

Angie's List, Inc.  
Form DEF 14A  
March 28, 2013  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Angie s List, Inc.**

(Name of Registrant as Specified In Its Charter)

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

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- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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**ANGIE S LIST, INC.**

1030 E. Washington Street

Indianapolis, Indiana 46202

**NOTICE OF ANNUAL MEETING OF  
STOCKHOLDERS TO BE HELD ON MAY 7, 2013**

To the Stockholders of Angie s List, Inc.:

**NOTICE IS HEREBY GIVEN** that the Annual Meeting of Stockholders ( Annual Meeting ) of Angie s List, Inc., a Delaware corporation (the Company ), will be held on Tuesday, May 7, 2013, at 10:00 a.m. local time, at The Columbia Club, 120 Monument Circle, Indianapolis, Indiana, 46202 for the following purposes:

1. To elect four Class II directors to hold office until the 2016 annual meeting of stockholders or until their respective successors are duly elected and qualified;
2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the current fiscal year;
3. To approve, by non-binding advisory vote, the compensation of our named executive officers; and
4. To transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice. Our Board of Directors has fixed the close of business on March 12, 2013 as the record date for determination of stockholders entitled to notice of, and to vote at, the annual meeting and any postponements or adjournments of the meeting.

Our Board of Directors recommends that you vote **FOR** the election of the director nominees named in Proposal No. 1 of the Proxy Statement, **FOR** the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the current year as described in Proposal No. 2 of the Proxy Statement, and **FOR** the approval, on an advisory basis, of the compensation of our named executive officers as described in Proposal No. 3 of the Proxy Statement.

You are cordially invited to attend the Annual Meeting, but whether or not you expect to attend in person, we urge you to mark, date, and sign your proxy card, and promptly return it by mail or follow the alternative voting procedures described in the proxy materials or the proxy card. If you attend the meeting, you may vote your shares in person, which will revoke any prior vote.

By Order of the Board of Directors

/s/ SHANNON M. SHAW  
Shannon M. Shaw

*Vice President, General Counsel & Corporate Secretary*

Indianapolis, Indiana

March 28, 2013

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**ANGIE S LIST, INC.**

1030 E. Washington Street

Indianapolis, Indiana 46202

**PROXY STATEMENT**

**FOR THE 2013 ANNUAL MEETING OF STOCKHOLDERS**

**May 7, 2013**

The Board of Directors of Angie s List, Inc. is soliciting your proxy to vote at the Annual Meeting of Stockholders to be held on May 7, 2013, at 10:00 a.m., local time, and any adjournment or postponement of that meeting (the Annual Meeting ). The Annual Meeting will be held at The Columbia Club, 120 Monument Circle, Indianapolis, Indiana, 46202. We intend to mail this Proxy Statement and the accompanying Proxy Card, Notice of Meeting and Annual Report to Stockholders on or about March 28, 2013, to stockholders of record at the close of business on March 12, 2013 (the Record Date ). The only voting securities of Angie s List are shares of common stock, \$0.001 par value per share (the common stock ), of which there were 58,021,546 shares outstanding as of the Record Date (excluding any treasury shares). We need the holders of a majority of the shares outstanding of common stock entitled to vote, present in person or represented by proxy, to hold the Annual Meeting.

In this Proxy Statement, we refer to Angie s List, Inc. as the Company, Angie s List, we or us and the Board of Directors as the Board. When we refer to Angie s List s fiscal year, we mean the twelve-month period ending December 31 of the stated year.

The Company s Annual Report to Stockholders, which contains consolidated financial statements for the year ended December 31, 2012 ( fiscal 2012 ), accompanies this Proxy Statement. You also may obtain a copy of the Company s Annual Report on Form 10-K for fiscal 2012 that was filed with the Securities and Exchange Commission (the SEC ), without charge, by writing to our Investor Relations department at the above address. The Company s Annual Report on Form 10-K is also available on our Investor Relations website at [investor.angieslist.com](http://investor.angieslist.com).

**THE PROXY PROCESS AND STOCKHOLDER VOTING QUESTIONS AND**

**ANSWERS ABOUT THIS PROXY MATERIAL AND VOTING**

**What is the purpose of the Annual Meeting?**

At the Annual Meeting, stockholders will act on the matters outlined in the Notice of Annual Meeting on the cover page of this Proxy Statement, namely,

the election of four Class II directors to serve until our 2016 annual meeting of stockholders or until their respective successors are duly elected and qualified;

the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the current fiscal year;

the approval, by non-binding advisory vote, of the compensation of our named executive officers; and

any other matters that may properly be presented at the annual meeting.

**Who can vote at the Annual Meeting?**



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Only stockholders of record at the close of business on March 12, 2013 will be entitled to vote at the Annual Meeting. At the close of business on the Record Date, there were 58,021,546 shares of common stock outstanding and entitled to vote (excluding any treasury shares).

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### ***Stockholder of Record: Shares Registered in Your Name***

If, at the close of business on March 12, 2013, your shares were registered directly in your name with Angie's List's transfer agent, Computershare Trust Company, N.A., then you are a stockholder of record. As a stockholder of record, you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to fill out and return the enclosed proxy card or vote by proxy over the telephone or on the Internet as instructed below to ensure your vote is counted.

### ***Beneficial Owner: Shares Registered in the Name of a Broker, Bank or Other Agent***

If, at the close of business on March 12, 2013, your shares were held in an account at a brokerage firm, bank, dealer or other similar organization, then you are the beneficial owner of shares held in street name and these proxy materials are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker or other agent on how to vote the shares in your account. You are also invited to attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you request, complete and deliver the proper documentation provided by your broker, bank or other holder of record and bring it with you to the meeting.

### **How do I vote?**

For the election of directors, you may either vote For the four nominees or you may Withhold your vote for any nominee you specify. For the ratification of the appointment of our independent auditors and the advisory vote on executive compensation, you may vote For or Against or abstain from voting.

The procedures for voting are as follows:

### ***Stockholder of Record: Shares Registered in Your Name***

If you are a stockholder of record, you may vote in person at the Annual Meeting. Alternatively, you may vote by proxy by using the accompanying proxy card, over the Internet or by telephone. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. Even if you have submitted a proxy before the Annual Meeting, you may still attend the Annual Meeting and vote in person. In such case, your previously submitted proxy will be disregarded.

To vote in person, come to the Annual Meeting and we will give you a ballot when you arrive.

To vote using the proxy card, simply complete, sign and date the accompanying proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.

To vote by proxy over the Internet, follow the instructions provided on the proxy card.

To vote by telephone, follow the instructions provided on the proxy card.

### ***Beneficial Owner: Shares Registered in the Name of Broker, Bank or Other Agent***

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a voting instruction card and voting instructions with these proxy materials from that organization rather than from us. Simply complete and mail the voting instruction card to ensure that your vote is counted. To vote in person at the Annual Meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker, bank or other agent included with these proxy materials, or contact your broker, bank or other agent to request a proxy form.



