesting of the 292,500 total outstanding and unvested RSU awards held by Ms. Brubacher at the time of her departure, resulting in the total vesting of 109,211 RSU awards, with 183,289 RSUs being forfeited.

Jonathan S. Downer. Effective April 1, 2009, Mr. Downer departed iGo. Pursuant to a separation agreement and general release, Mr. Downer received (a) a total cash payment of $20,417, which represented one month payment of his annual base salary and (b) reimbursement of the cost associated with maintaining his medical and dental benefits through April 30, 2009. All of the 236,250 outstanding and unvested RSU awards held by Mr. Downer at the time of his departure were forfeited.

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The table below contains certain information concerning termination and change in control payments as if the event occurred on December 31, 2008 for our NEOs.

TERMINATION AND CHANGE IN CONTROL PAYMENTS TABLE

Name	Type of Benefit	Before Change in Control Termination w/o Just Cause or Constructive Termination ($)	After Change in Control Termination w/o Just Cause or Constructive Termination ($)	Voluntary Termination or with Just Cause ($)	Death / Disability ($)	Change in Control ($)
Michael D. Heil	Severance Pay	680,000(1)	680,000(1)	-0-	-0-	-0-
	RSU Acceleration	164,062	612,500	-0-	164,062	612,500
	Total	844,062	1,292,500	-0-	164,062	612,500
Joan W. Brubacher(6)	Severance Pay	134,250(2)	429,600(3)	-0-	-0-	-0-
	RSU Acceleration	74,391	217,875	-0-	74,391	217,875
	Total	208,641	647,475	-0-	74,391	217,875
Jonathan S. Downer(7)	Severance Pay	338,596(4)	338,596(4)	-0-	-0-	-0-
	RSU Acceleration	64,112	215,250	-0-	64,112	215,250
	Total	402,708	553,846	-0-	64,112	215,250
Walter F. Thornton	Severance Pay	95,000(2)	128,250(5)	-0-	-0-	-0-
	RSU Acceleration	31,324	111,890	-0-	31,324	111,890
	Total	126,324	240,140	-0-	31,324	111,890
Brian M. Roberts	Severance Pay	97,500(2)	126,750(5)	-0-	-0-	-0-
	RSU Acceleration	36,777	122,390	-0-	36,777	122,390
	Total	134,277	249,140	-0-	36,777	122,390

(1) These amounts reflect a lump sum payment equal to 100% of Mr. Heil s annual base salary plus a pro rated bonus at the 100% performance level.

(2) These amounts reflect a lump sum payment equal to 50% of the individual s annual base salary during 2008.

(3) These amounts reflect a lump sum payment equal to Ms. Brubacher s annual base salary during 2008 plus her annual incentive compensation at the 100% performance level.

(4) These amounts reflect a lump sum payment equal to the salary, cash incentives and bonus earned by Mr. Downer during 2008.

(5) These amounts reflect a lump sum payment equal to 50% of the individual s annual base salary during 2008 plus 50% of his incentive compensation at the 100% performance level.

(6) Effective February 18, 2009, Ms. Brubacher departed iGo. Pursuant to a separation agreement and general release, Ms. Brubacher received (a) a total cash payment of $268,500, which represented her annual base salary, payable over a period of one year, (b) reimbursement of the cost associated with maintaining her medical and dental benefits through February 28, 2010 and (c) pro rata vesting of the 292,500 total outstanding and unvested RSU awards held by Ms. Brubacher at the time of her departure, resulting in the total vesting of 109,211 RSU awards, with 183,289 RSUs being forfeited.

(7) Effective April 1, 2009, Mr. Downer departed iGo. Pursuant to a separation agreement and general release, Mr. Downer received (a) a total cash payment of $20,417, which represented one month payment of his annual base salary and (b) reimbursement of the cost associated with maintaining his medical and dental benefits through April 30, 2009. All of the 236,250 outstanding and unvested RSU awards held by Mr. Downer at the time of his departure were forfeited.

