

PRIMEDIA INC
Form DEF 14A
April 24, 2009
Table of Contents

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

PRIMEDIA Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- .. Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

Table of Contents

PRIMEDIA Inc.

3585 Engineering Drive

Norcross, Georgia 30092

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD WEDNESDAY, MAY 20, 2009

Dear Stockholder:

We will hold the 2009 Annual Meeting of Stockholders of PRIMEDIA Inc. on Wednesday, May 20, 2009, at 10:00 a.m., Eastern Time, at The Hilton Atlanta Northeast, 5993 Peachtree Industrial Blvd., Norcross, Georgia 30092. The purpose of the Annual Meeting is to consider and vote on the following matters:

1. The election of ten Directors;
 2. The ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2009; and
 3. Any other business that may properly come before the meeting and any adjournments or postponements thereof.
- Owners of shares of PRIMEDIA Inc. Common Stock, \$.01 par value, as of the close of business on April 6, 2009 are entitled to receive notice of the Annual Meeting and vote at the Annual Meeting and any adjournments or postponements of the Annual Meeting. Please vote your shares by any one of the following methods:

By mail: Mark your votes, sign and return the proxy card or vote instruction form in the enclosed postage paid envelope.

By Internet: Log onto the website indicated on your enclosed proxy card or vote instruction form.

By telephone: Call the toll-free number shown on your enclosed proxy card or vote instruction form and follow the voice prompts.

You may attend the Annual Meeting in person and use a ballot to cast your vote.

Keith L. Belknap, Jr.

Senior Vice President,

General Counsel and Secretary

April 24, 2009

Table of Contents**TABLE OF CONTENTS**

GENERAL MATTERS	1
<u>When and where is the Annual Meeting?</u>	1
<u>Why am I receiving these proxy materials?</u>	1
<u>What am I voting on?</u>	1
<u>What are the Board's recommendations on how I should vote my shares?</u>	1
<u>What are my choices when voting?</u>	1
<u>How will my shares be voted if I do not specify how they should be voted?</u>	2
<u>How do I vote?</u>	2
<u>What vote is needed for the proposals to be adopted?</u>	2
<u>Who will count and certify the votes?</u>	3
<u>What does it mean if I receive more than one proxy card?</u>	3
<u>Will my shares be voted if I do not sign and return my proxy card?</u>	3
<u>How can I change my vote?</u>	3
<u>Can I view these materials electronically?</u>	3
<u>How do I obtain a copy of materials related to corporate governance?</u>	3
<u>What are the solicitation expenses for the Annual Meeting?</u>	4
<u>How can I submit a proposal for consideration at the 2010 annual meeting?</u>	4
<u>How can I recommend someone as a candidate for Director?</u>	4
<u>What is the address of PRIMEDIA's Corporate Secretary?</u>	4
MATTERS TO BE CONSIDERED AT THE ANNUAL MEETING	5
<u>Proposal 1 To elect ten Directors, each for a term of one year</u>	5
<u>Proposal 2 To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2009</u>	7
<u>Fees Billed by Independent Registered Public Accounting Firm</u>	7
<u>Policy on Approval of Independent Registered Public Accounting Firm Fees and Services</u>	8
CORPORATE GOVERNANCE	9
<u>Governance Principles</u>	9
<u>Director Independence</u>	9
<u>Board Composition and Meetings</u>	10
<u>Board Committees</u>	10
<u>Audit Committee</u>	11
<u>Compensation Committee</u>	11
<u>Nominating and Corporate Governance Committee</u>	11
<u>Executive Committee</u>	12
<u>Stockholder Recommendations or Nominations for Director</u>	12
<u>Code of Ethics</u>	12
<u>Communications with the Board</u>	12
COMPENSATION OF DIRECTORS	13
<u>Overview</u>	13
<u>Stock Option Awards</u>	13
<u>Directors' Deferred Compensation Plan</u>	13
<u>Director and Officer Liability Insurance</u>	14
<u>Non-Employee Director Compensation for 2008</u>	14
EXECUTIVE OFFICERS	16
COMPENSATION DISCUSSION AND ANALYSIS	17
<u>Introduction and Overall Compensation Philosophy</u>	17
<u>Role of Compensation Committee</u>	17
<u>Role of Management</u>	17
<u>Role of Compensation Consultant and other Advisors</u>	18
<u>2008 Executive Compensation Components</u>	18
<u>Long-Term Incentive Program</u>	20
<u>Retirement Benefits</u>	22

Table of Contents

<u>Personal Benefits and Perquisites</u>	22
<u>Severance Payments</u>	22
<u>Tax and Accounting Implications</u>	23
<u>Securities Trading Policy</u>	23
<u>Stock Ownership Guidelines</u>	23
<u>COMPENSATION OF NAMED EXECUTIVES</u>	24
<u>Summary Compensation Table</u>	24
<u>Grants of Plan-Based Awards for 2008</u>	26
<u>Outstanding Equity Awards at Fiscal Year-End for 2008</u>	26
<u>Option Exercises and Stock Vested for 2008</u>	27
<u>Pension Benefits for 2008</u>	27
<u>Non-Qualified Deferred Compensation Plan</u>	27
<u>Employment Agreements with Named Executives</u>	27
<u>Severance Agreements with Named Executives</u>	30
<u>POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL</u>	32
<u>Termination Without Cause or Resignation for Good Reason</u>	32
<u>Termination Due to Death or Permanent Disability</u>	32
<u>STOCK OWNERSHIP</u>	33
<u>Stock Ownership of our Directors, Executive Officers and Certain Beneficial Owners</u>	33
<u>Equity Compensation Plan Information</u>	35
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	35
<u>CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS</u>	36
<u>Related Person Transaction Policy</u>	36
<u>Related Person and Other Transactions</u>	36
<u>Compensation Committee Interlocks and Insider Participation</u>	37
<u>COMPENSATION COMMITTEE REPORT</u>	37
<u>AUDIT COMMITTEE REPORT</u>	37
<u>OTHER MATTERS</u>	39

Table of Contents

PROXY STATEMENT

GENERAL MATTERS

When and where is the Annual Meeting?

The Annual Meeting will be held on Wednesday, May 20, 2009, at 10:00 a.m., Eastern Time, at The Hilton Atlanta Northeast, 5993 Peachtree Industrial Blvd., Norcross, Georgia 30092. We are first furnishing these proxy materials to stockholders on April 24, 2009.

Why am I receiving these proxy materials?

You are receiving these proxy materials in connection with the solicitation by our Board of Directors of proxies to be voted at the 2009 Annual Meeting of Stockholders. If your shares were registered directly in your name with our transfer agent, BNY Mellon Shareowner Services, as of the close of business on April 6, 2009, you are considered a shareholder of record, and we have sent you this Notice of Annual Meeting and 2009 Proxy Statement and proxy card.

If your shares were held in the name of a bank, brokerage account or other nominee as of the close of business on April 6, 2009, you are considered a beneficial owner of the shares held in street name. Your bank, broker or other nominee has sent you this Notice of Annual Meeting and 2009 Proxy Statement and a vote instruction form. You have the right to direct your bank, broker or other nominee on how to vote your shares by completing and returning the vote instruction form or by following the voting instructions provided to vote on the Internet or by telephone.

What am I voting on?

You are voting on two proposals. Details of each proposal are included in the next section entitled Matters to Be Considered at the Annual Meeting.

Proposal 1: To elect ten Directors, each for a term of one year; and

Proposal 2: To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2009.

What are the Board's recommendations on how I should vote my shares?

The Board recommends that you vote your shares:

Proposal 1: **FOR** the election of all ten Directors, each for a term of one year; and

Proposal 2: **FOR** the ratification of the appointment of Deloitte & Touche LLP.

What are my choices when voting?

Proposal 1: You may cast your vote in favor of election of all nominees or withhold authority to vote for all or one or more nominees. Abstentions and broker non-votes will have the effect of a vote against the election of all ten nominees.

Proposal 2: You may cast your vote in favor of or against the proposal, or you may elect to abstain from voting your shares. Abstentions and broker non-votes will have the effect of a vote against the approval of this proposal.

Table of Contents

How will my shares be voted if I do not specify how they should be voted?

The Board of Directors is asking for your proxy. Giving us your proxy means that you authorize us to vote your shares at the meeting in the manner you direct. If you sign and return the enclosed proxy card, but do not specify how to vote, we will vote your shares in the manner recommended above. In addition, proxies may also be voted at any adjournments or postponements of the Annual Meeting.

How do I vote?

You may vote your shares by any one of the following methods:

By mail: Mark your votes, sign and return the proxy card or vote instruction form in the enclosed postage paid envelope.

By Internet: Log onto the website indicated on your enclosed proxy card or vote instruction form.

By telephone: Call the toll-free number shown on your enclosed proxy card or vote instruction form and follow the voice prompts.

You may attend the Annual Meeting in person and use a ballot to cast your vote.

If you vote by the Internet or by telephone, you do not need to send in your proxy card or vote instruction form. The deadline for Internet and telephone voting will be 5:00 p.m., Eastern Time, on May 19, 2009. If your shares are held in the name of a bank, broker or other nominee, and you wish to vote your shares at the Annual Meeting, you will need to contact your bank, broker or other nominee to obtain a legal proxy form that you must bring with you to the meeting to exchange for a ballot.

What vote is needed for the proposals to be adopted?

As of the record date, April 6, 2009, there were 44,047,951 shares of PRIMEDIA Common Stock issued and outstanding.

Quorum: In order to conduct the Annual Meeting, more than one-half of our outstanding shares must be present or be represented by proxy. This is referred to as a quorum. If you submit a properly executed proxy card or vote by telephone or by Internet, you will be considered part of the quorum. Proxy cards marked as abstaining on any proposal to be acted on by stockholders will be treated as present at the Annual Meeting for purposes of determining a quorum.

Proposals: More than one-half of the outstanding shares must vote for a proposal for it to be adopted.

As of April 6, 2009, affiliates of Kohlberg Kravis Roberts & Co. L.P. beneficially own and have the right to vote approximately 62.03% of the outstanding shares of our Common Stock. These affiliates have advised us that they intend to vote all of such shares in favor of all nominees for Director and the ratification of the appointment of Deloitte & Touche LLP. As

Table of Contents

a result, we are assured a quorum at the Annual Meeting, the election of all nominees for Director and the ratification of the appointment of Deloitte & Touche LLP.

Who will count and certify the votes?

Representatives of BNY Mellon Shareowner Services and the staff of our Corporate Secretary office will count the votes and certify the election results. The results will be published in our Quarterly Report on Form 10-Q for the second quarter 2009.

What does it mean if I receive more than one proxy card?

If you receive more than one proxy card, it likely means you have multiple accounts with our transfer agent or with your stock broker or other nominees. Please complete and provide your voting instructions for all proxy cards and voting instruction cards that you receive.

Will my shares be voted if I do not sign and return my proxy card?

If your shares are held in your broker's name and you do not instruct your broker or other nominee how to vote your shares, your broker or nominee may use its discretion to vote your shares on routine matters (such as election of directors and ratification of auditors) or leave your shares unvoted, which we refer to as broker non-votes. We encourage you to provide instructions to your nominee by completing the instruction card or proxy that it sends to you. This will ensure that your shares are voted at the Annual Meeting as you direct.

How can I change my vote?

You have the right to change and revoke your proxy at any time before the Annual Meeting. If you hold your shares in your name, you may contact our Corporate Secretary and request that another proxy card be sent to you. Alternatively, you may use the Internet or the telephone to re-vote your shares, even if you mailed your proxy card or previously voted using the Internet or telephone. The latest-dated, properly completed proxy that you submit, whether through the Internet, by telephone or by mail will count as your vote. Please note that if you re-vote your shares by mail, your re-vote will not be effective unless it is received by our Corporate Secretary at the address specified below prior to the Annual Meeting. If your shares are held in your broker's name, you must contact your broker or other nominee and follow its procedures for changing your vote.

Can I view proxy materials electronically?

This Proxy Statement and our Annual Report on Form 10-K for the year ended December 31, 2008 are available online at www.primedia.com. From the home page, select the Investor Relations tab to view or download the materials.

How do I obtain a copy of materials related to corporate governance?

Our Corporate Governance Guidelines, charters of standing committees of our Board of Directors, our Code of Ethics and other materials related to corporate governance are published in the Governance section of our website at www.primedia.com. In addition, this information is available in print to any stockholder who requests it by contacting our Corporate Secretary at the address specified below.

Table of Contents

What are the solicitation expenses for the Annual Meeting?

Our Board of Directors is asking for your proxy, and we will pay all of the costs of asking for stockholder proxies. We can ask for proxies through the mail or personally by telephone or the Internet. While our Directors, officers and employees may ask for proxies, these people do not receive additional compensation for such services. It is contemplated that additional solicitation of proxies may be made in the same manner under an engagement we have with Georgeson Inc., at an anticipated cost of approximately \$1,200, plus reimbursement of out-of-pocket expenses. We will also reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding solicitation material to the beneficial owners of PRIMEDIA Common Stock.

How can I submit a proposal for consideration at the 2010 annual meeting?

To be considered for the 2010 annual meeting, stockholder proposals must be submitted in writing to our Corporate Secretary at the address specified below. No proposal can be included in our proxy statement for the 2010 annual meeting unless it is received by our Corporate Secretary no later than December 24, 2009. The proposal must also meet the other requirements of the rules of the Securities and Exchange Commission, or SEC, relating to stockholder proposals.