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### **Can I change my vote after submitting my proxy?**

Yes. You can revoke your proxy at any time before the proxy is exercised at the Annual Meeting.

**Stockholder of Record.** If you are the record holder of your shares, you may revoke your proxy in any one of three ways:

You may submit another properly completed proxy (by Internet, telephone or mail) with a later date.

You may send a written notice that you are revoking your proxy to Angie's List's Corporate Secretary at 1030 E. Washington Street, Indianapolis, Indiana 46202.

You may attend the Annual Meeting and vote in person. Simply attending the Annual Meeting will not, by itself, revoke your proxy.

**Beneficial Owner.** If your shares are held by your broker, bank or other agent, you should follow the instructions provided by them.

### **What are the recommendations of the Board?**

Our Board recommends that you vote:

FOR the election of the four Class II director nominees;

FOR ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013;

FOR approval of the compensation of the named executive officers.

### **What if I return a proxy card but do not make specific choices?**

**Stockholder of Record.** If you are a stockholder of record and you indicate that you wish to vote as recommended by our Board, or you return a signed proxy card but do not specify how you wish to vote, then your shares will be voted FOR all of the director nominees and FOR Proposals 2 and 3. If you indicate a choice with respect to any matter to be acted upon on your proxy card, your shares will be voted in accordance with your instructions on such matter.

**Beneficial Owner.** If you are a beneficial owner of Angie's List shares held in street name and do not provide the organization that holds your shares with voting instructions, your broker or other nominee may vote your shares only on those proposals on which it has discretion to vote; if your broker or nominee does not have discretion to vote, your returned proxy will be considered a broker non-vote. Broker non-votes will be considered as represented for purposes of determining a quorum but are not counted for purposes of determining the number of votes cast with respect to a particular proposal. Your broker or nominee does not have discretion to vote your shares on the non-routine matters such as the election of directors and advisory votes on the compensation of our named executive officers (Proposals 1 and 3). However, we believe your broker or nominee does have discretion to vote your shares on routine matters such as Proposal 2.

### **How are abstentions and broker non-votes treated?**

With respect to Proposal 1, the election of directors, directors are elected by a plurality of the votes of the shares present in person or by proxy and entitled to vote on the election of directors. This means that the four directors receiving the highest number of votes will be elected. With respect to Proposals 2 and 3, the affirmative vote of the holders of a majority in voting power of the shares of common stock which are present in person or by proxy and entitled to vote on each proposal is required for approval.



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In accordance with Delaware law, only votes cast for a matter constitute affirmative votes. A properly executed proxy marked abstain with respect to any matter will not be voted, although it will be counted for purposes of determining whether there is a quorum. If stockholders abstain from voting, including brokers holding their clients' shares of record who cause abstentions to be recorded, these shares will be considered present and entitled to vote at the Annual Meeting and will be counted towards determining whether or not a quorum is present. Abstentions will have no effect with regard to Proposal 1, because approval of a percentage of shares present or outstanding is not required for this proposal, and with regard to Proposals 2 and 3 will have the same effect as an Against vote.

If your shares are held by a broker on your behalf (that is, in street name), and you do not instruct the broker as to how to vote these shares on Proposals 1 or 3, the broker may not exercise discretion to vote for or against those proposals. This would be a broker non-vote and these shares will not be counted as having been voted on the applicable proposal. However, broker non-votes will be considered present and entitled to vote at the Annual Meeting and will be counted towards determining whether or not a quorum is present. With respect to Proposal No. 2, the broker may exercise its discretion to vote for or against that proposal in the absence of your instruction. **Please instruct your bank or broker so your vote can be counted.**

### **What is the quorum requirement?**

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if the holders of a majority of the outstanding shares of common stock entitled to vote are present in person or represented by proxy at the Annual Meeting. On the Record Date, there were 58,021,546 shares issued and outstanding and entitled to vote. Accordingly, at least 29,010,774 shares must be represented by stockholders present at the Annual Meeting or by proxy to have a quorum.

Your shares will be counted towards the quorum only if you properly cast your vote in person at the meeting, electronically or telephonically, or a proxy card has been properly submitted by you or on your behalf. Votes for and against, and proxies received but marked as abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum. If there is no quorum, either the chairperson of the Annual Meeting or a majority in voting power of the stockholders entitled to vote at the Annual Meeting, present in person or represented by proxy, may adjourn the Annual Meeting to another time or place.

### **How many votes do I have?**

On each matter to be voted upon, you have one vote for each share of common stock you own as of the Record Date.

### **Who counts the votes?**

Computershare, Inc. (Computershare) has been engaged as our independent agent to tabulate stockholder votes. If you are a stockholder of record, your executed proxy card is returned directly to Computershare for tabulation. As noted above, if you hold your shares through a broker, bank or other agent, that organization returns one proxy card to Broadridge Financial Services, Inc. (Broadridge) or directly to Computershare, if there is no affiliation with Broadridge, on behalf of all its clients.

### **Who is paying for this proxy solicitation?**

We will pay for the entire cost of soliciting proxies. In addition to these mailed proxy materials, our directors, officers and employees may also solicit proxies in person, by telephone or by other means of communication. Directors, officers and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

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**What does it mean if I receive more than one set of materials?**

If you receive more than one set of materials, your shares are registered in more than one name or are registered in different accounts. In order to vote all the shares you own, you must either sign and return all of the proxy cards or follow the instructions for any alternative voting procedure on each of the proxy cards you receive.

**When are stockholder proposals due for next year's Annual Meeting?**

To be considered for inclusion in next year's proxy materials, your proposal must be submitted in writing by November 28, 2013, to Angie's List's Secretary at 1030 E. Washington Street, Indianapolis, Indiana 46202. If you wish to submit a proposal that is not to be included in next year's proxy materials pursuant to the SEC's shareholder proposal procedures or to nominate a director, you must do so between January 7, 2014 and February 6, 2014; provided that if the date of the annual meeting is earlier than April 7, 2014 or later than July 16, 2014, you must give notice no earlier than 120 days prior to such annual meeting date and no later than the later of 70 days prior to the date of the meeting or the 10th day following the day on which public announcement of the annual meeting date is first made by Angie's List. You are also advised to review our Bylaws, which contain additional requirements about advance notice of stockholder proposals and director nominations.

**How can I find out the results of the voting at the Annual Meeting?**

Voting results will be announced by the filing of a Current Report on Form 8-K within four business days after the Annual Meeting. If final voting results are unavailable at that time, we will file an amended Current Report on Form 8-K within four business days of the day the final results are available.

**YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING,**

**PLEASE VOTE AS SOON AS POSSIBLE.**

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**PROPOSAL NO. 1**

**ELECTION OF DIRECTORS**

The Company's Amended and Restated Certificate of Incorporation currently provides for a Board of Directors divided into three classes, designated Class I, Class II and Class III.