We believe that our severance and change in control provisions are consistent with the programs and levels of severance and post employment compensation of other companies in our peer group and believe that these arrangements are reasonable.

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OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table sets forth information concerning unexercised stock options outstanding and unvested RSUs for each of the NEOs as of December 31, 2008.

	Option Awards			Stock Awards	
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable(1)**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units That Have Not Vested (#)**	**Market Value of Shares of Units of Stock That Have Not Vested ($)**
Michael D. Heil(2)		N/A	N/A	875,000	612,500
Joan W. Brubacher(3)		N/A	N/A	311,250	217,875
	42,860	0.99	02/07/09		
	25,000	9.05	12/16/09		
Jonathan Downer(4)		N/A	N/A	307,500	215,250
Walter F. Thornton(5)	5,000	8.46	10/28/09	159,843	111,890
Brian M. Roberts(6)	15,000	7.44	09/11/09	174,843	122,390
	15,000	8.48	05/26/10		

(1) All of the Company s outstanding options were fully vested as of December 31, 2008.

(2) Subject to continued employment, twenty-five percent (25%) of 375,000 of Mr. Heil s RSUs automatically vest on each of June 11, 2009, June 11, 2010 and June 11, 2011, and earlier, in full, upon a change of control, or on a pro rata basis upon Mr. Heil s death, disability, termination without cause or retirement. On March 19, 2008, the Compensation Committee amended the vesting schedule for 500,000 of Mr. Heil s RSUs such that, subject to continued employment, twenty-five percent (25%) of these RSUs automatically vested on March 19, 2009, with twenty-five percent (25%) of these remaining RSUs vesting on each of March 19, 2010, March 19, 2011 and March 19, 2012, and earlier, in full, upon a change of control, or on a pro rata basis upon Mr. Heil s death, disability, termination without cause or retirement.

(3) As a result of Ms. Brubacher s departure from the Company, effective February 18, 2009, the 292,500 RSUs held by her at that time vested on a pro rata basis, resulting in the vesting of 109,211 RSUs and the forfeiture of the remaining 183,289 RSUs.

(4) As a result of Mr. Downer s departure from the Company, effective April 1, 2009, the 236,250 RSUs held by him at that time were all forfeited.

(5) Subject to continued employment, 18,437 of Mr. Thornton s RSUs vest in full on January 13, 2010, and earlier, in full, upon a change of control, or on a pro rata basis upon Mr. Thornton s death, disability, termination without cause or retirement. Twenty-five percent (25%) of 16,406 of Mr. Thornton s RSUs vested on January 2, 2009 and, subject to continued employment, twenty-five percent (25%) of these remaining RSUs will vest on January 2, 2010 and January 2, 2011, and earlier, in full, upon a change of control, or on a pro rata basis upon Mr. Thornton s death, disability, termination without cause or retirement. Twenty-five percent (25%) of 125,000 of Mr. Thornton s RSUs vested on March 19, 2009 and, subject to continued employment, twenty-five percent (25%) of these remaining RSUs will vest on March 19, 2010, March 19, 2011 and March 19, 2012, and earlier, in full, upon a change of control, or on a pro rata basis upon Mr. Thornton s death, disability, termination without cause or retirement.

(6) Subject to continued employment, 18,437 of Mr. Roberts RSUs vest in full on January 13, 2010, and earlier, in full, upon a change of control, or on a pro rata basis upon Mr. Roberts death, disability, termination without cause or retirement. Twenty-five percent (25%) of 31,406 of Mr. Roberts RSUs vested on January 2, 2009 and, subject to continued employment, twenty-five percent (25%) of these remaining RSUs will vest on January 2, 2010 and January 2, 2011, and earlier, in full, upon a change of control, or on a pro rata basis upon Mr. Roberts death, disability, termination without cause or retirement. Twenty-five percent (25%) of 125,000 of Mr. Roberts RSUs vested on March 19, 2009 and, subject to continued employment, twenty-five percent (25%) of these remaining RSUs will vest on March 19, 2010, March 19, 2011 and March 19, 2012, and earlier, in full, upon a change of control, or on a pro rata basis upon Mr. Roberts death, disability, termination without cause or retirement.