How can I recommend someone as a candidate for Director?

A stockholder who wishes to recommend a candidate for Director may write to Mr. David Bell, Chairman of the Nominating and Corporate Governance Committee of the Board of Directors, in care of our Corporate Secretary. To be effective for consideration at the 2010 annual meeting, a nomination must be received by our Corporate Secretary no later than March 22, 2010 and must include information required under our By-laws, including information about the nominating stockholder and information about the nominee that would be required to be included in a proxy statement under the rules of the SEC. For additional information, please see Corporate Governance Stockholder Recommendations or Nominations for Director below.

What is the address of PRIMEDIA s Corporate Secretary?

You may write to our Corporate Secretary at PRIMEDIA Inc., 3585 Engineering Drive, Norcross, Georgia 30092.

Table of Contents

MATTERS TO BE CONSIDERED AT THE ANNUAL MEETING

Proposal 1 To elect ten Directors, each for a term of one year

We currently have ten Directors, each of whom is standing for reelection at the Annual Meeting. It is proposed that each of the ten Directors to be elected shall hold office until the next annual meeting of stockholders and until his or her successor has been elected and qualified. Unless otherwise marked or indicated, a proxy will be voted for these individuals. Although we do not anticipate that any of the persons named below will be unable or unwilling to stand for election, in the event of such an occurrence, a proxy may be voted for a substitute designated by the Board. However, in lieu of designating a substitute, the Board, in its discretion, may reduce the number of Directors.

The Board of Directors recommends that you vote FOR the nominees described below:

David A. Bell

Age: 65

Mr. Bell became a Director in May 2001. He is currently an Operating Advisor at Pegasus Capital Advisors, L.P., a private equity fund manager. From March 2006 until March 2007, he was Chairman Emeritus of the Interpublic Group of Companies, Inc., or IPG. From January 2005 until March 2006, Mr. Bell was Co-Chairman of IPG. From February 2003 until January 2005, he was the Chairman and Chief Executive Officer of IPG. He was the Vice Chairman of IPG from July 2001 to January 2003 and the Chairman of the Board and Chief Executive Officer of True North Communications Inc. from 1999 through 2001. Mr. Bell is also a Director of The Warnaco Group, Inc. and Lighting Science Group Corporation. Mr. Bell is Chairman of the Nominating and Corporate Governance Committee and a member of the Audit Committee.

Beverly C. Chell

Age: 66

Ms. Chell became a Director in March 1992. From 1991 through November 2005, Ms. Chell was Vice Chairman, General Counsel and Secretary of the Company. Ms. Chell also served as Vice Chairman and Chief Financial Officer of the Company from December 2005 through June 2006. Ms. Chell is a member of the Compensation Committee.

Daniel T. Ciporin

Age: 51

Mr. Ciporin became a Director in July 2006. He is currently a partner in Canaan Partners, a venture capital fund specializing in early stage companies. From July 2005 until March 2007, Mr. Ciporin provided independent consulting services. From January 1999 until June 2005, Mr. Ciporin was Chairman and CEO of Shopping.com, Ltd. Mr. Ciporin is also a Director of Corel Corporation. Mr. Ciporin is a member of the Audit Committee.

Meyer Feldberg

Age: 66

Professor Feldberg became a Director in January 1997. He is currently serving as a Senior Advisor to Morgan Stanley, which he joined in March 2005. Professor Feldberg is a Professor of Leadership and Ethics at the Columbia University Graduate School of Business, or the CUGSB. He is also Dean Emeritus of the CUGSB. From 1989 to 2004, Professor Feldberg was the Dean and a Professor at the CUGSB. He is also a Director of UBS Funds, Macy's, Inc., Revlon, Inc. and SAPPI Limited. Professor Feldberg is a member of the Audit Committee and the Nominating and Corporate Governance Committee.

Table of Contents

Perry Golkin

Age: 55

Mr. Golkin became a Director in November 1991. He is a General Partner of KKR Associates and a member of the limited liability company that serves as the general partner of Kohlberg Kravis Roberts & Co. L.P. Mr. Golkin is Chairman of the Compensation Committee and a member of the Executive Committee.

H. John Greeniaus

Age: 64

Mr. Greeniaus became a Director in June 1998. He has been President of G-Force, Inc., a financial services company, since 1998. He was previously Chairman and Chief Executive Officer of Nabisco, Inc. He is also a Director of the Interpublic Group of Companies, Inc. Mr. Greeniaus is a member of the Compensation Committee, the Audit Committee and the Nominating and Corporate Governance Committee.

Dean B. Nelson

Chairman of the Board

Age: 50

Mr. Nelson became a Director and Chairman of the Board in April 2003 and served as President and Chief Executive Officer of the Company from October 2005 to September 2007. He has been the Chief Executive Officer of Capstone Consulting LLC, a strategic consulting firm, since March 2000.

Kevin J. Smith

Age: 54

Mr. Smith became a Director in July 2006. He currently serves as a consultant to private equity firms. From April 2004 until March 2005, he was the Executive Vice President and Chief Financial Officer of R.R. Donnelley & Sons Co. From January 2002 until March 2004, he was Chief Financial Officer of Heidrick & Struggles International Inc. Mr. Smith is Chairman of the Audit Committee.

Charles J. Stubbs

Age: 36

Mr. Stubbs has served as President and Chief Executive Officer of the Company and became a Director in May 2008. From November 2004 to May 2008, he was the President and CEO of YellowPages.com. Prior to that time, Mr. Stubbs served as President of BellSouth IntelliVentures, the electronic media division of BellSouth Advertising and Publishing Group. Before joining BellSouth, Mr. Stubbs was Executive Vice President of Infospace, a Bellevue, Washington-based entity that develops and markets Internet and wireless solutions for wireless operators and content sites.

Thomas C. Uger

Age: 34

Mr. Uger became a Director in September 2005. He is currently a Director of KKR Associates. He joined Kohlberg Kravis Roberts & Co. L.P. in 1998 and from June 2005 through December 2006 was a principal of KKR. Mr. Uger is a member of the Compensation Committee and Executive Committee.

Table of Contents**Proposal 2 To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2009**

The Audit Committee of the Board of Directors has appointed Deloitte & Touche LLP, the member firms of Deloitte Touche Tohmatsu and their respective affiliates, collectively referred to as Deloitte & Touche, as our independent registered public accounting firm for 2009. The Board of Directors has approved the appointment of Deloitte & Touche, subject to ratification of such appointment by the stockholders. Deloitte & Touche has been our independent registered public accounting firm since our inception in 1992, and including our predecessor companies, since 1989. A representative of Deloitte & Touche will be present at the Annual Meeting. The representative will be given an opportunity to make a statement if he or she desires to do so and will be available to answer appropriate questions.

The Board of Directors recommends that you vote for ratification of the appointment of Deloitte & Touche as our independent registered public accounting firm for 2009.

Fees Billed by Independent Registered Public Accounting Firm

The following table sets forth the aggregate fees billed to us by Deloitte & Touche for the years ended December 31, 2008 and 2007:

	Year Ended	
	2008	2007
Audit Fees(1)	\$ 1,010,000	\$ 2,930,000
Audit-Related Fees(2)	159,000	1,085,000
Total Audit and Audit-Related	1,169,000	4,015,000
Tax Fees(3)	2,180,000	2,505,000
All Other Fees	0	0
Total Fees	\$ 3,349,000	\$ 6,520,000

- (1) Includes fees for the audit of annual consolidated financial statements, reviews of the consolidated financial statements included in quarterly reports and services normally provided by the independent auditor in connection with regulatory filings. Also included are fees for professional services rendered for the audit of the effectiveness of internal controls over financial reporting.
- (2) Includes fees for consultation on financial accounting and reporting standards, acquisition- and divestiture-related services and the audits of employee benefit plans. Fees for 2008 and 2007 include \$16,000 and \$918,000, respectively, for individual unit audits or audit-related services resulting from divestiture transactions.
- (3) In 2008 and 2007, tax fees include compliance services of \$1,083,000 and \$367,000, respectively, and advisory and consulting services of \$1,097,000 and \$2,138,000, respectively.

Table of Contents

Policy on Approval of Independent Registered Public Accounting Firm Fees and Services

The services performed by Deloitte & Touche in 2008 were pre-approved by the Audit Committee in accordance with the pre-approval policy adopted by the Audit Committee. This policy describes the permitted audit, audit-related, non-audit related (tax) and non-permitted services (all other fees) (collectively referred to as the Disclosure Categories) that Deloitte & Touche may perform. The policy requires that prior to the beginning of each year s audit, a description of services (a Service List) to be performed by Deloitte & Touche in each of the Disclosure Categories must be presented to the Audit Committee for approval. In 2008, all services included on the Service List were pre-approved following the policies and procedures of the Audit Committee.

Any requests for audit, audit-related and non-audit related (tax) services not included on the Service List must be submitted to the Audit Committee for specific pre-approval. Generally, pre-approval is provided at regularly scheduled meetings of the Audit Committee. However, the authority to grant specific pre-approval between meetings, as necessary, has been delegated to the Chairman of the Audit Committee, or any member of the Committee in the absence of the Chairman. In the event unexpected matters arise requiring services by Deloitte & Touche not included on the Service List, management may approve the services for limited amounts. In the event any of the audit-related services or non-audit related services are authorized by fewer than all members of the Audit Committee, our Chief Accounting Officer or the Chairman must notify any members of the Audit Committee who did not participate in such determination of the services and fees authorized.

On a quarterly basis, the Audit Committee reviews the status of services year-to-date against the original Service List and the forecast of remaining services for the year.

Table of Contents

CORPORATE GOVERNANCE

Governance Principles

Our Board of Directors is committed to establishing and maintaining corporate governance practices that reflect the highest standards of ethics and integrity. The Board has established a Nominating and Corporate Governance Committee and adopted Corporate Governance Guidelines, which set forth the practices of the Board, including guidelines for determining qualifications for Directors, director independence, and business conduct and ethics for the Board. The Nominating and Corporate Governance Committee charter is available, along with the Corporate Governance Guidelines, in the Governance section of our website located at www.primedia.com. They are also available in print by writing to our Corporate Secretary. All modifications to the Corporate Governance Guidelines will be reflected on our website.

In accordance with our Corporate Governance Guidelines, the Board will have completed an annual evaluation of the effectiveness of the Board and each of its committees prior to the Annual Meeting. The Board evaluations consider, among other things, the quality of meeting agendas, materials and discussions. Evaluations focus on both strengths and opportunities for improvement.

We comply with the NYSE listing standards applicable to corporate governance. On June 20, 2008, we timely submitted to the NYSE the Annual CEO Certification, pursuant to Section 303A.12 of the NYSE's listing standards, whereby our Chief Executive Officer certified that he was not aware of any violation by PRIMEDIA of the NYSE's corporate governance listing standards as of the date of the certification.

Director Independence

The Board is comprised of a majority of independent Directors within the meaning of applicable NYSE listing standards and the applicable provisions of the Securities Exchange Act of 1934, as amended. In order for a Director to be considered independent, the Board must affirmatively determine that the Director has no material relationship with PRIMEDIA (either directly or as a partner, stockholder or officer of an organization that has a relationship with PRIMEDIA). The Board has established guidelines to assist it in making this determination, and those guidelines are set forth in Annex A of our Corporate Governance Guidelines. In each case, the Board considers all relevant facts and circumstances. The ownership of a significant amount of stock is not, in and of itself, a bar to independence; but, rather, it is one factor to consider. Applying these guidelines and the rules of the NYSE and applicable laws, the Board has affirmatively determined that each of the following Directors is independent:

David A. Bell	Meyer Feldberg	H. John Greeniaus	Thomas C. Uger
Daniel T. Ciporin	Perry Golkin	Kevin J. Smith	

Each of our other Directors, Dean B. Nelson, Charles J. Stubbs and Beverly C. Chell, does not qualify as independent under established guidelines.

Under applicable NYSE rules and the Sarbanes-Oxley Act of 2002, we must have an audit committee comprised solely of independent Directors. In addition to the requirements for

Table of Contents

independent Directors in the preceding paragraph, members of the Audit Committee must meet separate requirements that they receive no compensation from PRIMEDIA, other than compensation for serving as a Director, and that they are not affiliated persons of PRIMEDIA. We are in compliance with all the independence requirements relating to the Audit Committee. Please refer to Board Committees below for more information.

Board Composition and Meetings

The Board is currently comprised of ten members. The Board has responsibility for establishing broad corporate policies and for our overall performance. Members of the Board are kept informed of our businesses by various reports and documents sent to them periodically, as well as by operating and financial presentations made at Board and committee meetings by the Chairman, the President and CEO, the Chief Financial Officer and other officers and management executives.

Regular meetings of the Board are held throughout the year. In 2008, the Board held five meetings and also acted by unanimous written consent from time to time. Each Director standing for election attended at least 80% of the total number of meetings of the Board and Board committees of which he or she was a member in 2008. It is our policy that Directors are encouraged to attend the annual meeting of stockholders. All of our Directors attended our annual meeting in 2008.