The Board currently consists of ten directors, divided into the following three classes:

*Class I directors:* John H. Chuang, Roger H. Lee and William S. Oesterle, whose current terms will expire at the 2015 annual meeting of stockholders;

*Class II directors:* John W. Biddinger, Angela R. Hicks Bowman, Steven M. Kapner and Keith J. Krach, whose current terms will expire at the annual meeting of stockholders to be held this May; and

*Class III directors:* Mark Britto, Michael S. Maurer and Susan E. Thronson, whose current terms will expire at the 2014 annual meeting of stockholders.

The four Class II directorships are up for election at the 2013 annual meeting of stockholders. Messrs. Biddinger, Kapner and Krach and Ms. Hicks Bowman have been nominated to serve as Class II directors and have each elected to stand for reelection. Each director to be elected will hold office from the date of their election by the stockholders until the third subsequent annual meeting of stockholders or until his or her successor is elected and has been qualified, or until such director's earlier death, resignation or removal.

The nominees were selected by the Board upon the recommendation of the nominating and corporate governance committee. Each of the nominees has a record of integrity, a strong professional reputation and a record of entrepreneurial or managerial achievement. The specific experience, qualifications, attributes and skills of each nominee that led the Board to conclude that the individual should serve as a director are described in each nominee's biography below.

Shares represented by executed proxies will be voted, if authority to do so is not withheld, for the election of the four nominees named below. In the event that any nominee should be unavailable for election as a result of an unexpected occurrence, such shares will be voted for the election of such substitute nominee as the Board may propose. Each person nominated for election has agreed to serve if elected, and management has no reason to believe that any nominee will be unable to serve. Directors are elected by a plurality of the votes of the shares present in person or by proxy at the meeting and entitled to vote on the election of directors.



**Table of Contents****THE BOARD OF DIRECTORS RECOMMENDS A VOTE****FOR THE ELECTION OF EACH NAMED NOMINEE.**

The following table sets forth, for the Class II nominees and our other current directors who will continue in office after the Annual Meeting, information with respect to their ages as of the date hereof and position/office held with the Company:

<b>Name</b>	<b>Age</b>	<b>Position/Office Held With the Company</b>	<b>Director Since</b>
<i>Class II Directors whose terms expire at the 2013 Annual Meeting of Stockholders</i>			
John W. Biddinger(1)	72	Director	2006
Angela R. Hicks Bowman	40	Chief Marketing Officer and Director	2013
Steven M. Kapner(2)	47	Director	2008
Keith J. Krach(3)	55	Chairman of the Board	2011
<i>Class III Directors whose terms expire at the 2014 Annual Meeting of Stockholders</i>			
Mark Britto(2)(3)	48	Director	2011
Michael S. Maurer(1)	70	Director	2012
Susan E. Thronson (1)	51	Director	2012
<i>Class I Directors for election at the 2015 Annual Meeting of Stockholders</i>			
William S. Oesterle	47	Chief Executive Officer and Director	1995
John H. Chuang(3)	47	Director	1996
Roger H. Lee(2)	41	Director	2008

(1) Member of the Audit Committee of the Board.

(2) Member of the Compensation Committee of the Board.

(3) Member of the Nominating and Corporate Governance Committee of the Board.

Set forth below is biographical information for the nominees and each person whose term of office as a director will continue after the Annual Meeting. The following includes certain information regarding our directors' individual experience, qualifications, attributes and skills that led the Board to conclude that they should serve as directors.

**Nominees for Election to a Three-Year Term Expiring at the 2016 Annual Meeting of Stockholders**

*John W. Biddinger* has served on our Board since April 2006. Mr. Biddinger has served on the board of directors at City Financial Corporation, an Indianapolis-based investment banking firm, since 1981, and has served as Managing Director of City Investment Group, LLC since July 2005. Mr. Biddinger currently serves on the boards of directors of a number of privately-held companies. Mr. Biddinger joined City Securities Corporation in 1963 and held various securities-related positions before becoming President in 1979, a position that he held until 1980. Mr. Biddinger was also President of Biddinger Investment Capital Corporation, a leveraged buy-out firm, from 1981 to 1999. Mr. Biddinger holds a Bachelor of Science in Business from Indiana University. We believe Mr. Biddinger is qualified to serve on our Board due to his extensive investment and securities experience as well as his experience serving on the boards of other companies.

*Angela R. Hicks Bowman*, who goes by Angie Hicks, is our co-founder and has served as our Chief Marketing Officer since May 2000 and has served on our Board since March 2013. As the sole employee in June 1995, Ms. Hicks Bowman started what would become Angie's List in Columbus, Ohio, serving as President from our inception in June 1995 until December 1998. She took a leave of absence from her position as

President from

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December 1998 to May 2000 to pursue a Master of Business Administration. Ms. Hicks Bowman holds a Bachelor of Arts in Economics from DePauw University and a Master of Business Administration from Harvard Business School. We believe Ms. Hicks Bowman is qualified to serve on our Board due to the leadership and operational experience she brings as our Chief Marketing Officer, the historical knowledge and continuity she brings as our co-founder and her unique perspective as the public face of the Company.

*Steven M. Kapner* has served on our Board since April 2008. Mr. Kapner currently serves as Managing Director of Aquent LLC, a leading marketing staffing firm, which he co-founded in 1986. At Aquent he has held various positions including Chief Financial Officer, General Manager of an internal technology start-up, and President of two operating divisions. He currently runs Aquent's operations in Japan. Mr. Kapner also serves as Chairman of The Aspire Group, Aquent's staffing business for security-cleared personnel. He has managed venture capital investments for Harvard University's endowment fund and worked as a strategy consultant for the Boston Consulting Group. Mr. Kapner holds a Bachelor of Arts in History and a Master of Business Administration, both from Harvard University. We believe Mr. Kapner is qualified to serve on our Board due to his deep operating and leadership experience, his financial management experience as Aquent's Chief Financial Officer and his global perspective.

*Keith J. Krach* has served on our Board as Chairman since April 2011. Mr. Krach currently serves as Chief Executive Officer, President and Chairman of the Board of DocuSign Inc., an electronic signature network company, positions which he has held since July 2003 and August 2011, respectively. He also holds the position of Chairman of the Purdue University Board of Trustees. Since 2003, Mr. Krach has been Chief Executive Officer of 3Points, Inc., an investment holding company. In 1996, Mr. Krach co-founded Ariba, Inc., a provider of collaborative business commerce solutions for buying and selling goods and services, serving as Chief Executive Officer and Chairman of the Board from October 1996 until July 2003. Prior to founding Ariba, Mr. Krach joined the founding team and served as the Chief Operating Officer at Rasna Corporation, a developer and marketer of mechanical design and analysis software, which was sold in 1995 to Parametric Technologies. Mr. Krach began his career at General Motors, where he led GM's first-ever Japanese joint venture, GMF Robotics, and was GM's youngest-ever vice president. Mr. Krach holds a Bachelor of Science in Industrial Engineering from Purdue University and a Master of Business Administration from Harvard Business School. We believe Mr. Krach is qualified to serve on our Board due to his extensive operational, senior management and board experience with technology companies.