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OPTION EXERCISES AND STOCK VESTED

The following table reflects the aggregate value realized by the NEOs for option exercises and for RSUs that vested in 2008.

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise(1) ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting(2) ($)**
Michael D. Heil			125,000	160,000
Joan W. Brubacher	10,714	964	73,750	102,800
Jonathan Downer			52,500	74,413
Walter F. Thornton			23,907	33,123
Brian M. Roberts			28,907	41,323

(1) The value realized on exercise is the aggregate excess over the fair market value of the option at the time of the exercise and the grant price of the option times the number of options exercised.

(2) The value realized is the fair market value on the date the RSUs vested.

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PRINCIPAL STOCKHOLDERS

The following table sets forth certain information regarding the beneficial ownership of our common stock as of April 20, 2009 by:

each person or entity known by us to beneficially own 5% or more of the outstanding shares of our common stock;

each of our Directors and Executive Officers; and

all of our Directors and Executive Officers as a group.

Unless otherwise noted, the persons named below have sole voting and investment power with respect to the shares shown as beneficially owned by them.

Name and Address of Beneficial Owner(1)	Number of Shares Beneficially Owned(2)	Percentage(3)
Directors and Executive Officers:		
Peter L. Ax(4)	9,500	*
Larry M. Carr(5)	364,101	1.1%
Michael D. Heil(6)	841,394	2.6%
Michael J. Larson(7)	17,333	*
Walter F. Thornton(8)	50,688	*
Brian M. Roberts(9)	77,107	*
Darryl S. Baker(10)	97,161	*
Joan W. Brubacher(11)	283,873	1.0%
Jonathan S. Downer(12)	85,299	*
Executive officers and directors as a group (9 persons)	1,826,456	5.7*
5% or more Stockholders:		
Adage Capital Partners, L.P.(13)	7,349,500	22.8%
Crossfields Fund I LP, Crossfields Capital Management LLC and Philip Summe(14)	1,747,877	5.4%

* Represents beneficial ownership of less than 1%.

(1) The address of all directors and officers is c/o iGo, Inc., 17800 N. Perimeter Dr., Suite 200, Scottsdale, Arizona 85255.

(2) Beneficially owned shares, as defined by the Securities and Exchange Commission, are those shares as to which a person has voting or investment power, or both. Beneficial ownership does not necessarily mean that the named person is entitled to receive the dividends on, or the proceeds from the sale of, the shares.

(3) Percentage of beneficial ownership is based upon 32,295,698 shares of common stock outstanding as of April 20, 2009. For each named person, this percentage includes common stock that such person has the right to acquire either currently or within 60 days of April 20, 2009, including upon the exercise of an option or warrant.

(4) Includes 7,500 RSUs scheduled to vest on May 21, 2009.

(5) Includes 140,149 shares of common stock held by OHA Financial, Inc., of which Mr. Carr is a director and majority stockholder; 61,855 shares held with Ms. Sharon Carr as tenants in common; and 7,000 RSUs scheduled to vest on May 21, 2009

(6) Includes 125,000 RSUs scheduled to vest on June 11, 2009.

(7) Includes 15,333 RSUs scheduled to vest on May 21, 2009.

(8) Includes 5,000 shares of common stock that may be purchased upon the exercise of outstanding options.

(9) Includes 30,000 shares of common stock that may be purchased upon the exercise of outstanding options.

(10) Includes 10,000 shares of common stock that may be purchased upon the exercise of outstanding options.

(11) Calculated based upon the shares held by Ms. Brubacher as of the effective date of her departure from the Company on February 18, 2009.

(12) Calculated based upon the shares held by Mr. Downer as of the effective date of his departure from the Company on April 1, 2009.