Directors who are not employees of PRIMEDIA hold regular executive sessions at which management Directors, including our Chairman, are not present. Unless the Board determines otherwise, these sessions occur, at a minimum, two times a year. In addition, those Directors who are not management or affiliated with our majority stockholder (investment partnerships controlled by Kohlberg Kravis Roberts & Co. L.P.) hold an executive session at least once a year at which only these Directors are present. The Director with the most seniority in attendance at an executive session typically presides over such executive session.

Board Committees

The Board currently has four standing committees: Audit, Nominating and Corporate Governance, Compensation and Executive. Under applicable NYSE rules, we are considered a controlled company because more than 50% of stockholder voting power is held by investment partnerships controlled by Kohlberg Kravis Roberts & Co. L.P. As a result, we are not required to have a compensation, nominating or corporate governance committee; however, the Board has chosen to establish these committees.

Audit Committee	Nominating and Corporate Governance Committee	Compensation Committee	Executive Committee
David A. Bell	David A. Bell*	Beverly C. Chell	David A. Bell
Daniel T. Ciporin	Meyer Feldberg	Perry Golkin*	Perry Golkin
Meyer Feldberg	H. John Greeniaus	H. John Greeniaus Thomas C. Uger	Dean B. Nelson Thomas C. Uger
H. John Greeniaus			
Kevin J. Smith*			

* Committee Chair.

Table of Contents

During 2008, the Audit Committee held five meetings, the Nominating and Corporate Governance Committee held three meetings, the Compensation Committee held two meetings and the Executive Committee held two meetings.

The Board has determined that all the members of each of the Board's standing committees meet the criteria for independence as established by the NYSE and under the Sarbanes-Oxley Act of 2002, except that Beverly C. Chell, a member of the Compensation Committee, and Dean B. Nelson, a member of the Executive Committee, are not considered independent. Each of the committees is described in greater detail below. The Board has established written charters for the Compensation Committee, Audit Committee and Nominating and Corporate Governance Committee. Each of the charters can be found in the Governance section of our website located at www.primedia.com or can be obtained in print by writing to our Corporate Secretary. Any changes to the charters will be reflected on our website.

Audit Committee

The purpose of the Audit Committee is to assist the Board in overseeing our accounting, auditing and financial reporting practices. Its duties include selecting and overseeing our independent auditor, reviewing the scope of the audit to be conducted by the independent auditor, including the results of such audit, reviewing our internal audit function and our disclosure and internal controls procedures, approving audit and other services to be provided by our independent auditor and overseeing our financial reports, including our annual report, and the critical accounting policies and estimates used in preparing such reports.

The charter of the Audit Committee requires that the Audit Committee be comprised of at least three Directors, each of whom must be independent under the NYSE rules and the Sarbanes-Oxley Act of 2002. In addition, each member of the Audit Committee must be financially literate within the meaning of the NYSE listing standards, and at least one member must have accounting or related financial expertise as determined by the Board. The Board has determined that each of the Audit Committee members is independent and financially literate and that each of Messrs. Smith, Bell, Ciporin and Greeniaus qualifies as an audit committee financial expert, as defined by the SEC, and as a result has accounting and related financial management expertise within the meaning of the NYSE listing standards. The Audit Committee's Report appears on pages 37 through 38.

Compensation Committee

The primary purpose of the Compensation Committee is to review and oversee our compensation programs, including remuneration arrangements for our senior executives, including our Chairman and our President and CEO. Additional information about the Compensation Committee's responsibilities is included in the Compensation Discussion and Analysis beginning on page 17. The Compensation Committee's Report appears on page 37.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee develops and recommends to the Board a set of corporate governance principles and performs a leadership role in shaping our corporate governance. The Committee also identifies qualified candidates to serve on the Board and recommends Director nominees to be submitted to the stockholders for election at each annual meeting. The Committee's duties include regularly reviewing and recommending

Table of Contents

changes to our corporate governance principles, including retirement and other tenure policies for Directors, assessing channels through which the Board receives information and overseeing evaluation of the Board and management. The Board has determined that each of the Nominating and Corporate Governance Committee members is independent.

Executive Committee

The Executive Committee has authority to act for the Board on all matters during intervals between Board meetings.

Stockholder Recommendations or Nominations for Director

The Nominating and Corporate Governance Committee considers Director candidates recommended by current Directors, officers, employees and third parties. The Nominating and Corporate Governance Committee also will consider stockholder recommendations for Director candidates for the Board. Stockholders should send their recommendations to our Corporate Secretary. Nominations must conform to the procedures set forth in our By-Laws, a copy of which is available without charge upon request to our Corporate Secretary.

Director candidates recommended by stockholders are evaluated against the same criteria used to evaluate all candidates. Director candidates should be individuals with high standards of ethics and integrity, good judgment and who are committed to representing the interests of the stockholders. They should have broad business, governmental, non-profit or professional experience that indicates the Director candidate will be able to make significant and immediate contributions to the Board's discussions and decisions. They should be able to devote sufficient time and energy to the performance of the duties of a Director. The Board's review of a Director candidate is typically based on any written materials provided with respect to the potential candidate, personal references and interviews. In the future, the Nominating and Corporate Governance Committee will use these and other materials approved by the Board and the Nominating and Corporate Governance Committee to evaluate potential candidates. In 2008, we did not pay a fee to any third party to identify Director candidates.

Code of Ethics

We strongly believe that our business practices should reflect the highest standards of honesty, fair dealing and ethics. Toward that end, the Board has adopted a Code of Ethics, which applies to all of our Directors, officers and employees. The Code of Ethics is available in the Governance section of our website located at www.primedia.com. It is also available in print by writing to our Corporate Secretary. Any modifications to the Code of Ethics will be reflected on our website. We also have an Ethics Committee, which investigates allegations of unethical or inappropriate behavior, as well as a toll-free Ethics HelpLine, which employees and others may use on a confidential basis to, among other things, notify the Audit Committee if they become aware of any questionable accounting practices.

Communications with the Board

Stockholders or other interested parties who wish to communicate with our Directors, a committee of the Board, the independent Directors as a group or our Board of Directors generally may do so by addressing their correspondence to such member or members in care of our Corporate Secretary at PRIMEDIA Inc., 3585 Engineering Drive, Norcross, Georgia 30092.

Table of Contents**COMPENSATION OF DIRECTORS****Overview**

Only Directors who are not employees of PRIMEDIA receive compensation for services as a Director. We use a combination of cash and stock-based compensation to attract and retain qualified individuals to serve on our Board. Compensation for non-employee Directors during 2008 was comprised of the following:

Type Of Compensation	Amount(\$)
Annual Cash Retainer(1)	55,000
Additional Annual Retainer for Committee Chair:	
Audit Committee	25,000
Nominating and Corporate Governance Committee	5,000
Additional Annual Retainer for Committee Membership:	
Audit Committee	25,000
Nominating and Corporate Governance Committee	10,000
Compensation Committee(2)	10,000

(1) Includes all service on the Board and standing committees, including attendance at meetings. Annual fees are payable in quarterly installments. For 2009, the annual retainer will remain at \$55,000, and additional committee fees will remain unchanged.

(2) Board members affiliated with Kohlberg Kravis Roberts & Co. L.P. do not receive additional fees for serving on the Compensation Committee. Directors are reimbursed for the business expenses related to attendance at Board meetings, including room, meals and transportation to and from Board meetings.

Stock Option Awards

Historically, upon initial election to the Board, each non-employee Director has been granted an option to acquire shares of our Common Stock. These options vest over three years in equal installments and expire after five years. We do not grant annual stock option awards to our Directors, but we have periodically granted options to Directors in addition to those granted upon being elected as a Director.

During 2008, each of the following non-employee Directors was granted an option to acquire 50,000 shares of our Common Stock: David A. Bell, Beverly C. Chell, Daniel T. Ciporin, Meyer Feldberg, H. John Greeniaus and Kevin J. Smith. The exercise price of each of these stock option grants is \$6.42 per share, and each option is exercisable with respect to one-third of the shares of Common Stock underlying the option on each of December 31, 2008, December 31, 2009 and December 31, 2010.

Directors Deferred Compensation Plan

Under the Directors Deferred Compensation Plan, a non-employee Director may elect to defer all or part of the annual fees payable to the Director. Deferred amounts are credited to an unfunded cash account or Common Stock equivalent account, as selected by the Director. Interest, at PRIMEDIA's average borrowing rate, is credited quarterly for bookkeeping purposes to a Director's cash account. Subject to certain restrictions, a Director is permitted

Table of Contents

to take distributions in cash from a cash account or in shares of Common Stock or cash equivalent equal to the value of credited shares at the time of distribution, at the Company's option, in whole or in part, from her or his account following retirement or termination of service. Only one Director, Mr. Golkin, currently participates in this plan, under which he has elected to defer his fees in Common Stock equivalents.

Director and Officer Liability Insurance

We obtain Director and officer liability insurance to insure our Directors and officers against certain losses they may be required to pay as a result of performing their duties as Directors and officers. We pay one premium for this insurance for all of PRIMEDIA and therefore do not allocate a specific dollar amount to any individual Director or the Directors as a whole.

Non-Employee Director Compensation For 2008

The table below summarizes the compensation paid by PRIMEDIA to non-employee Directors for the year ended December 31, 2008:

Name	Fees earned or paid in cash\$(1)	Stock Awards (\$)	Option Awards \$(2)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation \$(3)	Total(\$)
David A. Bell	95,000		62,400				157,400
Beverly C. Chell	65,000		48,500			19,906	133,406
Daniel T. Ciporin	106,652		60,054				166,706
Meyer Feldberg	90,000		62,400				152,400
Perry Golkin	55,000						55,000
H. John Greeniaus	100,000		62,400				162,400
Kevin J. Smith	131,652		60,054				191,706
Thomas C. Uger	55,000						55,000

(1) Mr. Bell's fees consisted of the \$55,000 annual fee, \$25,000 for serving on the Audit Committee and \$15,000 for serving on the Nominating and Corporate Governance Committee.

Ms. Chell's fees consisted of the \$55,000 annual fee and \$10,000 for serving on the Compensation Committee.

Mr. Ciporin's fees consisted of the \$55,000 annual fee, \$25,000 for serving on the Audit Committee and \$26,652 for serving on a special litigation committee.

Mr. Feldberg's fees consisted of the \$55,000 annual fee, \$25,000 for serving on the Audit Committee and \$10,000 for serving on the Nominating and Corporate Governance Committee.

Mr. Golkin participates in the Directors' Deferred Compensation Plan and, as a result, in lieu of cash compensation, at the end of each calendar quarter during 2008, Mr. Golkin received credits for PRIMEDIA Common Stock in an amount determined by dividing the quarterly fee payable, \$13,750, by the share price on the last trading day of the calendar quarter. During 2008, Mr. Golkin received credits in PRIMEDIA Common Stock in the following amounts:

Quarter Ending	Number of shares credited	Share Price(\$)
March 31	1,870.75	7.35
June 30	2,950.64	4.66
September 30	5,658.44	2.43
December 31	6,336.41	2.17

Edgar Filing: PRIMEDIA INC - Form DEF 14A

As of December 31, 2008, Mr. Golkin has accumulated credits equal to an aggregate of 46,402.68 shares of PRIMEDIA Common Stock through the Directors' Deferred Compensation Plan.

Table of Contents

Mr. Greeniaus' fees consisted of the \$55,000 annual fee, \$25,000 for serving on the Audit Committee, \$10,000 for serving on the Nominating and Corporate Governance Committee and \$10,000 for serving on the Compensation Committee.

Mr. Smith's fees consisted of the \$55,000 annual fee, \$50,000 for serving on the Audit Committee and \$26,652 for serving on a special litigation committee.

- (2) Amounts in this column reflect the compensation expense recognized by us for financial statement reporting purposes with respect to outstanding stock options under FAS 123(R). These values have been determined based on the assumptions set forth in Note 13 to our consolidated financial statements for the fiscal year ended December 31, 2008, disregarding for this purpose the estimate of forfeitures related to service-based vesting conditions. These amounts reflect the Company's accounting expense for these awards, which do not necessarily correspond to the actual value that will be recognized by the directors.
- (3) Amount reflects payments made to Ms. Chell for consulting services. For additional information, please see [Certain Relationships and Related Person Transactions](#) below.

Table of Contents

EXECUTIVE OFFICERS

Our current Executive Officers, other than Messrs. Nelson and Stubbs, and a key employee are:

Kim R. Payne

Senior Vice President and Chief
Financial Officer

Age: 41

Ms. Payne has served as Chief Financial Officer since August 2007. Previously, she had served as Chief Financial Officer of our operating subsidiary since August 2006. She joined us as an accountant in 1991 and during her tenure has served in various finance management roles at our operating subsidiary, including Financial Analyst, Director of Analysis and Planning, and Vice President of Finance.

J. Michael Barber

Senior Vice President and Chief
Accounting Officer

Age: 42

Mr. Barber has served as Chief Accounting Officer since May 2008. Prior to joining us in October 2007, Mr. Barber served as Executive Vice President and Chief Accounting Officer of HomeBanc Corp. from September 2004 through October 2007. From 2001 to August 2004, he served as Senior Vice President/Manager of Accounting Policy and Reporting with Union Planters Corp., a bank holding company. Prior to 2001, Mr. Barber worked with PricewaterhouseCoopers LLP, where he was a Senior Manager in that organization's banking practice. Mr. Barber is a certified public accountant.