### **Directors Continuing in Office Until the 2014 Annual Meeting of Stockholders**

*Mark Britto* has served on our Board since September 2011. Mr. Britto currently serves as President and Chief Executive Officer of Boku, Inc., a mobile online payments company, a position he has held since January 2009. He also currently serves on the boards of directors of a number of privately-held technology companies. Prior to joining Boku, Inc., Mr. Britto served as President and Chief Executive Officer of Ingenio Inc., a service marketplace and performance advertising company acquired by AT&T Inc. in 2007, from July 2002 to December 2008. In 1998, Mr. Britto co-founded Accept.com Financial Services Corporation, an online payments company that was acquired by Amazon.com, Inc., an e-commerce company, in June 1999. From June 1999 until June 2002, Mr. Britto served as Senior Vice President, Worldwide Services and Sales at Amazon.com. Mr. Britto began his career in senior credit and risk management roles at First USA and NationsBank, N.A. Mr. Britto holds a Bachelor of Science in Operations Research and a Masters of Science in Industrial Engineering and Operations Research, both from the University of California, Berkeley. We believe that Mr. Britto is qualified to serve on our Board due to his experience as Chief Executive Officer of technology companies, including an online payment company, and his perspective as a Silicon Valley technology entrepreneur.

*Michael S. Maurer* has served on our Board since February 2012. Mr. Maurer has served as Chairman of the Board of The National Bank of Indianapolis Corporation, a financial institution he founded in 1993, and its wholly-owned subsidiary, The National Bank of Indianapolis, since 1993. He also has served as Chairman of the Board of IBJ Corp., a publishing company which owns *The Indianapolis Business Journal*, since 1990, where he also served as Chief Executive Officer from 1990 to 2012. Mr. Maurer served as President of the Indiana

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Economic Development Corporation from 2005 to 2006 and also served as Indiana Secretary of Commerce in 2006. From 1991 to 1992, he served as a director and member of the Executive Committee of Merchants National Bank/National City Bank, Indianapolis, Indiana, a financial institution. Mr. Maurer was self-employed as an attorney from 1969 to 1988. Mr. Maurer holds a Bachelors of Science in accounting from the University of Colorado and a Juris Doctor degree from the Indiana University Maurer School of Law. He successfully completed the CPA examination. We believe that Mr. Maurer is qualified to serve on our Board due to his financial experience as well as his extensive leadership experience serving on the boards of other companies.

*Susan E. Thronson* has served on our Board since November 2012. Ms. Thronson currently serves as Senior Vice President, Global Marketing at Marriott International, Inc., a worldwide operator, franchisor and licensor of hotels and corporate housing properties, a position she has held since July 2005. At Marriott, Ms. Thronson has held a variety of marketing management positions, most recently as Senior Vice President, International Marketing, International Lodging Organization from January 1997 to June 2005. Prior to joining Marriott, Ms. Thronson served as an Account Supervisor at McCann-Erickson Worldwide. Ms. Thronson holds a Bachelor of Arts in Journalism from the University of Nevada-Reno. We believe that Ms. Thronson is qualified to serve on our board of directors due to her extensive global and brand marketing expertise as well as her leadership experience working with global operations.

### **Directors Continuing in Office Until the 2015 Annual Meeting of Stockholders**

*William S. Oesterle*, our co-founder, has served as our Chief Executive Officer since January 1999 and has served on our Board since our inception in June 1995. Since 2007, Mr. Oesterle has served on the board of directors of The National Bank of Indianapolis Corporation. He also took on additional outside responsibilities from July 2003 until December 2004 when he managed the political campaign of Indiana Governor Mitch Daniels. Prior to joining us, Mr. Oesterle was a partner with CID Equity Partners, a Midwest-based venture capital firm from January 1994 to December 1998. Mr. Oesterle holds a Bachelor of Science in Economics from Purdue University and a Master of Business Administration from Harvard Business School. We believe Mr. Oesterle is qualified to serve on our Board due to the perspective, leadership and operational experience he brings as our Chief Executive Officer, as well as the historical knowledge and continuity he brings as our co-founder.

*John H. Chuang* has served on our Board since April 1996. Mr. Chuang co-founded and since 1986 has served as Chief Executive Officer of Aquent LLC, a leading marketing staffing firm. Mr. Chuang holds a Bachelor of Arts in Economics and a Master of Business Administration, both from Harvard University. We believe Mr. Chuang is qualified to serve on our Board due to his leadership and business development experience, his broad understanding of the operational, financial and strategic issues facing growing companies and the perspective he brings as an affiliate of our largest stockholder.

*Roger H. Lee* has served on our Board since April 2008. Mr. Lee is affiliated with Battery Ventures, a venture capital firm, where he focuses on consumer, internet and digital media markets. Mr. Lee joined Battery Ventures in December 2001, and has been a managing member of the general partners of various investment funds affiliated with Battery Ventures. He currently serves on the boards of directors of a number of privately-held technology companies. Prior to joining Battery Ventures, Mr. Lee spent ten years as an entrepreneur and operator and most recently was the co-founder of Corio, a managed services provider that was acquired by IBM, where he oversaw all business development activities and later became a General Manager. Mr. Lee holds a Bachelor of Arts in Political Science from Yale University. We believe that Mr. Lee is qualified to serve on our Board due to his experience with a wide variety of internet and technology companies.

**Table of Contents****EXECUTIVE OFFICERS**

Our executive officers (other than Mr. Oesterle and Ms. Hicks Bowman) and their ages as of the date hereof and positions are as follows:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Robert R. Millard(1)	55	Chief Financial Officer
J. Mark Howell	48	Chief Operating Officer
Manu Thapar	49	Chief Technology Officer
Michael D. Rutz	38	Vice President of Sales
Charles Hundt(1)	39	Interim Chief Financial Officer
Shannon M. Shaw	38	Vice President, General Counsel & Corporate Secretary

- (1) On March 14, 2013, we announced that Robert R. Millard will step down as Chief Financial Officer effective April 1, 2013. We also announced the appointment of Charles Hundt, our Controller, as our interim Chief Financial Officer from April 1, 2013 through the appointment of Mr. Millard's successor.

*Robert R. Millard* has served as our Chief Financial Officer since May 2011. Prior to joining us, he served from October 1998 to April 2011 as Chief Financial Officer of FinishMaster, Inc., an Indianapolis-based and formerly publicly-traded national distributor of automotive paints, coatings and paint-related accessories. From February 1996 to September 1998, Mr. Millard served as Chief Financial Officer at Personnel Management, Inc., a publicly-traded industrial staffing company. Mr. Millard is a Certified Public Accountant and previously has held leadership positions at Lacy Diversified Industries, Ltd. and Callahan Enterprises, Inc. Mr. Millard began his financial career with positions at Arthur Andersen & Co. and Ernst & Young LLP. Mr. Millard holds a Bachelor of Music in Music Business from DePauw University and a Master of Business Administration from Indiana University.