(13) Based solely on a Form 4 filed with the Securities and Exchange Commission on December 1, 2006. The Form 4 indicates that these shares are held directly by Adage Capital Partners, L.P., a limited partnership of which Adage Capital Partners GP, L.L.C. is the general partner. The Form 4 indicates that Adage Capital Partners GP, L.L.C. has discretion over these shares, but disclaims beneficial ownership except to the extent of its pecuniary interest therein. The address for Adage Capital Partners GP, L.L.C. is 200 Clarendon Street, 52nd Floor, Boston, MA 02116.

(14) Based solely on a Schedule 13D filed with the Securities and Exchange Commission on June 22, 2007. The Schedule 13D indicates that these shares are held by Crossfields Fund I LP, Crossfields Capital Management LLC and Philip Summe, that each shares voting and disposition rights with respect to these shares, and that each disclaims beneficial ownership except to the extent of its pecuniary interest therein. The address for each is c/o Crossfields Capital Management LLC, 800 Third Avenue, Suite 1701, New York, New York 10022.

EQUITY COMPENSATION PLAN INFORMATION

The following table gives aggregate information regarding grants under all of our equity compensation plans through December 31, 2008.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by stockholders	347,297(1)	6.77	2,050,723(2)
Equity compensation plans not approved by stockholders	600,238(3)	8.39	
Total:	947,535	7.80	2,050,723

(1) Includes 1,768,222 shares available under the 2001 Employee Stock Purchase Plan; 52,694 shares available under the 2004 Director Plan; and 229,807 shares available under the Omnibus Plan.

(2) Includes 5,000 warrants issued to Silicon Valley Bank at an exercise price of $7.59 per share in connection with an amendment to our line of credit, which are fully vested and expire September 3, 2013; and warrants granted to Motorola, Inc. in connection with the restructuring of the Company s strategic relationship with Motorola in March 2005, with the warrant providing Motorola with the right to acquire 595,238 shares of common stock at an exercise price of $8.40 per share upon the achievement of certain performance results by the Company, and having an expiration date of February 15, 2010, that may, under certain circumstances, be extended to August 15, 2010.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Policy and Procedures

Pursuant to our Audit Committee Charter, the Audit Committee, or a comparable body of our board, must review and approve all related party transactions. Our Audit Committee typically analyzes the following factors, in

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addition to any other factors the members of the Audit Committee deem appropriate, in determining whether to approve a related party transaction:

whether the terms are fair to iGo;

whether the transaction is material to iGo;

the role the related party has played in arranging the related party transaction;

the structure of the related party transaction; and

the interest of all related persons in the related party transaction.

In addition, our Bylaws state that any contract or transaction with iGo in which one or more of our officers or directors have a financial interest will not be void or voidable if:

the material facts as to the officer or director s relationship or interest and as to the contract or transaction are disclosed or are known to the board or committee, and the board or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of disinterested directors; or

the material facts as to the officer or director s relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by a vote of the stockholders; or

the contract or transaction is fair as to iGo as of the time it is authorized, approved or ratified by the board, a committee of the board, or the stockholders.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our officers and directors, and persons who own more than 10% of a registered class of our equity securities, to file initial reports of ownership and reports of changes in ownership with the Securities and Exchange Commission. Such persons are required to furnish us with copies of all Section 16(a) reports they file. To the Company s knowledge, based solely on a review of the copies of such reports and written representations that no other reports were required, all Section 16(a) filing requirements applicable to its officers, directors and greater than 10% beneficial owners were complied with for 2008, except that one Form 4 reporting one transaction was not timely filed by Mr. Carr.

PROPOSAL NO. 2
RATIFICATION OF SELECTION OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our Board of Directors has selected KPMG LLP to serve as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2009. KPMG has audited our financial statements since 1995. Although stockholder ratification is not required, the Board of Directors has directed that such appointment be submitted to our stockholders for ratification at the annual meeting. KPMG LLP provided audit services to us for the year ended December 31, 2008. A representative of KPMG LLP is expected to be present at the annual meeting, and will have an opportunity to make a statement if he or she desires to do so and is expected to be available to respond to appropriate questions.