Arlene Mayfield

Senior Vice President and President,
Apartment Guide and New Home Guide

Age: 46

Ms. Mayfield has served as Senior Vice President since December 2007 and President of the Apartment Guide and New Home Guide businesses since October 2005 and November 2008, respectively. Previously, she had served as Vice President of the New Home Guide from September 2003 through October 2005. She began her career with us in 1993 as the Publisher of the Albuquerque Apartment Guide. Ms. Mayfield was promoted to Publisher of the Orlando Apartment Guide in 1997 and subsequently to Regional Director for the Eastern Region in 1999.

Keith L. Belknap, Jr.

Senior Vice President, General
Counsel and Secretary

Age: 51

Mr. Belknap has served as Senior Vice President, General Counsel and Secretary since September 2007 and of our operating subsidiary since March 2007. Mr. Belknap is responsible for oversight of our legal and corporate and business development functions. From February 2006 to March 2007, he served as Assistant General Counsel of PPG Industries, Inc. From April 2003 to February 2006, he served as a Principal Counsel to Georgia-Pacific Corporation. Prior to April 2003, Mr. Belknap was Counsel at Skadden, Arps, Slate, Meagher & Flom LLP.

Jamison M. Clymer

President, Rentals.com

Age: 34

Mr. Clymer has served as President of Rentals.com since January 2008. Prior to joining us, Mr. Clymer served as Vice President and General Manager of Homes.com at Dominion Enterprises from January 2005 through December 2007. From October 2003 through December 2004, he served as General Manager of Employmentguide.com at Dominion, and from July 2001 through September 2003 he served as District Manager of Employmentguide.com.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

Introduction and Overall Compensation Philosophy

Our executive compensation programs are designed to attract, retain and motivate top executive talent while aligning the interests and compensation of such executives with the interests of our stockholders. To that end, our compensation packages have historically included both cash and stock-based compensation that are designed to recognize and reward individual contributions as measured against established short-term and long-term financial and operational goals.

This section describes our 2008 compensation programs for our named executives, which for purposes of this proxy statement are the individuals listed in the Summary Compensation Table on page 24.

Role of Compensation Committee

The Compensation Committee is responsible for reviewing and overseeing our executive compensation programs. In connection with its duties, the Compensation Committee periodically reviews executive compensation programs and evaluates the relationship between the programs and performance. The Compensation Committee considers, among other things, the following factors in making decisions regarding executive compensation:

Our compensation philosophy;

Our financial and operational performance relative to peers and industry standards;

Aligning of executive interests with stockholder interests; and

Total compensation and the combination of compensation elements.

The Compensation Committee also develops the individual and corporate goals and objectives relevant to the compensation of our Chairman. The Compensation Committee, together with our Chairman, reviews the compensation components for our other executive officers.

Role of Management

Management assists the Compensation Committee in making compensation determinations in various ways. Our Chairman assesses the performance of the other named executives and makes recommendations regarding their compensation to the Compensation Committee. In addition, our Chairman, with the assistance of the Human Resources department, develops proposals regarding changes in compensation for review and approval by the Compensation Committee and assists the Compensation Committee in making compensation decisions by providing data necessary to evaluate and implement compensation proposals and programs.

The Compensation Committee has established a pool of stock options and has delegated to our Chairman and our Chief Executive Officer, acting jointly, the authority and discretion to make grants from such pool not exceeding 10,000 shares of Common Stock per grant. Our Chairman is required to periodically report these grants to the Compensation Committee. During 2008, options to purchase a total of 15,000 shares of Common Stock were granted from this pool to non-executives.

Table of Contents

Role of Compensation Consultant and other Advisors

Neither we nor the Compensation Committee has any contractual relationship with any compensation consultant. Periodically, however, we have engaged Hewitt Associates to assist with specific requests regarding equity compensation packages. In addition, from time to time we seek advice from legal counsel regarding current developments in laws and regulations relating to compensation matters.

2008 Executive Compensation Components

During 2008, our primary compensation programs were comprised of the following components:

Base Salary

Annual Incentive Awards

Long-Term Incentive Awards

CEO Compensation. On April 21, 2008, we entered into an employment agreement with Charles J. Stubbs, under which Mr. Stubbs assumed the responsibilities of our President and Chief Executive Officer and was elected to the Board of Directors on May 27, 2008. The Compensation Committee carefully considered, and was involved in the negotiation of, the compensatory aspects of Mr. Stubbs' employment agreement. The provisions of Mr. Stubbs' employment agreement reflect the Compensation Committee's and the Board's determination to make structural changes, as well as appropriate adjustments, to CEO compensation, including placing a greater emphasis on long-term equity incentives to better align the CEO's compensation with sustainable growth and long-term performance. For additional information, please see Compensation of Named Executives' Employment Agreements with Named Executives' below.

Base Salary. Base salaries for our named executives depend on the level of responsibility of the position, experience of the executive, performance of the executive and company objectives. In addition, we evaluate salaries paid in the competitive marketplace for executive talent and compare base salaries for comparable positions at other companies. While the Compensation Committee considers market data in making compensation decisions, it does not target compensation at a particular percentile or within any targeted range based on the data. The data is one of a variety of factors considered.

The Compensation Committee regularly monitors base salaries, and adjustments are made based upon company and executive performance and, if applicable, changes in position and responsibilities. Both financial and non-financial performance measures are considered when determining if any adjustment is warranted. If a named executive has responsibility for a particular business unit, the financial results of that unit are also considered.

In June 2008, at the request of our Chairman, the Compensation Committee approved changes to the Chairman's compensation structure to more closely parallel the compensation structure for our senior management team, including participation in the Long-Term Incentive

Table of Contents

Program described below. As a result, Mr. Nelson's annual base salary was reduced from \$500,000 to \$350,000, and his target bonus opportunity under the EICP, as described below, was reduced from 60% to 50% of annual earned base salary, in each case effective July 1, 2008. Also, in connection with our regular merit review process, Ms. Mayfield's annual base salary was increased from \$240,000 to \$250,000, effective April 1, 2008, and Mr. Belknap's annual base salary was increased from \$275,000 to \$292,000, effective October 1, 2008.

Annual Incentive Awards. During 2008, each of our named executives (other than named executives who are former employees) participated in our Executive Incentive Compensation Plan, or EICP. The EICP is an annual cash incentive program that provides cash awards that are contingent and based on pre-established financial targets. Awards are based on a percentage of the executive's earned base salary during the calendar year in which they participate in the EICP, except that Mr. Stubbs' target award for 2008 was set at a percentage of his annualized base salary under the terms of his employment agreement.

Each year, as part of our annual budget process, the Compensation Committee determines the components of the financial portion of the EICP for the next bonus period and sets the threshold, target and maximum levels for each component as well as the weighting of each component relative to the total award. The Compensation Committee considers specific circumstances relating to our current operations when determining the threshold, target and maximum levels.

For Ms. Payne and Messrs. Nelson, Stubbs and Belknap, the Compensation Committee determined that 80% of each named executive's EICP target award would be based on achievement of financial objectives relating to consolidated net revenue, EBITDA and net free cash flow (each as defined below), with each component accounting for 20%, 40% and 20%, respectively, of the total financial portion. For Ms. Mayfield and Mr. Clymer, the Compensation Committee determined that 80% of these named executives' EICP target awards would be based on achievement of financial objectives relating to net revenue and EBITDA for their respective divisions and consolidated net free cash flow, with each component accounting for 20%, 40% and 20%, respectively, of the total financial portion. For all named executives, the remaining 20% would be discretionary. For Ms. Payne and Messrs. Nelson, Stubbs and Belknap, 2008 objectives were defined:

Net Revenue: Total product and services revenue, excluding barter and intercompany revenue, which includes cross-promotion revenue. For 2008, the objective upon which bonuses were based was approximately \$313.6 million. The actual result applicable to these named executives was approximately \$302.2 million.

EBITDA: EBITDA, which for these purposes represents earnings before interest, taxes, depreciation, amortization, non-cash compensation, provision for restructuring costs and other, and any non-operating adjustments approved by the Committee. For 2008, the objective upon which bonuses were based was approximately \$73.4 million. The actual result applicable to these named executives was approximately \$69.6 million.

Net Free Cash Flow: EBITDA, plus/minus changes in working capital, non-cash EBITDA items and acquisition reserve payments. For 2008, the objective upon which

Table of Contents

bonuses were based was approximately \$52.9 million. The actual result applicable to these named executives was approximately \$53.4 million.

Bonus payments can range from no payment to 150% of an executive's target bonus, though historically they have ranged from 50% to 150%, and are contingent upon the extent to which pre-established objectives are met:

No payment for a particular financial objective of the EICP award unless the threshold performance level (90% of the Net Revenue objective; 85% of the EBITDA and Net Free Cash Flow objectives) is achieved;

Payment of at least 50% but less than 100% of the target bonus for a particular financial objective of the EICP award determined on a pro rata basis if the threshold performance level for that objective is achieved or exceeded, but the objective is not met;

Payment of at least 100% but less than 150% of the target bonus for a particular financial objective of the EICP award determined on a pro rata basis if the target performance level for that objective is achieved or exceeded, but the maximum performance level (110% of the Net Revenue objective; 115% of the EBITDA and Net Free Cash Flow objective) is not achieved; and

Payment of 150% of the target bonus for a particular financial objective of the EICP award if the maximum performance level for that objective is achieved or exceeded.

Following the completion of the audit of our consolidated financial statements for the prior year, the Compensation Committee, with the assistance of the Human Resources and Accounting departments, reviews actual performance in relation to each of the pre-determined financial objectives to determine financial achievement. Discretionary awards for named executives in most cases are determined by applying the weighted-average financial award percentage to the discretionary award target amounts. Payment of EICP bonuses is generally made as soon as practicable following the plan year.

The following table summarizes the total target awards and payments for each of the named executives participating in the EICP for 2008:

Name	2008 EICP Target (%)	2008 EICP Target (\$)	2008 EICP Payment (\$)
Dean B. Nelson	50	237,500	208,326
Charles J. Stubbs	65	325,000	285,077
Kim R. Payne	50	125,000	109,645
Arlene Mayfield	50	123,730	131,682
Keith L. Belknap	50	139,520	122,381
Jamison M. Clymer	50	110,721	66,433

Long-Term Incentive Program

Our named executives are eligible to receive either stock options or restricted stock under the PRIMEDIA 1992 Stock Purchase and Option Plan, as amended, which we refer to as the 1992 Plan. The Compensation Committee approves all grants of stock options or restricted

Table of Contents

stock, except for the pool established for our Chairman and our Chief Executive Officer acting jointly. Prior to 2008, the most recent broad-based grant of stock options or restricted stock occurred in December 2003.

Restricted Stock Awards. During 2008, the Compensation Committee approved a Long-Term Incentive Program for the 2008 through 2010 calendar years, under which individual restricted stock awards were granted for each year of the program to members of senior management, including our named executives (other than named executives who are former employees).

For each year of the program, the extent to which the restricted stock award vests, if at all, is contingent upon the extent to which we achieve the applicable consolidated target EBITDA (as defined under the EICP referenced above) for such year. The award for such year is forfeited if less than 90% of the target is achieved. Threshold vesting of 50% of the award occurs if 90% of the target is achieved. If the actual EBITDA is at least 90%, but less than 100%, of the target EBITDA for such year, then the award vests on a pro rata basis in the same manner as EICP awards are paid. If actual EBITDA meets or exceeds the target EBITDA for such year, then 100% of the award for such year vests.

For 2008, the target EBITDA was approximately \$73.4 million, and the actual result was approximately \$69.6 million. Therefore, 94.9% of the target was achieved, resulting in 74.5% of the 2008 awards vesting. The following table summarizes the number of shares underlying the target awards under the program, and the earned awards for 2008, for each of the named executives participating in the program:

Name	2008 Target Award	2008 Earned Award	2009 Target Award	2010 Target Award
Dean B. Nelson	20,000	14,895	40,000	40,000
Charles J. Stubbs	87,942	65,496	87,942	87,942
Kim R. Payne	10,000	7,448	10,000	10,000
Arlene Mayfield	20,000	14,895	20,000	20,000
Jamison M. Clymer	10,000	7,448	10,000	10,000
Keith L. Belknap	8,000	5,958	8,000	8,000

Stock Options. Stock options can provide an effective means to align the interests of executives with our stockholders, and the vesting schedule of option grants encourages executive retention. The Compensation Committee considers a number of factors when considering a grant of stock options, including the employee's base salary, performance and value of the options, as well as recommendations from management.

On June 13, 2008, the Compensation Committee approved incentive stock option grants under the 1992 Plan for approximately 50 employees, including the following named executives: Ms. Payne (30,000 shares); Ms. Mayfield (60,000 shares); Mr. Clymer (35,000 shares); and Mr. Belknap (24,000 shares). The exercise price of each of these stock option grants is \$6.42 per share, which was calculated as the greater of (i) the fair market value of a share of Common Stock on the date of grant (\$5.94) and (ii) the average closing sale price of a share of Common Stock for the 30 trading days ending on May 21, 2008 (\$6.42). Each

Table of Contents

option is exercisable with respect to one-third of the shares of Common Stock underlying the option on each of December 31, 2008, December 31, 2009 and December 31, 2010, and expires on the fifth anniversary of the date of grant.