*J. Mark Howell* has served as our Chief Operating Officer since March 2013. Prior to joining us, Mr. Howell served at Ingram Micro, Inc., a wholesale provider of technology products and supply chain services, as President of Ingram Micro North America Mobility, where he was responsible for managing the company's mobility operations and activities in the United States and Canada. Prior to joining Ingram Micro in the fall of 2012 when Ingram acquired BrightPoint, Inc., a distributor of mobile devices for phone companies, Mr. Howell held various executive positions at BrightPoint since 1994, including President, BrightPoint Americas; President and Chief Operating Officer; and Executive Vice President and Chief Financial Officer. Before joining BrightPoint, he held the position of Corporate Controller for ADESA Corporation and before that he was an accountant with Ernst & Young LLP. Mr. Howell holds a Bachelor of Business Administration from the University of Notre Dame.

*Manu Thapar* has served as our Chief Technology Officer since October 2011. Prior to joining us, Mr. Thapar served from January 2010 to October 2011 as Vice President of Engineering of Wal-Mart.com, an e-commerce website. From September 2008 to October 2009, he served as Senior Vice President of Engineering for Myspace, a social networking site. From October 2005 to August 2008, he served as Vice President of Engineering for Yahoo!, Inc., a digital media company. Prior to that, Mr. Thapar served as Senior Director of Engineering for Cisco Systems, Inc., a designer, manufacturer and seller of internet protocol-based networking and other products. Mr. Thapar holds a Bachelor of Engineering degree in Electrical Engineering from Punjab University and a Doctor of Philosophy degree in Computer Systems from Stanford University.

*Michael D. Rutz* has served as our Vice President of Sales since February 2011. He previously served as Director of Account Management in 2006 and was appointed to develop our health care category offerings in 2008. In 2010 he continued to manage Angie's List Health & Wellness while starting up other projects. Prior to joining us in 2006, Mr. Rutz served as President of Care Ambulance, a private ambulance company. He also has

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served as a key strategist in political and advocacy roles for several political campaigns ranging from mayoral to congressional to statewide contests, and held a key role in the campaigns for Indiana Governor Mitch Daniels in 2004 and 2008. Mr. Rutz holds a Bachelor of Science in Public Affairs and a Bachelor of Arts in French, both from Indiana University.

*Charles Hundt* has served as our Controller since August 2007 and will serve as our interim Chief Financial Officer beginning April 1, 2013. Mr. Hundt also served as our interim principal financial officer from May 2010 to May 2011. He previously served as our Director of Accounting from August 2005 to August 2007. Prior to joining us, Mr. Hundt worked at Katz, Sapper & Miller, a regional accounting firm, most recently as Manager, from August 1997 to August 2005. Mr. Hundt holds a Bachelor of Science degree and a Master of Accountancy degree, both from Manchester College.

*Shannon M. Shaw* has served as our Vice President and General Counsel since September 2011 and our Corporate Secretary since March 2012. Prior to joining us, Ms. Shaw was a labor and employment attorney, most recently as Of Counsel, at Barnes & Thornburg, LLP, a law firm, from September 2003 to September 2011, where she litigated on behalf of companies and advised national and local companies on compliance with federal and state labor and employment laws. Ms. Shaw served as Media Relations Coordinator at Clarian Health Partners, a large hospital conglomerate, from 1997 to 2000, where she worked in media and public relations. Ms. Shaw holds Bachelors of Arts in journalism and political science from Indiana University and a Juris Doctor from Indiana University School of Law.

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### **INFORMATION REGARDING THE BOARD OF DIRECTORS AND ITS COMMITTEES**

#### **Board Composition**

Our business and affairs are managed under the direction of the Board. The current members of the Board are John W. Biddinger, Mark Britto, John H. Chuang, Angela R. Hicks Bowman, Steven M. Kapner, Keith J. Krach, Roger H. Lee, Michael S. Maurer, William S. Oesterle and Susan E. Thronson.

The Board is divided into three classes with staggered three-year terms. Only one class of directors is elected at each annual meeting of our stockholders, with the other classes continuing for the remainder of their respective three-year terms. Our directors are divided among the three classes as follows:

the Class I directors are Messrs. Chuang, Lee and Oesterle, and their terms will expire at the annual general meeting of stockholders to be held in 2015;

the Class II directors are Ms. Hicks Bowman and Messrs. Biddinger, Kapner and Krach, and their terms will expire at the annual general meeting of stockholders to be held in 2013; and

the Class III directors are Messrs. Britto and Maurer and Ms. Thronson, and their terms will expire at the annual general meeting of stockholders to be held in 2014.

Any additional directorships resulting from an increase in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of our directors.

#### **Board Responsibilities and Risk Oversight**

Our Board is responsible for, among other things, overseeing the conduct of our business; reviewing and, where appropriate, approving our major financial objectives, plans and actions; and reviewing the performance of the Chief Executive Officer and other members of management based on reports from the compensation committee of the Board. Following the end of each fiscal year, the Board conducts an annual self-evaluation, which includes a review of any areas in which the Board or management believes the Board can make a better contribution to our governance, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in our corporate governance guidelines. In fulfilling the Board's responsibilities, directors have full access to our management and independent advisors.

Generally, various committees of the Board oversee risks associated with their respective areas of responsibility and expertise. The audit committee of the Board discusses with management our policies with respect to risk assessment and management; our significant financial risk exposures and the actions management has taken to limit, monitor or control such exposures. In addition, the compensation committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks arising from our compensation programs. The nominating and corporate governance committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks associated with our overall governance practices and the leadership structure of the Board (as further described under [Board Leadership](#)). The Board is kept informed of each committee's risk oversights and other activities via regular reports of the committee chairs to the full Board.

#### **Board Leadership**

We are focused on our corporate governance practices and value independent Board oversight as an essential component of strong corporate performance to enhance stockholder value. Our commitment to independent oversight is demonstrated by the fact that all of our directors, except William S. Oesterle, our Chief Executive Officer, and Angela R. Hicks Bowman, our Chief Marketing Officer, are independent as defined under the NASDAQ listing standards. Our Board acts independently of management and regularly holds independent director sessions of the Board without members of management present.





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Our corporate governance guidelines provide that one of our independent directors should serve as a lead independent director at any time when the Chief Executive Officer serves as the Chairman of the Board, or if the Chairman of the Board is not otherwise independent. The lead independent director would preside over periodic meetings of our independent directors, serve as a liaison between our Chairman and the independent directors and perform such additional duties as our Board may otherwise determine and delegate. Because our Board has determined that Mr. Krach, the Chairman of the Board, is an independent director, our Board has not appointed a lead independent director. Our Board believes that the current board leadership structure is best for the Company and its stockholders at this time.