No report of KPMG LLP on our financial statements for either of our last two fiscal years contained any adverse opinion or disclaimer of opinion, nor was any such report qualified or modified as to uncertainty, audit scope or accounting principles.

In connection with the audits of our financial statements for the last two fiscal years, there were no disagreements with KPMG LLP on any matters of accounting principles, financial statement disclosure or audit scope and procedures which, if not resolved to the satisfaction of KPMG LLP, would have caused the firm to make reference to the matter in its report. During our last two fiscal years, there were no reportable events as described in Item 304(a)(1)(v) of Regulation S-K.

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Assuming the presence of a quorum, the affirmative vote of the holders of a majority of the votes cast is necessary to ratify the appointment of our independent registered public accounting firm. The enclosed form of proxy provides a means for stockholders to vote for the ratification of selection of independent public accountants, to vote against it or to abstain from voting with respect to it. If a stockholder executes and returns a proxy, but does not specify how the shares represented by such stockholder s proxy are to be voted, such shares will be voted FOR the ratification of selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009. Abstentions will have the same legal effect as a vote against the proposal.

The Board of Directors recommends a vote FOR the ratification of the selection of KPMG LLP, as our independent registered public accounting firm for the fiscal year ending December 31, 2009.

AUDIT COMMITTEE REPORT

The Audit Committee has reviewed and discussed our audited consolidated financial statements with management. The Audit Committee has also discussed the matters required to be discussed by SAS No. 61, Communications with Audit Committees, as amended, (Codification of Statements on Auditing Standards, AU § 380) and Securities and Exchange Commission rules and regulations with KPMG LLP, our independent registered public accounting firm. The Audit Committee has received the written disclosures and the letter from KPMG LLP required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees) and has reviewed, evaluated and discussed with KPMG LLP its independence from the Company. The Audit Committee has also discussed with management and KPMG LLP such other matters and received such assurances from them as it deemed appropriate.

Based upon the reviews and discussions of the above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in the Company s Annual Report on Form 10-K for the year ended December 31, 2008 filed with the Securities and Exchange Commission.

Respectfully submitted:

Peter L. Ax
Larry M. Carr
Michael J. Larson

Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933, as amended, or the Exchange Act, as amended, that incorporate future filings, including this proxy statement, in whole or in part, the foregoing Audit Committee Report does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any such filings.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FEES

The following table sets forth the aggregate fees billed to the Company for fiscal 2008 and fiscal 2007 by KPMG LLP:

	2008	2007
Audit Fees	$ 400,000	$ 500,000
Audit-Related Fees		21,500
Tax Fees		

All Other Fees		
Total	$ 400,000	$ 521,500

Audit Fees for 2008 and 2007 consist of fees relating to the audit of our year-end consolidated financial statements, the audit of our internal control over financial reporting, and reviews of our quarterly financial statements.

Audit-Related Fees for 2007 consist primarily of fees relating to our response to a comment letter received from the Securities and Exchange Commission and the review of registration statements filed with the Securities and Exchange Commission.

The Audit Committee regularly determines whether specific projects or expenditures could potentially affect KPMG LLP s independence. The Audit Committee has considered whether the provision of non-audit services is compatible with maintaining the independence of KPMG LLP and has concluded that it is compatible.

PRE-APPROVAL OF AUDIT AND PERMISSIBLE NON-AUDIT SERVICES

The Audit Committee is directly responsible for the appointment, compensation, retention, replacement, and oversight of the work of the independent registered public accounting firm. The Audit Committee must approve, in advance, the provision by the independent registered public accounting firm of all audit services and permissible non-audit services. These services may include audit services, audit-related services, tax services and other services. The Audit Committee also actively engages in a dialogue with the independent registered public accounting firm with respect to any relationships or services that may impact their objectivity and independence.

OTHER BUSINESS

The Board knows of no matter other than those described herein that will be presented for consideration at the meeting. However, should any other matters properly come before the meeting or any adjournment thereof, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment in the interests of the Company.