Retirement Benefits

All of our employees are eligible to participate in the PRIMEDIA Thrift & Retirement Plan, which we refer to as the 401(k) Plan, following completion of one year of service. The 401(k) Plan is a defined contribution, tax-qualified retirement savings plan pursuant to which all eligible highly compensated employees, as defined in the 401(k) Plan, including the named executives, are able to contribute, on a before-tax or after-tax basis, the lesser of up to 7% of their annual base salary or the limit prescribed by the Internal Revenue Service, or IRS. All other eligible employees are able to contribute the lesser of 20% of their annual base salary or the limit prescribed by the IRS. We match 50% of the first 6% of base salary that is contributed to the 401(k) Plan by employees. All employee contributions to the Retirement Plan are 100% vested upon contribution, and PRIMEDIA contributions vest in 20% increments equally over a period of five years commencing on the employee's hire date. Other than the 401(k) Plan, we do not operate any pension or retirement plan that receives contributions or provides any additional retirement benefits specifically to our named executives.

Personal Benefits and Perquisites

We do not have an extensive personal benefits and perquisite program. However, we provide named executives with limited perquisites and other personal benefits that we believe provide economic value to the executive and assist us in attracting, retaining and motivating key executives. Personal benefits and perquisites are designed to be reasonable, competitive and consistent with our overall compensation philosophy.

Personal benefits and perquisites have included reimbursement of certain relocation expenses (including tax gross-up payments), use of corporate apartments and parking allowances. Other than these personal benefits and perquisites, our named executives have the same benefits as provided to other employees. We report the costs of personal benefits and perquisites for our named executives in the Summary Compensation Table on page 24.

Severance Payments

We believe that it is important to provide reasonable severance benefits to senior management both to remain competitive in the market for executive talent and in acknowledgement that it may be difficult for these employees to find comparable positions in a short period of time. Generally, each member of our senior management (other than our Chairman) is entitled to severance payments in the event that he or she is terminated by us without cause, as defined in his or her employment or severance agreement. For additional information, please see Compensation of Named Executives Employment Agreements with Named Executives and Severance Agreements with Named Executives and Potential Payments Upon Termination or Change in Control below.

Table of Contents

Tax and Accounting Implications

In overseeing our executive compensation program, the Compensation Committee reviews and considers the effect of Section 162(m) of the Internal Revenue Code, which provides that a company may not deduct compensation of more than \$1 million that is paid to certain individuals. The Compensation Committee seeks to preserve the tax deductibility of compensation; however, it has authorized, and will continue to retain the right to authorize, compensation that may not meet deductibility requirements if it determines that such compensation is in the best interests of our stockholders. The Compensation Committee believes it must retain flexibility to exercise its judgment in assessing executive performance and that compensation for executive officers should be governed by our overall executive compensation philosophy and the interests of our stockholders, notwithstanding the effect of such compensation on deductibility in any given year.

Securities Trading Policy

Executives may not engage in any transaction in which they may profit from short-term speculative swings in the value of PRIMEDIA securities. This prohibition includes short sales (selling borrowed securities that the seller hopes can be purchased at a lower price in the future) or short sales against the box (selling owned, but not delivered, securities), put and call options (publicly available rights to sell or buy securities within a certain period of time at a specified price or the like) and other hedging transactions designed to minimize an executive's risk inherent in owning PRIMEDIA securities, such as zero-cost collars and forward sale contracts. In addition, this policy is designed to ensure compliance with all insider trading rules.

Stock Ownership Guidelines

We do not currently have a formal stock ownership requirement for executives, but each of our named executives (other than named executives who are former employees) owns shares of our Common Stock.

Table of Contents**COMPENSATION OF NAMED EXECUTIVES****Summary Compensation Table**

The following table sets forth information with respect to the compensation of each individual who served as our Chief Executive Officer or Chief Financial Officer during 2008, our three other most highly compensated employees as of the end of 2008 and two additional former employees. These individuals are collectively referred to as our named executives.

Name and Principal Position(1)	Year	Salary (\$)	Bonus (\$)(2)	Stock Awards (\$)(3)	Option Awards (\$)(4)	Non-Equity Incentive Plan Compensation (\$)(5)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)(6)	Total (\$)
Dean B. Nelson Chairman and former interim President and Chief Executive Officer	2008	425,576	41,665	85,377		166,660		11,700	730,978
	2007	875,000	1,105,000			420,000		17,325	2,417,325
	2006	1,000,000	112,885			451,538		17,100	1,581,523
Charles J. Stubbs President and Chief Executive Officer	2008	296,153	207,015	924,995		228,062		344,613	2,000,838
Kim R. Payne Senior Vice President and Chief Financial Officer	2008	250,000	21,929	42,689	29,100	87,716		7,044	438,478
	2007	212,500	27,782			63,643		6,375	310,300
Arlene Mayfield Senior Vice President and President, Apartment Guide and New Home Guide	2008	247,461	26,336	85,377	58,200	105,346		7,857	530,577
	2007	238,673	24,317			209,139		6,649	478,778
Jamison M. Clymer President, Rentals.com	2008	221,442	103,421	42,689	33,950	45,012		84,691	531,205
Keith L. Belknap Senior Vice President, General Counsel and Secretary	2008	279,119	24,476	34,151	23,280	97,905		6,695	465,626
Robert C. Metz Former President and Chief Executive Officer	2008	171,634			19,475			938,987	1,130,096
	2007	506,250	43,463	309,122		426,861		4,500	1,290,196
	2006	500,000	27,354	322,988		491,478		4,767	1,346,587
Robert J. Sforzo Former Senior Vice President and Chief Accounting Officer	2008	118,461	200,000					503,425	821,886
	2007	280,000	128,000			112,000		10,125	530,125
Carl F. Salas Former Senior Vice President and Treasurer	2008	118,461	200,000					341,887	660,348
	2007	280,000	103,000			112,000		10,048	505,048

Edgar Filing: PRIMEDIA INC - Form DEF 14A

(1) Mr. Nelson's annual base salary was reduced from \$500,000 to \$350,000 effective July 1, 2008.

Mr. Stubbs joined PRIMEDIA on May 27, 2008. His annualized base salary for 2008 was \$500,000.

Ms. Mayfield's annual base salary was increased from \$240,000 to \$250,000 effective April 1, 2008.

Mr. Clymer joined PRIMEDIA on January 21, 2008. His annualized base salary for 2008 was \$235,000.

Mr. Belknap's annual base salary was increased from \$275,000 to \$292,000 effective October 1, 2008.

Mr. Metz separated from PRIMEDIA effective April 25, 2008.

Messrs. Sforzo and Salas separated from PRIMEDIA effective May 31, 2008.

(2) This column reflects amounts earned for 2008 and, if applicable, 2006 or 2007, or both, under the discretionary portion of the EICP described on pages 19 through 20.

Table of Contents

For Mr. Nelson, the amount for 2007 includes a payment of \$105,000 under the EICP (discretionary portion) and a special bonus of \$1,000,000 related to the sale of our Enthusiast Media segment.

For Mr. Stubbs, the amount includes a payment of \$57,015 under the EICP (discretionary portion) and a sign-on bonus of \$150,000 under his employment agreement.

For Mr. Clymer, the amount includes a payment of \$21,421 under the EICP (discretionary portion) and a sign-on bonus of \$82,000.

For Mr. Sforzo, the amount for 2008 reflects the final installment of a retention payment under his employment agreement of \$200,000, and the amount for 2007 includes a payment of \$28,000 under the EICP (discretionary portion) and the first installment of a retention payment under his employment agreement of \$100,000.

For Mr. Salas, the amount for 2008 reflects the final installment of a retention payment under his employment agreement of \$200,000, and the amount for 2007 includes a payment of \$28,000 under the EICP (discretionary portion) and the first installment of a retention payment under his employment agreement of \$75,000.

(3) Amounts in this column reflect the compensation expense recognized by PRIMEDIA for financial statement reporting purposes with respect to restricted stock under FAS123(R). These values have been determined based on the assumptions set forth in Note 13 to our consolidated financial statements for the years ended December 31, 2008, 2007 and 2006, disregarding for this purpose the estimate of forfeitures related to service-based vesting conditions. These amounts reflect the Company's accounting expense for these awards, which do not correspond to the actual value that will be recognized by the named executives.

(4) Amounts in this column reflect the compensation expense recognized by PRIMEDIA for financial statement purposes with respect to outstanding stock options under FAS123(R). These values have been determined based on the assumptions set forth in Note 13 to our consolidated financial statements for the years ended December 31, 2008, 2007 and 2006, disregarding for this purpose the estimate of forfeitures related to service-based vesting conditions. These amounts reflect the Company's accounting expense for these awards, which do not correspond to the actual value that will be recognized by the named executives.

(5) This column reflects amounts earned for 2008 and, if applicable, 2007 or 2006, or both, under the financial portion of the EICP described on pages 19 through 20.

(6) For Mr. Nelson, amounts reflect (a) \$6,900, \$6,750 and \$6,600 in matching funds contributed by PRIMEDIA to the Retirement Plan in 2008, 2007 and 2006, respectively, (b) \$3,375 and \$3,300 in unmatched contributions by PRIMEDIA to the Retirement Plan in 2007 and 2006, respectively, and (c) an annual parking allowance of \$4,800 in 2008 and \$7,200 in each of 2007 and 2006. The annual parking allowance was discontinued in August 2008.

For Mr. Stubbs, amount reflects relocation assistance of \$344,613, including a housing reimbursement of \$150,000 and tax gross-up payments of \$62,884 for income imputed to Mr. Stubbs. For further information, please see Employment Agreements with Named Executives below.

For Ms. Payne, amounts reflect \$6,644 and \$6,375 in matching funds contributed by PRIMEDIA to the Retirement Plan in 2008 and 2007, respectively, and a \$400 demutualization payment in 2008.

For Ms. Mayfield, amounts reflect \$6,657 and \$6,649 in matching funds contributed by PRIMEDIA to the Retirement Plan in 2008 and 2007, respectively, and a \$1,200 demutualization payment in 2008.

For Mr. Clymer, amount reflects relocation assistance of \$84,691.

For Mr. Belknap, amount reflects \$6,470 in matching funds contributed by PRIMEDIA to the Retirement Plan and a \$225 demutualization payment.

For Mr. Metz, amounts reflect (a) \$3,231, \$4,500 and \$4,400 in matching funds contributed by PRIMEDIA to the Retirement Plan in 2008, 2007 and 2006, respectively, (b) in 2006, \$367 in interest on amounts previously accrued in the Restoration Plan, which plan was terminated in 2006, and (c), in 2008, a \$400 demutualization payment and \$935,356 in severance and other benefits payable under his employment agreement in connection with his resignation from PRIMEDIA. For more information regarding severance payments made to Mr. Metz, please see Employment Agreements with Named Executives below.

Edgar Filing: PRIMEDIA INC - Form DEF 14A

For Mr. Sforzo, amounts reflect (a) \$3,554 and \$6,750 in matching funds contributed by PRIMEDIA to the Retirement Plan in 2008 and 2007, respectively, (b) \$3,375 in unmatched contributions by PRIMEDIA to the Retirement Plan in 2007, and (c), in 2008, \$499,871 in severance and other benefits payable under his employment agreement in connection with his resignation from PRIMEDIA. For more information regarding severance payments made to Mr. Sforzo, please see [Severance Agreements with Named Executives](#) below.

For Mr. Salas, amounts reflect (a) \$3,554 and \$6,654 in matching funds contributed by PRIMEDIA to the Retirement Plan in 2008 and 2007, respectively, (b) \$3,375 in unmatched contributions by PRIMEDIA to the Retirement Plan in 2007, and (c), in 2008, \$338,333 in severance and other benefits payable under his employment agreement in connection with his resignation from PRIMEDIA. For more information regarding severance payments made to Mr. Salas, please see [Severance Agreements with Named Executives](#) below.

Table of Contents**Grants Of Plan-Based Awards For 2008**

The following table summarizes the grants of plan-based awards to each of the named executives for the year ended December 31, 2008:

Name of Executive	Grant Date	Grants of Plan-Based Awards for 2008						All Other Stock Awards: Number of Shares or Stock Units (#)(3)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh) (4)	Grant Date Fair Value of Stock and Options Awards (\$) (5)
		Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)						
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
Dean B. Nelson	01/22/08 06/13/08	118,750	237,500	356,250							
					10,000	20,000	20,000			114,600	
Charles J. Stubbs	01/22/08 06/13/08	162,500	325,000	487,500				234,512			
					43,971	87,942	87,942			1,745,450	
Kim R. Payne	01/22/08 06/13/08	62,500	125,000	187,500					30,000	6.42	
					5,000	10,000	10,000			144,600	
Arlene Mayfield	01/22/08 06/13/08	61,865	123,730	185,595					60,000	6.42	
					10,000	20,000	20,000			289,200	
Jamison M. Clymer	01/22/08 06/13/08	55,360	110,721	166,081					35,000	6.42	
					5,000	10,000	10,000			159,150	
Keith L. Belknap	01/22/08 06/13/08	69,760	139,520	209,280					24,000	6.42	
					4,000	8,000	8,000			115,680	

- (1) Amounts represent the potential threshold, target and maximum EICP awards that could have been achieved for the 2008 performance year. Actual payments made are set forth in the Bonus and Non-Equity Incentive Plan Compensation columns of the Summary Compensation Table.
- (2) We granted performance-based restricted stock to our named executives in June 2008. For additional information regarding these grants, please see Compensation Discussion and Analysis Long-Term Incentive Program Restricted Stock above. Also in June 2008, we granted the same number of target shares of restricted stock reflected in this column to our named executives for each of 2009 and 2010. However, in accordance with FAS 123(R), we did not recognize any compensation cost in 2008 for these grants because the performance measures that will form the basis for vesting of these shares of restricted stock were not known as of December 31, 2008. These performance measures were set for the 2009 grants in March 2009 and are expected to be set for the 2010 grants in the first quarter of 2010.
- (3) Amount includes grants of (a) 87,942 shares of Common Stock, which vest on December 31, 2010, and (b) 146,570 shares of Common Stock, which vest on May 27, 2009, in each case so long as Mr. Stubbs remains employed through such dates. These grants are subject to earlier vesting as more fully described under Employment Agreements with Named Executives below.
- (4) Amounts reflect greater than fair market value on the date of grant. For additional information, please see Compensation Discussion and Analysis Long-Term Incentive Program Stock Options above.
- (5) Amounts in this column reflect Fair Value at the time of grant under FAS123(R), which do not correspond to the actual value that will be recognized by the named executives. These values have been determined based on the assumptions set forth in Note 13 to our consolidated financial statements for the year ended December 31, 2008.