### **Board Committees**

Our Board has the following standing committees: an audit committee, a compensation committee and a nominating and corporate governance committee. The composition and responsibilities of each committee are described below. Under our corporate governance guidelines, committee members are appointed by our Board based on the recommendation of the nominating and corporate governance committee, except that members of the nominating and corporate governance committee are appointed by the independent members of the Board. Members serve on these committees until their resignation or until otherwise determined by our Board. Our Board may establish other committees to facilitate the management of our business.

#### *Audit Committee*

The primary functions of the audit committee are:

overseeing management's maintenance of the reliability and integrity of our accounting policies and financial reporting and our disclosure practices;

overseeing management's establishment and maintenance of processes to assure that an adequate system of internal control is functioning;

reviewing our annual and quarterly financial statements prior to their filing;

servicing as a qualified legal compliance committee to review reports and violations of law; and

appointing and evaluating the independent registered public accounting firm and considering and approving any non-audit services proposed to be performed by the independent registered public accountants.

A detailed list of the audit committee's functions is included in its charter which is available in the Corporate Governance section of our Investor Relations website at [investor.angieslist.com](http://investor.angieslist.com).

The current members of our audit committee are Messrs. Biddinger and Maurer and Ms. Thronson, with Mr. Biddinger serving as the committee's chair. Messrs. Biddinger and Maurer and Ms. Thronson are independent as defined under the NASDAQ listing standards, and all three directors are independent as defined under Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Each member of the audit committee meets the requirements for financial literacy under the applicable rules and regulations of the SEC and the NASDAQ. Our Board has determined that Mr. Biddinger is an audit committee financial expert, as that term is defined by the applicable rules of the SEC. Our audit committee operates under a written charter that satisfies the applicable standards of the SEC and the NASDAQ.

#### *Compensation Committee*

The primary functions of the compensation committee are:

reviewing key employee compensation policies, plans and programs;

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monitoring performance and compensation of our employee-directors, officers and other key employees;

preparing recommendations and periodic reports to the Board concerning these matters; and

reviewing and approving any incentive compensation and equity-based plans and the grants thereunder.

A detailed list of the compensation committee's functions is included in its charter which is available in the Corporate Governance section of our Investor Relations website at [investor.angieslist.com](http://investor.angieslist.com).

The members of our compensation committee are Messrs. Britto, Kapner and Lee, with Mr. Britto serving as the committee's chair. Messrs. Britto, Kapner and Lee are independent as defined under the NASDAQ listing standards. For further information about the compensation committee's process for determining executive compensation, including the role of the executive officers and the compensation committee's use of an independent consultant, see the section captioned Executive Compensation Compensation Discussion and Analysis below.

*Nominating and Corporate Governance Committee*

The primary functions of the nominating and corporate governance committee are:

recommending persons to be selected by the Board as nominees for election as directors and to fill any vacancies on the Board;

considering and recommending to the Board qualifications for the position of director and policies concerning the term of office of directors and the composition of the Board; and

considering and recommending to the Board other actions relating to corporate governance.

A detailed list of the nominating and corporate governance committee's functions is included in its charter which is available in the Corporate Governance section of our Investor Relations website at [investor.angieslist.com](http://investor.angieslist.com).

The members of our nominating and corporate governance committee are Messrs. Britto, Chuang and Krach, with Mr. Krach serving as the committee's chair. Messrs. Britto, Chuang and Krach are independent as defined under the NASDAQ listing standards.

In recommending candidates for election to the Board, the independent members of the nominating and corporate governance committee consider various criteria, including a candidate's relevant business skills and experiences, personal and professional integrity, ethics and values; experience in corporate management, including serving as an officer or former officer of a publicly held company and experience as a board member of another publicly held company. The Board evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of experience in these various areas.

Candidates are identified through a variety of sources, including current and past members of the Board, our officers, individuals personally known by the members of the Board and research. The nominating and corporate governance committee will consider director candidates recommended by stockholders when the recommendations are properly submitted. For a stockholder to make a nomination for election to the Board at an annual meeting, the stockholder must provide notice to us, which notice must be delivered to, or mailed and received at, our principal executive offices not less than 90 days and not more than 120 days prior to the one-year anniversary of the preceding year's annual meeting; provided, that if the date of the annual meeting is more than 30 days before or more than 70 days after such anniversary date, the stockholder's notice must be delivered, or

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mailed and received, no earlier than 120 days and no later than 70 days prior to the date of the annual meeting or the 10th day following the date on which public disclosure of the date of such annual meeting is made. Further updates and supplements to such notice may be required at the times and in the forms required under our bylaws. As set forth in our bylaws, submissions must include for each person whom the stockholder proposes to nominate for election as a director all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected. Our bylaws also specify further requirements as to the form and content of a stockholder's notice. We recommend that any stockholder wishing to make a nomination for director review a copy of our bylaws, as amended and restated to date, which is available, without charge, from our Secretary at 1030 E. Washington Street, Indianapolis, Indiana 46202.

### **Meetings of the Board of Directors, Board and Committee Member Attendance and Annual Meeting Attendance**

Our Board met eight times during the last fiscal year. The audit committee of the Board met eight times, the compensation committee of the Board met seven times and the nominating and corporate governance committee of the Board met five times during the last fiscal year. During 2012, each Board member, except for Mr. Maurer, attended 75% or more of the aggregate of the meetings of the Board and of the committees on which he or she served. Mr. Maurer attended approximately 70% of the aggregate of the meetings of the Board and Audit Committee. We encourage all of our directors and nominees for director to attend our annual meeting of stockholders; however, attendance is not mandatory. All of our directors attended our 2012 Annual Meeting of Stockholders.

### **Stockholder Communications with the Board of Directors**

Should stockholders wish to communicate with the Board or any specified individual directors, such correspondence should be sent to the attention of the Company's Secretary, at 1030 E. Washington Street, Indianapolis, Indiana 46202. The Company's Secretary will forward the communication to the Board members.

### **Compensation Committee Interlocks and Insider Participation**

The members of our compensation committee are Messrs. Britto, Kapner and Lee. None of our executive officers currently serves, or has served during the last completed year, as a member of the board or the compensation committee of any entity that has one or more executive officers serving as a member of our Board or compensation committee.

### **Independence of the Board of Directors**

As required under the NASDAQ Stock Market rules and regulations, a majority of the members of a listed company's board of directors must qualify as independent, as affirmatively determined by the Board. The Board consults with our counsel to ensure that the Board's determinations are consistent with all relevant securities and other laws and regulations regarding the definition of independent, including those set forth in the NASDAQ listing standards, as in effect from time to time.

Consistent with these considerations, after review of all relevant transactions or relationships between each director, or any of his or her family members, and the Company, its senior management and its independent registered public accounting firm, the Board has affirmatively determined that all of our directors are independent directors within the meaning of the applicable NASDAQ listing standards, except for Mr. Oesterle, our current Chief Executive Officer, and Ms. Hicks Bowman, our current Chief Marketing Officer.