STOCKHOLDER PROPOSALS

Stockholder proposals intended for inclusion in the Company s fiscal 2009 proxy statement and acted upon at the Company s 2010 Annual Meeting of Stockholders (the 2010 Annual Meeting) must be received by the Company at its executive offices at 17800 N. Perimeter Dr., Suite 200, Scottsdale, Arizona 85255, Attention: Corporate Secretary, on or prior to December 28, 2009.

Stockholder proposals submitted for consideration at the 2010 Annual Meeting, but not submitted for inclusion in the Company s fiscal 2009 proxy statement, including stockholder nominations for candidates for election as directors, generally must be received by the Company at its executive offices no earlier than December 20, 2009 and no later than March 20, 2010 in order to be considered timely under our Bylaws. However, if the date of the 2010 Annual Meeting is a date that is more than 45 days before or after June 18, 2010, the anniversary date of the 2009 Annual Meeting, notice by the stockholder of a proposal must be received no earlier than the close of business on February 18, 2010 and no later than the close of business on the later of the 90th day prior to the date of such annual meeting or, if the first public announcement of the date of such meeting is less than 100 days prior to the date of such meeting, the 10th day following the day on which public announcement of such meeting is first made by the Company.

STOCKHOLDERS SHARING THE SAME ADDRESS

The Company has adopted a procedure called householding, which has been approved by the SEC. Under this procedure, the Company will deliver only one copy of the Company s Annual Report to stockholders for fiscal 2008 (the 2008 Annual Report) and this proxy statement to multiple stockholders who share the same address (if they appear to be members of the same family) unless the Company has received contrary instructions from an affected stockholder. Stockholders who participate in householding will continue to receive separate proxy cards. This procedure reduces the Company s printing and mailing costs and fees.

The Notice of Annual Meeting of Stockholder, the 2008 Annual Report on Form 10-K, and this proxy statement are available at the Company s web site at www.igo.com. The Company will deliver promptly upon written or oral request a separate copy of the 2008 Annual Report and this proxy statement to any stockholder at a shared address to which a single copy of either of those documents was delivered. To receive a separate copy of the 2008 Annual Report or this proxy statement, stockholders should contact the Company at:

Investor Relations
iGo, Inc.
17800 N. Perimeter Drive, Suite 200
Scottsdale, AZ 85255
(480) 596-0061
ir@mobl.com

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If you are a stockholder, share an address and last name with one or more other stockholders and would like to revoke your householding consent and receive a separate copy of the Company s annual report or proxy statement in the future, please contact Broadridge, either by calling toll free at (800) 542-1061 or by writing to Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. You will be removed from the householding programs within 30 days of receipt of the revocation of your consent.

A number of brokerage firms have instituted householding. If you hold your shares in street name, please contact your bank, broker or other holder of record to request information about householding.

EXPENSES OF SOLICITATION

All costs incurred in the solicitation of proxies will be borne by us. We estimate those costs to be approximately $15,000. In addition to solicitation by mail, our officers and employees may solicit proxies by telephone, telegraph or personally, without additional compensation. We may also make arrangements with brokerage houses and other custodians, nominees and fiduciaries for the forwarding of solicitation materials to the beneficial owners of shares of common stock held of record by such persons, and we may reimburse such brokerage houses and other custodians, nominees and fiduciaries for their out-of-pocket expenses incurred in connection therewith.

You may request a copy of our Notice of Annual Meeting of Stockholders, annual, quarterly and special reports, proxy statements and other information at no cost, including our annual report on Form 10-K, including financial statements and schedules thereto, for the year ended December 31, 2008, by writing or telephoning iGo at the following address:

Corporate Secretary
iGo, Inc.
17800 North Perimeter Drive, Suite 200
Scottsdale, Arizona 85255
(480) 596-0061

FORWARD LOOKING STATEMENTS

This proxy statement contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements are based on management s current expectations and involve substantial risks and uncertainties, which may cause results to differ materially from those set forth in the statements. The forward-looking statements may include, but are not limited to, statements made in the Compensation Discussion and Analysis section of this Proxy Statement about our compensation structure and programs and our intentions with respect thereto. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. Forward-looking statements should be evaluated together with the many uncertainties that affect iGo s business, particularly those mentioned under the heading Risk Factors in iGo s Annual Report on Form 10-K, and in the periodic reports that iGo files with the SEC on Form 10-Q and Form 8-K.