Outstanding Equity Awards At Fiscal Year-End For 2008

The following table summarizes the equity awards granted to our named executives that were outstanding as of December 31, 2008:

Name of Executive	Option Awards(1)					Stock Awards(2)					
	Option Grant Date	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Stock Award Grant	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested
Alan B. Nelson	07/26/2002	300,000.0(3)			10.800	07/26/2012	06/13/2008	80,000	173,600	5,105	11,000
Charles J. Stubbs							05/27/2008	410,396	890,559	22,446	48,700
John R. Payne	07/28/1999	41.7			93.375	07/28/2009					
	10/05/2001	83.3			11.100	10/05/2011					
	06/13/2008	10,000	20,000		6.4200	12/31/2013	06/13/2008	20,000	43,400	2,552	5,500
Gene Mayfield	07/28/1999	125.0			93.375	07/28/2009					
	10/05/2001	125.0			11.100	10/05/2011					
	06/13/2008	20,000	40,000		6.4200	12/31/2013	06/13/2008	40,000	86,800	5,105	11,000
Timison M. Clymer	06/13/2008	11,666.6	23,333.3		6.4200	12/31/2013	06/13/2008	20,000	43,400	2,552	5,500
Keith L. Belknap	06/13/2008	8,000	16,000		6.4200	12/31/2013	06/13/2008	16,000	34,720	2,042	4,400
Bert C. Metz	07/28/1999	3,333.3			93.375	07/28/2009					
	10/05/2001	15,833.3			11.100	10/29/2009					

Table of Contents

(1) Stock options granted in 2008 vest 33.33% on each of December 31, 2008, 2009 and 2010. Stock options granted in 1998, 1999 or 2000 vest 20% each year for five years from the date of grant; stock options granted in 2001 vest 25% each year for four years from the date of grant; and stock options granted in 2003 vest 33.33% each year for three years from the date of grant.

(2) For additional information regarding these grants, please see Compensation Discussion and Analysis Long-Term Incentive Program Restricted Stock Awards above.

(3) Represents options to purchase 300,000 shares of Common Stock issued to Capstone Consulting LLC, or KKR Capstone, a consulting firm. Mr. Nelson, our Chairman, is CEO of KKR Capstone and possesses sole voting and investment power with respect to such options.

Option Exercises And Stock Vested For 2008

The following table shows the stock options exercised by named executives during 2008 and each named executive's restricted stock awards that vested during 2008:

Name of Executive	Option Exercises and Stock Vested for 2008			
	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)(1)	Value Realized on Vesting (\$)(1)
Dean B. Nelson			14,895	24,875
Charles J. Stubbs			65,496	109,378
Kim R. Payne			7,448	12,438
Arlene Mayfield			14,895	24,875
Jamison M. Clymer			7,448	12,438
Keith L. Belknap			5,958	9,949

(1) Represents the number of shares acquired upon vesting of restricted stock and the value realized based on the closing share price for our Common Stock on the date of vesting, each before payment of any applicable taxes.

Pension Benefits For 2008

We do not have in place any plans that provide for specified retirement payments and benefits or payments and benefits to be paid in connection with the retirement of a named executive. As further described under Compensation Discussion and Analysis Retirement Benefits above, all of our employees, including named executives, are eligible to participate in the 401(k) Plan, which is a tax-qualified, defined contribution retirement savings plan. Amounts contributed by PRIMEDIA to the 401(k) Plan in 2008 on behalf of named executives are set forth in the Summary Compensation Table on page 24.

Non-Qualified Deferred Compensation Plan

We do not have in place any non-qualified deferred compensation plans other than the Directors' Deferred Compensation Plan described on pages 13 and 14.

Employment Agreements with Named Executives

Charles J. Stubbs. In 2008, we entered into an employment agreement with Mr. Stubbs. The initial term of the employment agreement is three years. Subject to various conditions, the employment agreement automatically renews for additional one year periods.

Edgar Filing: PRIMEDIA INC - Form DEF 14A

Under the terms of the agreement, Mr. Stubbs is provided an annual base salary, which, in the discretion of our Board, may be reviewed biannually. Upon being named our President

Table of Contents

and Chief Executive Officer, Mr. Stubbs was entitled to a one-time signing bonus of \$150,000, which must be repaid if his employment is terminated under certain conditions prior to May 27, 2009. As part of his total compensation package, Mr. Stubbs is eligible to receive a target annual EICP bonus of at least 65% of his annual base salary (with an opportunity to earn up to 150% of his annual target amount).

The agreement provides for various relocation benefits, including temporary lodging and reimbursement for related costs. We also agreed to pay Mr. Stubbs up to \$500,000 as a housing reimbursement intended to compensate him should he be unable to sell his home in Pasadena, California at market value. We also reimbursed Mr. Stubbs for realtor fees incurred in the sale of his home, moving expenses and for airfare in connection with his and his family's travel between Atlanta, Georgia and his former residence in Pasadena, California during the relocation process. We also agreed to pay additional amounts to Mr. Stubbs such that he would not incur any tax costs with respect to such relocation payments and benefits, other than with respect to the housing reimbursement.

In order to compensate Mr. Stubbs for the forfeiture of equity awards that were forfeited upon his resignation from his former employer, the agreement provides that Mr. Stubbs will be granted 146,570 shares of restricted Common Stock that will vest on May 27, 2009, should he remain employed with us through such date. Mr. Stubbs was also granted an additional 87,942 shares of restricted Common Stock that will vest on December 31, 2010, should he remain employed with us through such date. These time-vested shares of restricted stock will vest earlier if Mr. Stubbs terminates his employment for good reason or we terminate his employment without cause or upon Mr. Stubbs' death or disability (as such terms are defined in the employment agreement).

The employment agreement further provides for aggregate grants of 263,826 shares of restricted Common Stock under our Long-Term Incentive Program for the 2008 through 2010 calendar years. These performance-based, shares of restricted stock are more fully described under Compensation Discussion and Analysis Long-Term Incentive Program above. Vesting of these shares also is subject to Mr. Stubbs' continued employment and will be forfeited if his employment is terminated for any reason prior to vesting, except as described below.

Mr. Stubbs is entitled to dividend payments on vested restricted stock; however, with regard to dividends that would otherwise be paid on stock associated with any unvested restricted stock, dividend payments will be accrued and paid when and if such restricted stock ultimately vests. After vesting, Mr. Stubbs' restricted stock awards will be generally subject to transfer restrictions for a period of three years, unless Mr. Stubbs' employment is terminated without cause, he terminates his employment for good reason, or Mr. Stubbs dies or becomes disabled, at which time they will no longer be subject to restrictions on transfer. If Mr. Stubbs' employment is terminated for any other reason, transfer restrictions on any vested restricted stock awards will generally remain in effect.

The employment agreement provides that upon the sale of Common Stock held by affiliates of Kohlberg Kravis Roberts & Co. L.P., or KKR, such that any person or entity other than affiliates of KKR holds greater than 50% of the voting power of our Common Stock, and, at any time thereafter, Mr. Stubbs' employment is terminated without cause or Mr. Stubbs

Table of Contents

resigns for good reason, then any of the unvested restricted stock awards described above will immediately vest and any transfer restrictions on such awards will immediately lapse.

In the event Mr. Stubbs' employment is terminated by us without cause or by Mr. Stubbs' for good reason, he generally would be entitled to receive the following (subject to the execution of a general release of claims against PRIMEDIA):

payment of any amount of his base salary earned but unpaid through the date of termination;

continued payment of his base salary for a period of 18 months following the date of termination;

a lump sum payment equal to a pro rata portion of the EICP bonus, if any, Mr. Stubbs would have received for the year of termination had he remained employed;

a lump sum payment equal to 1.5 times Mr. Stubbs' target bonus opportunity under the EICP for the year in which the termination occurs;

an ability for him and his family to continue to participate in PRIMEDIA's health and welfare plans;

payment of other accrued obligations and benefits, such as earned but unpaid bonuses, expense reimbursements, and accrued but unused vacation days; and

as applicable, a gross-up payment for excise taxes imposed pursuant to Section 4999 of the Internal Revenue Code, or the Code, that may be due as the result of a change of control (as defined in Section 280G of the Code) of PRIMEDIA. If Mr. Stubbs' employment is terminated by us for cause or Mr. Stubbs voluntarily terminates his employment for other than good reason, he generally would be entitled to receive the following:

any accrued amount of his base salary earned but unpaid through the date of termination;

payment of other accrued obligations and benefits, such as earned but unpaid bonuses, expense reimbursements, and accrued but unused vacation days; and

if applicable, a gross up payment of the kind referred to above.

In the event Mr. Stubbs' employment is terminated due to his death or disability, he (or his beneficiaries as the case may be) generally would be entitled to receive the following:

a lump sum payment of his base salary through the end of the month in which the termination occurs;

payment of an amount equal to 65% of his base salary in lieu of any annual bonus payment for the year in the termination occurs;

Table of Contents

in the case of Mr. Stubbs disability, disability benefits in accordance with our long-term disability program;

payment of other accrued obligations and benefits such as earned but unpaid bonuses, expense reimbursements, and accrued but unused vacation days; and

if applicable, a gross up payment of the kind referred to above.

The employment agreement includes non-competition covenants and non-solicitation restrictions. While Mr. Stubbs is employed by PRIMEDIA and for a period of 18 months thereafter, Mr. Stubbs is restricted from activities involving competing businesses, customers, suppliers or employees of PRIMEDIA. Mr. Stubbs is also subject to confidentiality obligations to us both during and after his employment. In the event of a material violation of these restrictive covenants, Mr. Stubbs would forfeit his rights to certain of the equity awards and termination benefits described above.

Robert J. Sforzo. In 2005, we entered into an employment agreement with Mr. Sforzo that expired on May 31, 2008. Under the agreement, Mr. Sforzo was paid an annual salary of \$280,000 and participated in the EICP at a target of 50% of earned base salary. In addition, Mr. Sforzo was entitled to one-time stay bonuses of \$100,000 and \$200,000 if he remained employed by PRIMEDIA on March 31, 2007 and May 31, 2008, respectively. Mr. Sforzo separated from PRIMEDIA on May 31, 2008. The Company made the following payments to Mr. Sforzo upon his resignation: \$420,000 severance, \$200,000 stay bonus, \$58,333 EICP and \$21,538 vacation term payout.

Carl F. Salas. In 2006, we entered into an employment agreement with Mr. Salas that expired on May 31, 2008. Under the agreement, Mr. Salas was paid an annual salary of \$280,000 and participated in the EICP at a target of 50% of earned base salary. In addition, Mr. Salas was entitled to one-time stay bonuses of \$75,000 and \$200,000 if he remained employed by PRIMEDIA on March 31, 2007 and May 31, 2008, respectively. Mr. Salas separated from PRIMEDIA on May 31, 2008. The Company made the following payments to Mr. Salas upon his resignation: \$280,000 severance, \$200,000 stay bonus and \$58,333 EICP.

Severance Agreements with Named Executives

Kim R. Payne, Arlene Mayfield and Jamison M. Clymer. We have entered into a severance agreement with each of Ms. Payne, Ms. Mayfield and Mr. Clymer that provides for the payment to the named executive of 12 months base salary at the rate being paid on the date of termination, payable bi-weekly on regular pay dates, if we terminate the named executive's employment without cause. The named executive also is entitled to any EICP bonus for completed calendar years that are unpaid on the date of termination. Payments are contingent upon the named executive executing a separation and release agreement in the form being used by us at the time of termination.

Keith L. Belknap. We have entered into an agreement with Mr. Belknap that provides for the payment to him of 12 months base salary at the rate being paid on the date of termination, payable in a single lump sum, if we terminate his employment without cause or Mr. Belknap voluntarily terminates his employment for good reason, as defined in the agreement. Mr. Belknap also is entitled to any EICP bonuses that are unpaid on the date of termination.

Table of Contents

Payments are contingent upon Mr. Belknap executing a separation and release agreement in the form attached to the agreement.