As required under the NASDAQ Stock Market rules and regulations, our independent directors meet in independent director sessions at which only independent directors are present. All of the committees of our Board are comprised entirely of directors determined by the Board to be independent within the meaning of the NASDAQ Stock Market rules and regulations.

**Table of Contents****PROPOSAL NO. 2****RATIFICATION OF APPOINTMENT OF****INDEPENDENT REGISTERED PUBLIC****ACCOUNTING FIRM**

The audit committee of our Board has engaged Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013, and is seeking ratification of such appointment by our stockholders at the Annual Meeting. Ernst & Young LLP has audited our financial statements since fiscal year ending December 31, 2008. Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting. They will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Neither our bylaws nor other governing documents or law require stockholder ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm. However, the audit committee is submitting the appointment of Ernst & Young LLP to our stockholders for ratification as a matter of good corporate practice. If our stockholders fail to ratify the appointment, the audit committee will reconsider whether or not to retain Ernst & Young LLP. Even if the appointment is ratified, the audit committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if they determine that such a change would be in the best interests of the Company and our stockholders.

To be approved, the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm must receive a For vote from the holders of a majority of the outstanding shares of common stock present in person or represented by proxy and entitled to vote on the proposal. Abstentions and broker non-votes will be counted towards a quorum. Abstentions will have the same effect as an Against vote for purposes of determining whether this matter has been approved. Broker non-votes will not be counted for any purpose in determining whether this matter has been approved.

**Principal Accountant Fees and Services**

The audit committee approved all audit services provided by Ernst & Young LLP during the 2012 and 2011 fiscal years. The total fees paid or payable to Ernst & Young LLP for the last two fiscal years are as follows:

<b>Type of Fees</b>	<b>Fiscal 2012</b>	<b>Fiscal 2011</b>
Audit Fees	\$ 571,600	\$ 1,048,965
Audit-Related Services		45,600
Tax Fees		
All Other Fees		
<b>Total Fees</b>	<b>\$ 571,600</b>	<b>\$ 1,094,565</b>

**Audit Fees**

This category includes fees during the 2012 and 2011 fiscal years incurred for the audits of our annual consolidated financial statements and the reviews of each of the quarterly consolidated financial statements, services rendered in connection with our Form S-1 and Form S-8 related to our initial public and follow-on offerings, comfort letter, consents and other matters related to the SEC.

**Audit-Related Fees**

This category includes fees associated with procedures related to quantifying the company's sales and use tax expense exposures.



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**Tax Fees**

For the fiscal years ended December 31, 2012 and 2011, there were no fees billed by Ernst & Young LLP for tax fees.

**All Other Fees**

For the fiscal years ended December 31, 2012 and 2011, there were no fees billed by Ernst & Young LLP for any other professional services.

**Pre-Approval Policies and Procedures**

The audit committee pre-approves all audit and non-audit services provided by its independent registered public accounting firm. The audit committee annually reviews the audit and permissible non-audit services performed by its independent registered public accounting firm and reviews and approves the fees charged by such accounting firm. This policy is set forth in our company's charter of the audit committee and available on our website.

The audit committee considered whether the non-audit services rendered by Ernst & Young LLP were compatible with maintaining Ernst & Young LLP's independence as the independent registered public accounting firm of our consolidated financial statements and concluded that they were.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE RATIFICATION OF THE  
APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.**

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**PROPOSAL NO. 3**

**ADVISORY VOTE ON EXECUTIVE COMPENSATION**

As required by the SEC's proxy rules, the Company is providing stockholders with the opportunity to cast an advisory (non-binding) vote on compensation programs for our named executive officers (sometimes referred to as "say on pay"). Accordingly, you may vote on the following resolution at the Annual Meeting:

Resolved, that the stockholders approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Compensation Discussion and Analysis, the accompanying compensation tables and the related narrative disclosure in this Proxy Statement.

To be approved, this proposal must receive a "For" vote from the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote on the proposal. Although this advisory vote on executive compensation is nonbinding, the Board and the compensation committee, which is comprised of independent directors, expect to take into account the outcome of the vote when considering future executive compensation decisions to the extent they can determine the cause or causes of any significant negative voting results.

As described in detail under the section captioned "Executive Compensation Compensation Discussion and Analysis," our compensation programs are designed to motivate our executives to create a successful company. We believe that our compensation program, with its balance of short-term incentives (including base salary and performance bonuses) and long-term incentives (including equity awards) reward sustained performance that is aligned with long-term stockholder interests. Stockholders are encouraged to read the Compensation Discussion and Analysis, the accompanying compensation tables and the related narrative disclosure.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL, ON AN  
ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS  
DISCLOSED IN THE COMPENSATION DISCUSSION AND ANALYSIS, THE ACCOMPANYING  
COMPENSATION TABLES AND THE RELATED NARRATIVE DISCLOSURE.**



**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table presents information as to the beneficial ownership of our common stock as of February 15, 2013 for:

each person, or group of affiliated persons, known by us to be the beneficial owner of more than 5% of our outstanding shares of common stock;

each director and nominee for director;

each named executive officer as set forth in the Summary Compensation Table below; and

all directors and current executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Shares of our common stock subject to options that are currently exercisable or exercisable within 60 days of February 15, 2013, are deemed to be outstanding and to be beneficially owned by the person holding the options for the purpose of computing the percentage ownership of that person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

Percentage ownership of our common stock in the table is based on 57,944,186 shares of our common stock issued and outstanding on February 15, 2013. Unless otherwise indicated, the address of each of the individuals and entities named below is c/o Angie's List, Inc., 1030 E. Washington Street, Indianapolis, Indiana, 46202.

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned <sup>(1)</sup>	
	Number of Shares Beneficially Owned	Percent
<b>Greater than 5% Stockholder:</b>		
TRI Investments, LLC <sup>(2)</sup>	11,618,769	20.1%
T. Rowe Price Associates, Inc. <sup>(3)</sup>	9,039,560	15.6%
Capital Research Global Investors <sup>(4)</sup>	3,313,470	5.7%
Lord, Abnett and Co, LLC <sup>(5)</sup>	3,014,605	5.2%
<b>Directors and Named Executive Officers:</b>		
William S. Oesterle <sup>(6)</sup>	3,171,869	5.5%
Robert R. Millard <sup>(7)</sup>	127,050	*
Manu Thapar <sup>(8)</sup>	63,870	*
Michael D. Rutz <sup>(9)</sup>	26,800	*
Angela R. Hicks Bowman	807,216	1.4%
John W. Biddinger <sup>(10)</sup>	161,633	*
Mark Britto <sup>(11)</sup>	128,588	*
John H. Chuang <sup>(2)</sup>	11,626,698	20.1%
Steven M. Kapner <sup>(2)</sup>	11,626,698	20.1%
Keith J. Krach <sup>(12)</sup>	254,100	*
Roger H. Lee <sup>(13)</sup>	7,929	*
Michael Maurer <sup>(14)</sup>	85,861	*
Susan E. Thronson <sup>(15)</sup>	5,352	*
<b>Directors and Officers as a Group (15 persons)<sup>(16)</sup></b>	<b>16,474,895</b>	<b>28.4%</b>