IMPORTANT NOTICE REGARDING THE AVAILABILTY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING

The proxy materials for the Company s annual meeting of stockholders, including the 2008 annual report and this proxy statement, are available over the Internet by accessing the Company s Internet website at www.igo.com. Other information on the Company s website does not constitute part of the Company s proxy materials.

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IGO, INC. FORM 10-K

Accompanying this proxy statement is a copy of our Annual Report for the fiscal year ended December 31, 2008 on Form 10-K.

You should rely only on the information contained in or incorporated by reference in this proxy statement to vote on the matters proposed herein. We have not authorized anyone to provide you with information that is different from what is contained in this proxy statement. You should not assume that the information contained in the proxy statement is accurate as of any date other than the date hereof, and the mailing of this proxy statement to our stockholders shall not create any implication to the contrary.

By Order of the Board of Directors,

Brian M. Roberts
Secretary

Scottsdale, Arizona
April 23, 2009

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Proxy Card for Stockholders

iGo, Inc.

This Proxy is solicited on behalf of the Company s Board of Directors.

The undersigned hereby: (1) acknowledges receipt of the Notice of Annual Meeting of Stockholders of iGo, Inc. (the Company) to be held at the Scottsdale Marriott at McDowell Mountains, 16770 North Perimeter Drive, Scottsdale, Arizona 85260 at 10:00 a.m. local time on June 18, 2009 (the Meeting), and the Proxy Statement and Annual Report on Form 10-K mailed therewith; and (2) appoints Michael D. Heil, Brian M. Roberts and Darryl S. Baker, or any one of them, as the undersigned s proxy with full power of substitution for and in the name, place and stead of the undersigned to vote all shares of Common Stock of the Company owned by the undersigned standing in the name of the undersigned, or with respect to which the undersigned is entitled to vote at the Meeting and any adjournments thereof, on the following matters as indicated below and such other business as may properly come before the Meeting.

This Proxy, when properly executed and timely returned, will be voted in the manner directed herein by the stockholder. If no direction is made, this Proxy will be voted FOR the nominee as director, FOR the ratification of KPMG LLP as independent registered public accounting form for fiscal year ending December 31, 2009, and in the discretion of the proxies on any other matters that may properly come before the Meeting and any adjournments thereof.

The undersigned hereby revokes any proxy heretofore given to vote or act with respect to the Common Stock of the Company and hereby ratifies and confirms all that the proxies, their substitutes, or any of them lawfully do by virtue hereof.

PLEASE mark, sign, date and return the proxy card promptly using the enclosed envelope. No postage is required if mailed in the United States.

(Continued and to be signed on the other side)

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IGO, INC.
ANNUAL MEETING OF STOCKHOLDERS
JUNE 18, 2009

1. o FOR the election of Michael D. Heil as director

   o WITHHOLD AUTHORITY to elect Michael D. Heil as director

2. o FOR the ratification of KPMG LLP as independent registered public accounting firm for fiscal year ending December 31, 2009

   o AGAINST the ratification of KPMG LLP as independent registered public accounting firm for fiscal year ending December 31, 2009

   o ABSTAIN

3. In the discretion of the proxies on any other matters that may properly come before the meeting or any adjournments thereof including, without limitation, a vote to adjourn or postpone the meeting.

Please date this proxy and sign exactly as your name appears hereon. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

DATED: ____________________, 2009

Signature of Stockholder

Signature if held jointly

Please mark, date, sign and mail your proxy promptly in the envelope provided.