Robert C. Metz. Mr. Metz served as our President and CEO from September 1, 2007 until April 25, 2008. Mr. Metz also served as Chief Executive Officer of an operating subsidiary of the Company for over 19 years. In connection with Mr. Metz's resignation, the Company agreed to make severance payments to Mr. Metz consistent with amounts that would have been payable to him under his severance agreement had his employment been terminated without cause: \$787,500 (equal to 18 months' base salary), payable bi-weekly on regular pay dates over 18 months; \$551,250 (equal to 1.5 times target EICP bonus for 2008), payable no later than April 15, 2009; and \$74,155 (equal to a prorated portion of target long-term bonus compensation for 2008), payable no later than March 31, 2009. In addition, under the agreement, on the 18-month anniversary of his termination date, all of his unvested stock options and restricted stock granted prior to December 31, 2004 would vest. As consideration for these severance benefits, Mr. Metz agreed not to compete with PRIMEDIA or solicit any of our employees for a period of 18 months following the date of termination. If he breaches either of these covenants, he is obligated to return to us severance payments and prorated portions of any restricted stock that vested under the terms of this agreement.

Table of Contents**POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL**

We do not have agreements with any named executives that would result in payments to them solely upon a change in control of PRIMEDIA. In addition, we have not entered into any agreement with Dean Nelson, our Chairman, that would entitle Mr. Nelson to any payments upon termination of his employment. However, under the employment and severance agreements discussed under Compensation of Named Executives above, other named executives would be entitled to severance benefits upon termination of employment under certain circumstances. Further, our Compensation Committee retains discretion to provide additional benefits to senior executives upon termination or resignation if it determines the circumstances so warrant.

Termination Without Cause or Resignation for Good Reason

The following table sets forth the value of the benefits each of the named executives would have received if his or her employment had been terminated on December 31, 2008, and such termination was either a termination by us without cause or, in the case of Messrs. Stubbs or Belknap, a resignation by the employee for good reason. The actual amount of termination benefits can only be determined at the time of an executive's separation from employment. In addition, any unvested restricted stock awards previously granted to Mr. Stubbs immediately vest upon the termination of his employment by us without cause or by Mr. Stubbs for good reason following a change in control of PRIMEDIA, as defined in his employment agreement. As of December 31, 2008, the value of such stock awards was \$1,081,393, based on the closing share price for our Common Stock on such date. This arrangement and all other arrangements underlying the values in this section are described under Compensation of Named Executives Employment Agreements with Named Executives and Severance Agreements with Named Executives above.

	Termination Without Cause				
	Stubbs	Payne	Mayfield	Clymer	Belknap
Salary Continuation	\$ 750,000	\$ 250,000	\$ 250,000	\$ 235,000	\$ 292,000
Bonus	772,577	109,645	131,682	66,433	122,381
Total Cash	1,522,577	359,645	381,682	301,433	414,381
Health Coverage	20,862				
Earned Vacation	46,153	27,885	27,885	21,692	26,954
Total Benefits	67,015	27,885	27,885	21,692	26,954
Total	\$ 1,589,592	\$ 387,530	\$ 409,567	\$ 323,125	\$ 441,335

Termination Due to Death or Permanent Disability

In the event of a termination of employment of any of our current named executives by reason of death or permanent disability, all of the employee's unvested restricted stock awards and outstanding stock option awards would immediately vest or become exercisable, as the case may be. As of December 31, 2008, the exercise prices of all stock options held by our current named executives was less than the closing share price for our Common Stock. Therefore, there was no value in such stock options as of such date.

The following table quantifies for each of our named executives the value of such employee's unvested restricted stock awards that would have vested if his or her employment had terminated on December 31, 2008 as a result of death or permanent disability. These amounts are based on the closing share price for our Common Stock on such date.

	Nelson	Stubbs	Payne	Mayfield	Clymer	Belknap
Value of Accelerated Awards	\$ 217,000	\$ 1,081,393	\$ 65,100	\$ 130,200	\$ 65,100	\$ 52,080

Table of Contents**STOCK OWNERSHIP****Stock Ownership of our Directors, Executive Officers and Certain Beneficial Owners**

The following table sets forth information regarding the beneficial ownership of our Common Stock as of April 6, 2009 by (i) each beneficial owner of more than five percent of our outstanding Common Stock, (ii) each of our Directors and named executives and (iii) all of our Directors and executive officers as a group:

Name	Number of Shares Beneficially Owned(1)	Percentage
Beneficial Owners over 5%		
KKR Associates, L.P.(2) 9 West 57th Street New York, New York 10019	17,814,376	40.44%
KKR 1996 GP LLC(3) 9 West 57th Street New York, New York 10019	9,510,005	21.59%
Marathon Asset Management Limited(4) Orion House, 5 Upper St. Martin s Lane London, WC2H 9EA United Kingdom	4,540,177	10.31%
Glenview Capital Management, LLC(5) 767 Fifth Avenue, 44 th Floor New York, New York 10153	2,497,052	5.67%
Directors		
David A. Bell(6)	39,415	*
Beverly C. Chell(6)(7)	132,799	*
Daniel T. Ciporin(6)	49,417	*
Meyer Feldberg(6)	44,999	*
Perry Golkin(2)(3)(8)	52,469	*
H. John Greeniaus(6)	132,299	*
Dean B. Nelson(2)(6)(9)	522,270	1.19%
Kevin J. Smith(6)	34,417	*
Thomas C. Uger(2)(3)		*
Charles J. Stubbs(10)	216,875	*
Other Named Executives(11)		
Kim R. Payne(6)	29,674	*
Arlene Mayfield(6)	58,467	*
Keith L. Belknap(6)	21,655	*
Jamison M. Clymer(6)	16,235	*
All Directors and executive officers as a group (15 persons)(11)	1,350,991	3.07%

* Less than one percent

(1) For purposes of this table, a person or group is deemed to have beneficial ownership of any shares as of a given date which such person has voting power, investment power or has the right to acquire within 60 days after such date. For purposes of computing the percentage of outstanding shares held by each person or group of persons named above on a given date, any security which such person or persons has the right to acquire within 60 days after such date is deemed to be outstanding, but is not deemed to be outstanding for the purpose of computing the percentage of ownership of any other person. Except as otherwise noted, each beneficial owner of more than five percent of our Common

Edgar Filing: PRIMEDIA INC - Form DEF 14A

Stock and each Director and executive officer has sole voting and investment power over the shares reported.

- (2) Shares of Common Stock shown as owned by KKR Associates, L.P. are owned of record by MA Associates, L.P., FP Associates, L.P., Magazine Associates, L.P., Publishing Associates, L.P., Channel One Associates, L.P., and KKR Partners

Table of Contents

II, L.P., of which KKR Associates, L.P. is the general partner and as to which it possesses sole voting and investment power. Henry R. Kravis, George R. Roberts, Perry Golkin (a Director of PRIMEDIA), Paul E. Raether, Michael W. Michelson, James H. Greene, Edward A. Gillhuly and Scott M. Stuart, as the general partners of KKR Associates, L.P., may be deemed to share beneficial ownership of the shares shown as beneficially owned by KKR Associates, L.P. Such persons disclaim beneficial ownership of such shares. Thomas Uger (a Director of PRIMEDIA) is a limited partner of KKR Associates, L.P. and an executive of KKR. Dean Nelson (a Director of PRIMEDIA) is a member of KKR. Each of Mr. Uger and Mr. Nelson also disclaims beneficial ownership of such shares.

- (3) Of the shares shown as owned by KKR 1996 GP LLC, 8,198,339 shares are represented by shares of our Common Stock and 1,311,666 shares are represented by warrants to purchase 1,311,666 shares of our Common Stock, which are currently exercisable by the holder. The shares of Common Stock and the warrants to purchase Common Stock shown as owned by KKR 1996 GP LLC are owned of record by KKR 1996 Fund L.P., of which KKR Associates 1996 L.P. is the sole general partner. KKR 1996 GP LLC is the sole general partner of KKR Associates 1996 L.P. and possesses sole voting and investment power. Henry R. Kravis, George R. Roberts, Perry Golkin, Paul E. Raether, Michael W. Michelson, James H. Greene, Todd A. Fisher, Johannes P. Huth and Alexander Navab are the members of KKR 1996 GP LLC. Each of such individuals disclaims beneficial ownership of such shares and warrants.
- (4) Information based solely upon Schedule 13G filed with the SEC on January 12, 2009 by M.A.M. Investments Ltd., Marathon Asset Management (Services) Ltd., Marathon Asset Management LLP, William James Arah, Jeremy John Hosking and Neil Mark Ostrer (collectively the Marathon Reporting Persons). According to the filing, the Marathon Reporting Persons have shared dispositive power over 4,465,177 shares and shared voting power over 3,205,710, shares and Mr. Hosking has sole voting and dispositive power over 75,000 shares.
- (5) Information based solely upon Schedule 13G/A filed with the SEC on February 17, 2009 by Glenview Capital Management , LLC and Lawrence M. Robbins (collectively, the Glenview Reporting Persons). According to the filing, the Glenview Reporting Persons have shared voting and dispositive power for all the shares.
- (6) Of the shares shown, shares underlying vested options and options that will vest within 60 days of April 6, 2009 are: 71,667 shares held by Ms. Chell, 11,375 shares held by Ms. Payne, 21,917 shares held by Ms. Mayfield, 37,499 shares held by each of Messrs. Bell, Feldberg and Greeniaus, 19,417 shares held by each of Messrs. Ciporin and Smith, and 8,000 shares, and 11,666 shares held by Messrs. Belknap and Clymer respectively. If shares are acquired, the Director or executive officer would have sole discretion as to voting and investment.
- (7) Of the shares shown as owned, 1,667 shares are owned of record by Robert M. Chell and 1,833 shares are owned of record by the Robert and Beverly Chell Foundation over which Ms. Chell has shared voting and investment power.
- (8) Of the shares shown as owned, 51,969 shares are represented by shares Mr. Golkin is entitled to receive pursuant to the Directors' Deferred Compensation Plan. See Director Compensation for a description of the Directors' Deferred Compensation Plan.
- (9) Of the shares shown as owned, 300,000 shares are shares underlying options to purchase our Common Stock issued to Capstone Consulting LLC, or KKR Capstone, a consulting firm to PRIMEDIA, which options are currently exercisable by KKR Capstone, and 166,667 shares are owned by KKR Capstone. Mr. Nelson, our Chairman, is the Chief Executive Officer of KKR Capstone and possesses sole voting and investment power with respect to such options and shares.
- (10) Of the shares shown as owned, 146,570 shares are time-vested shares of restricted stock that will vest on May 27, 2009, should Mr. Stubbs remain employed with PRIMEDIA through such date.
- (11) Excludes named executives who were not employees of PRIMEDIA as of April 6, 2009.

Table of Contents**Equity Compensation Plan Information**

The following table provides information about shares of our Common Stock that may be issued upon the exercise of options, warrants and other rights and other equity compensation under our equity compensation plans as of 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 (\$)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (#)
Equity Compensation Plans Approved By Security Holders	2,406,344	37.67	1,851,812(1)
Equity Compensation Plans Not Approved by Security Holders(2)(3)(4)	300,000(5)	10.80	0
Total	2,706,344		1,851,812

(1) Represents shares of our Common Stock that may be issued pursuant to future awards under the Plans.

(2) The number of shares issuable pursuant to the Directors' Deferred Compensation Plan is not presently determinable.

(3) The table does not include information for the following equity compensation plans and options and other warrants and rights assumed by PRIMEDIA, including its subsidiaries, in connection with mergers and acquisitions, pursuant to which there remain outstanding options or other warrants or rights (collectively, the Assumed Plans): Amended and Restated 1999 Non-Officer Stock Option/Stock Issuance Plan of About.com, Inc.; Glowbug.com, Inc. 2000 Stock Option/Stock Issuance Plan; Sombasa Media Inc. 1999 Stock Option Plan; 1999 Stock Option Plan of Wiseads Interactive, Inc.; About.com, Inc. Second Amended and Restated 1998 Stock Option/Stock Issuance Plan; and North Sky, Inc. (formerly Direct Connect, Inc.) 1997 Stock Option Plan. A total of 25,239 shares of our Common Stock may be purchased under the Assumed Plans, at a weighted average price of \$58.08. No further grants may be made under any Assumed Plan.

(4) Excludes warrants to purchase 1,311,666 shares of our Common Stock owned by KKR 1996 GP LLC. The warrants to purchase shares of our Common Stock owned by KKR 1996 GP LLC are owned of record by KKR 1996 Fund L.P., of which KKR Associates 1996 L.P. is the sole general partner. KKR 1996 GP LLC is the sole general partner of KKR Associates 1996 L.P., and possesses sole voting and investment power. Mr. Golkin (a Director of PRIMEDIA) and eight other individuals are the members of KKR 1996 GP LLC. Each of such individuals disclaims beneficial ownership of such warrants.

(5) Represents options to purchase 300,000 shares of our Common Stock issued to KKR Capstone. Mr. Nelson, our Chairman, is the Chief Executive Officer of KKR Capstone and possesses sole voting and investment power with respect to such options.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our Directors, executive officers and persons who own more than 10% of our registered equity securities to file reports with the SEC of ownership and reports of changes in ownership of these equity securities. We assist our Directors and officers by completing and filing Section 16 reports on their behalf. To our knowledge, based solely on a review of copies of such forms filed by us on behalf of these individuals as well as written certifications from these individuals, we believe that the filing requirements for these reporting persons were complied with during

2008, except as set forth below.

The grant of 100,000 shares of PRIMEDIA restricted stock to Mr. Dean B. Nelson in June 2008 and the purchase by Mr. Daniel T. Ciporin of 8,800 shares of PRIMEDIA common stock in June 2008 were not reported in a timely manner.

Table of Contents

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Related Person Transaction Policy

Our Board of Directors has adopted a specific written policy regarding the review of related person transactions. For purposes of this Policy, related persons generally include executive officers and Directors, stockholders owning more than 5% of our Common Stock, and immediate family members of the foregoing persons, and any firm, corporation or other entity in which any of the foregoing persons has a material interest. A related person transaction is one in which we are a participant and the amount involved exceeds \$120,000, and in which any related person has a direct or indirect interest.

A related person transaction will be approved only if it is disclosed to and approved by the Nominating and Corporate Governance Committee, which is comprised entirely of independent, non-employee Directors, or by a majority of the disinterested members of the Board. Prior to approving any related person transaction, the members of the Board reviewing such transaction must (i) be satisfied that they received all material facts relating to the transaction, (ii) have considered all relevant facts and circumstances available to them, and (iii) have determined that the transaction is in (or not inconsistent with) the best interests of our stockholders. No Director that is an interested party in a transaction may participate in the discussion or approval of such transaction. Other than as disclosed below, based on written representations from our executive officers and Directors, there were no related person transactions during 2008.

Related Person and Other Transactions

From time to time, Kohlberg Kravis Roberts & Co. L.P., or KKR, which is an affiliate of KKR Associates, may receive customary investment banking fees for services rendered to us in connection with divestitures, acquisitions and certain other transactions. No such fees were paid in 2008. In addition, KKR renders management, consulting and financial services to PRIMEDIA. During 2008, we paid KKR approximately \$800,000 for these services and \$115,000 for excess insurance coverage paid by KKR. During 2007, we paid KKR approximately \$917,000 for these services.

During the first half of 2008, we entered into a short-term lease arrangement with Capstone Consulting LLC, or KKR Capstone, a consulting company founded by our Chairman, which works exclusively with KKR portfolio companies. Under the lease arrangement, we were provided with office space and paid approximately \$100,000 in rent. The lease ended in May 2008. In addition, KKR Capstone occasionally has provided consulting services to PRIMEDIA, primarily to identify and advise on potential opportunities to reduce costs. During 2008, we paid KKR Capstone approximately \$400,000 for consulting services. No amounts were paid to KKR Capstone during 2007.

From time to time, Beverly C. Chell, a Director, has provided consulting services to PRIMEDIA. As compensation for her services, Ms. Chell is paid an hourly rate. During 2008, we paid Ms. Chell approximately \$20,000 for consulting services. For each of 2007 and 2006, we paid Ms. Chell approximately \$112,000 for such services.

We believe the terms of the arrangements described above are no less favorable to us than those that could be obtained for comparable services from unaffiliated third parties.

Table of Contents

Compensation Committee Interlocks and Insider Participation

The Compensation Committee is currently comprised of four Directors, Messrs. Golkin (Chairman), Greeniaus and Uger and Ms. Chell. None of Messrs. Greeniaus, Golkin or Uger has been an officer or employee of PRIMEDIA. Mr. Golkin is a general partner of KKR Associates and a member of KKR 1996 GP LLC, the general partners of the partnerships which own approximately 62.03% of the outstanding Common Stock of PRIMEDIA. Mr. Uger is a director of KKR. In such capacities, Mr. Golkin and Mr. Uger may be deemed to share beneficial ownership of the Common Stock beneficially owned by KKR Associates and KKR 1996 GP LLC; however, each of them disclaim any beneficial ownership of such shares. See Stock Ownership for additional information. Ms. Chell is a former Vice Chairman and General Counsel of PRIMEDIA and also served as CFO during 2006. Ms. Chell retired in 2006.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management. Based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into PRIMEDIA's Annual Report on Form 10-K for the year ended December 31, 2008.

COMPENSATION COMMITTEE

Perry Golkin, Chairman

Beverly C. Chell

H. John Greeniaus

Thomas C. Uger

The foregoing Compensation Committee Report shall not be deemed to be soliciting material or to be filed with the Securities and Exchange Commission and should not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, except to the extent that PRIMEDIA Inc. specifically incorporates this information by reference and shall not otherwise be deemed filed under such acts.

AUDIT COMMITTEE REPORT

In accordance with the Audit Committee Charter, the Audit Committee assists the Board of Directors in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and financial reporting practices of PRIMEDIA. The Audit Committee is comprised of five independent directors. During 2008, the Audit Committee met five times. During such meetings, the Audit Committee met with senior management (including the Chief Financial Officer and Chief Accounting Officer) and PRIMEDIA's independent registered

Table of Contents

public accounting firm, Deloitte & Touche, to discuss the financial information to be included in PRIMEDIA s quarterly earnings announcements, Form 10-Qs and Form 10-K.

During the course of the year ended December 31, 2008, management reviewed, updated and revised, when necessary, the documentation, testing and evaluation of PRIMEDIA s system of internal control over financial reporting in response to the requirements set forth in Section 404 of the Sarbanes-Oxley Act of 2002 and related regulations, which PRIMEDIA completed in 2004. The Audit Committee received periodic updates provided by management and Deloitte & Touche at meetings held throughout the year and provided oversight and advice to management during the process. During the process, management provided the Audit Committee with, and the Audit Committee reviewed, reports from Deloitte & Touche and management on the effectiveness of PRIMEDIA s internal control over financial reporting.

The Audit Committee discussed and reviewed with Deloitte & Touche all communications required by Statement on Auditing Standards No. 61, as amended, Communication with Audit Committees, and, with and without management present, discussed and reviewed the results of Deloitte & Touche s audit of the consolidated financial statements. The Audit Committee also discussed the results of the internal audit examinations.

The Audit Committee reviewed with management and Deloitte & Touche the audited consolidated financial statements of PRIMEDIA as of and for the year ended December 31, 2008. Management has the responsibility for the preparation of PRIMEDIA s consolidated financial statements, and Deloitte & Touche is responsible for auditing the consolidated financial statements. The Audit Committee s responsibility is to monitor and review the financial processes and procedures designed to ensure compliance with accounting standards and applicable laws and regulations.

In discharging its oversight responsibility as to the audit process, the Audit Committee obtained from the registered independent public accounting firm a formal written statement describing all relationships between Deloitte & Touche and PRIMEDIA that might bear on Deloitte & Touche s independence consistent with the applicable requirements of the Public Company Accounting Oversight Board and discussed with Deloitte & Touche any relationships that may impact their objectivity and independence. The Audit Committee has concluded that Deloitte & Touche is independent from PRIMEDIA and its management.

Based on the above mentioned reviews and discussions with management, Deloitte & Touche and the internal audit department, the Audit Committee recommended to the Board that PRIMEDIA s audited consolidated financial statements be included in its Annual Report on Form 10-K for the year ended December 31, 2008 for filing with the Securities and Exchange Commission. The Audit Committee also reappointed Deloitte & Touche, and the Board concurred in such reappointment.

AUDIT COMMITTEE

Kevin J. Smith, Chairman

David A. Bell

Daniel T. Ciporin

Meyer Feldberg

H. John Greeniaus

Table of Contents

The foregoing Audit Committee Report shall not be deemed to be soliciting material or to be filed with the Securities and Exchange Commission and should not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933, as amended, or under the Securities Exchange Act of 1934, as amended, except to the extent that PRIMEDIA Inc. specifically incorporates this information by reference and shall not otherwise be deemed filed under such acts.

OTHER MATTERS

Management knows of no other business that will be presented to the meeting for a vote, except that stockholder proposals not included in this proxy statement may be presented. If other matters properly come before the meeting, the persons named as proxies will vote on them in accordance with their best judgment.

Our Annual Report on Form 10-K for the year ended December 31, 2008, including audited financial statements and all other information required to be included in an annual report to stockholders, has been furnished to all persons who were stockholders of PRIMEDIA on the record date for the 2009 Annual Meeting of Stockholders.

April 24, 2009

Table of Contents

Please mark your votes as indicated in this example **X**

THE BOARD OF DIRECTORS RECOMMENDS THAT THE PARTICIPANTS VOTE FOR PROPOSALS 1 AND 2.

	FOR	WITHHOLD	*EXCEPTIONS		FOR	AGAINST	ABSTAIN
1. Election of the following nominees as Directors:	2. To ratify the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the Company for the fiscal year ending December 31, 2009.
01 David A. Bell		06 H. John Greeniaus		3. Transact such other business as may properly come before the meeting.			
02 Beverly C. Chell		07 Dean B. Nelson					
03 Daniel T. Ciporin		08 Kevin J. Smith					
04 Meyer Feldberg		09 Charles J. Stubbs					
05 Perry Golkin		10 Thomas C. Uger					

In their discretion the Proxies are authorized to vote upon such other matters as may properly come before the meeting or any adjournments or postponements thereof.

(INSTRUCTIONS: To withhold authority to vote for any individual nominee, mark the Exceptions box and write that nominee s name in the space provided below.)

*Exceptions

Mark Here for Address

Change or Comments ..

SEE REVERSE

Signature

Signature

Date

The signature on this Proxy should correspond exactly with plan participant s name as printed to the left. In the case of joint tenancies, co-executors, or co-trustees, both should sign. Persons signing as Attorney, Executor, Administrator, Trustee or Guardian should give their full title.

p FOLD AND DETACH HERE p

**WE ENCOURAGE YOU TO TAKE ADVANTAGE OF INTERNET OR TELEPHONE VOTING,
BOTH ARE AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK.**

Internet and telephone voting is available through 11:59 PM Eastern Time

the day prior to annual meeting day.

INTERNET
<http://www.eproxy.com/prm>

Use the Internet to vote your proxy. Have your proxy card in hand when you access the web site.

OR

TELEPHONE
1-866-580-9477

Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call.

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card.

To vote by mail, mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

Important notice regarding the Internet availability of proxy materials for the Annual Meeting of Stockholders

The Proxy Statement, proxy card and the 2008 Annual Report on Form 10-K of PRIMEDIA Inc. are available at:

<http://bnymellon.mobular.net/bnymellon/prm>

Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

45517

Table of Contents

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF
PRIMEDIA INC.**

FOR THE ANNUAL MEETING ON MAY 20, 2009

The undersigned appoints Keith L. Belknap, Jr. and Kristi O. Crawford, and each of them, with full power of substitution in each, the proxies of the undersigned, to represent the undersigned and vote all shares of PRIMEDIA Inc. Common Stock that the undersigned may be entitled to vote at the Annual Meeting of Stockholders to be held on May 20, 2009, or any adjournments or postponements thereof, as indicated on the reverse side.

This proxy, when properly executed, will be voted in the manner directed herein by the undersigned stockholder. If no direction is given, this proxy will be voted FOR proposals 1 and 2.

THIS PROXY IS CONTINUED ON THE REVERSE.

PLEASE SIGN AND DATE ON THE REVERSE AND RETURN PROMPTLY

Address Change/Comments
(Mark the corresponding box on the reverse side)

BNY MELLON SHAREOWNER SERVICES
P.O. BOX 3550
SOUTH HACKENSACK, NJ 07606-9250

p FOLD AND DETACH HERE p

You can now access your PRIMEDIA Inc. account online.

Access your PRIMEDIA Inc. shareholder account online via Investor ServiceDirect® (ISD).

The transfer agent for PRIMEDIA Inc. now makes it easy and convenient to get current information on your shareholder account.

View account status
View certificate history
View book-entry information

View payment history for dividends
Make address changes
Obtain a duplicate 1099 tax form
Establish/change your PIN

Visit us on the web at <http://www.bnymellon.com/shareowner/isd>

For Technical Assistance Call 1-877-978-7778 between 9am-7pm

Monday-Friday Eastern Time

PRIMEDIA Inc.

3585 Engineering Drive

Norcross, Georgia 30092

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD MAY 20, 2009

Dear Stockholder:

The Annual Meeting of Stockholders of PRIMEDIA Inc. will be held at 10:00 a.m., Eastern Time, on Wednesday, May 20, 2009 at The Hilton Atlanta Northeast, 5993 Peachtree Industrial Blvd. Norcross, Georgia 30092, for the following purposes:

- (1) To elect ten directors to the Board of Directors;
- (2) To ratify the appointment of auditors for the fiscal year ending December 31, 2009; and
- (3) Transact such other business as may properly come before the meeting and any adjournments or postponements thereof.

Only owners of shares of Common Stock of PRIMEDIA Inc. at the close of business on April 6, 2009 will be entitled to vote at the meeting or any adjournments or postponements thereof.

Edgar Filing: PRIMEDIA INC - Form DEF 14A

To be sure that your vote is counted, we urge you to complete and sign the proxy card on the reverse side, detach it from this letter and return it in the postage paid envelope enclosed in this package. The giving of such proxy does not affect your right to vote in person if you attend the meeting. The prompt return of your signed proxy will aid the Company in reducing the expense of additional proxy solicitation.

BY ORDER OF THE BOARD OF DIRECTORS

Keith L. Belknap, Jr.
Senior Vice President,
General Counsel and Secretary

45517