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- \* Represents beneficial ownership of less than one percent (1%) of the outstanding common stock.
- (1) Shares shown in the table above include shares held in the beneficial owner's name or jointly with others, or in the name of a bank, nominee or trustee for the beneficial owner's account.
- (2) Based on the most recently available Schedule 13G/A filed with the SEC on February 14, 2013, TRI Investments LLC is the record owner of 11,618,769 shares of our common stock. TRI Ventures, Inc., as the managing member of TRI Investments LLC, may be deemed to beneficially own such shares. Mr. Chuang and Mr. Kapner, two of our directors, are Chief Executive Officer and Managing Director, respectively, of TRI Ventures, Inc., the parent company of TRI Investments, LLC and, therefore, may be deemed to share voting and dispositive power over the shares held by this entity. Mr. Chuang and Mr. Kapner disclaim beneficial ownership with respect to shares beneficially owned by TRI Investments LLC, except to the extent of their pecuniary interests therein. In addition, each of Mr. Chuang and Mr. Kapner holds stock options to purchase 7,929 shares of our common stock currently exercisable or exercisable within 60 days. The address for TRI Investments LLC is 711 Boylston Avenue, Boston, MA 02116.
- (3) Based on the most recently available Schedule 13G/A filed with the SEC on February 7, 2013, T. Rowe Price Associates, Inc. ( TRPA ) has sole voting power with respect to 1,585,894 of such shares and sole dispositive power with respect to 9,039,560 of such shares and T. Rowe Price New Horizons Fund, Inc. has sole voting power with respect to 4,435,304 of such shares. TRPA is the wholly owned subsidiary of T. Rowe Price Group, Inc., which is a publicly traded financial services holding company. The address for T. Rowe Price Associates, Inc. is 100 East Pratt Street, Baltimore, MD 21202.
- (4) Based on the most recently available Schedule 13G/A filed with the SEC on February 12, 2013, Capital Research Global Investors is the record owner of 3,313,470 shares of our common stock. The address for Capital Research Global Investors is 333 South Hope Street, Los Angeles, CA 90071.
- (5) Based on the Schedule 13G filed with the SEC on February 14, 2013, Lord, Abbett & Co. LLC has sole voting power with respect to 2,950,535 of such shares and sole dispositive power with respect to 3,014,605 of such shares. A Schedule 13G/A was subsequently filed on March 8, 2013 indicating that Lord, Abbett & Co. LLC has sole voting power with respect to 2,337,285 shares and sole dispositive power with respect to 2,390,502 shares. The address for Lord, Abbett & Co. LLC is 90 Hudson Street, Jersey City, NJ 07302.
- (6) Includes stock options to purchase 48,144 shares of our common stock currently exercisable or exercisable within 60 days.
- (7) Includes stock options to purchase 115,286 shares of our common stock currently exercisable or exercisable within 60 days.
- (8) Consists solely of stock options to purchase 63,870 shares of our common stock currently exercisable or exercisable within 60 days.
- (9) Consists solely of stock options to purchase 26,800 shares of our common stock currently exercisable or exercisable within 60 days.
- (10) Includes (i) 93,704 shares held by Mr. Biddinger and (ii) stock options to purchase 67,929 shares of our common stock currently exercisable. This does not include shares held by City Investment Group, LLC that were previously reported by Mr. Biddinger, because he does not have a pecuniary interest in, or beneficial ownership over, such shares.

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- (11) Includes stock options to purchase 24,553 shares of our common stock currently exercisable or exercisable within 60 days.

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- (12) Consists solely of stock options to purchase 254,100 shares of our common stock currently exercisable or exercisable within 60 days.
- (13) Consists solely of stock options to purchase 7,929 shares of our common stock currently exercisable or exercisable within 60 days.
- (14) Includes stock options to purchase 9,400 shares of our common stock currently exercisable or exercisable within 60 days.
- (15) Consists solely of stock options to purchase 5,352 shares of our common stock currently exercisable or exercisable within 60 days.
- (16) Includes stock options to purchase 638,221 shares of our common stock currently exercisable or exercisable within 60 days.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires the Company's directors and executive officers, and persons who beneficially own more than 10% of our common stock, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock on Forms 3, 4, and 5. Executive officers, directors and greater than 10% stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file. As a matter of practice, we generally assist our executive officers and certain directors in preparing initial ownership reports and reporting ownership changes and we typically file these reports on their behalf.

Based solely on the Company's review of the copies of Section 16(a) forms it has received and written representations from certain reporting persons that no other reports were required, the Company believes that all of its executive officers, directors, and greater than 10% stockholders have timely complied with all of the filing requirements applicable to them with respect to transactions during fiscal 2012, except for Mr. Maurer, who was one day late in reporting one transaction on a Form 4.

**Table of Contents****DIRECTOR COMPENSATION**

During 2012, our non-employee directors received the following annual compensation:

Position	Cash (\$)	Equity Grants (\$)
Board Chairman	20,000	
Board Member	30,000	50,000
Audit Committee Chair	10,000	
Compensation Committee Chair	7,000	
Nominating and Corporate Governance Committee Chair	5,000	
Audit Committee Member	5,000	
Compensation Committee Member	3,500	
Nominating and Corporate Governance Committee Member	2,500	

In addition, we reimburse our non-employee directors for their travel, lodging and other reasonable expenses incurred in attending meetings of the Board and committees of the Board.

All non-employee directors receive cash compensation paid quarterly for service as set forth in the table above for services performed. At our 2013 annual stockholders meeting, non-employee directors will receive the equity grant set forth in the table above in the form of stock options (with the number of shares calculated based on the then-grant date fair value of the option), which will vest quarterly and will be fully vested one year from the grant date. However, Mr. Krach will not receive any cash or equity compensation as a non-employee director until our 2014 annual stockholders meeting.

**2012 Director Compensation**

The following table sets forth information concerning the compensation of the Company's non-employee directors during 2012. Mr. Oesterle and Ms. Hicks Bowman do not receive separate compensation for their service on the Board. See Executive Compensation Compensation Discussion and Analysis Stock Ownership Guidelines for a description of our policies regarding stock ownership by directors and no hedging by directors.

Name	Fees Earned or Paid in Cash(\$) <sup>(1)</sup>	Option Awards (\$) <sup>(2)(5)</sup>	Total(\$)
John W. Biddinger	49,524	50,000	99,524
Mark Britto	48,904	50,000	98,904
John H. Chuang	40,238	50,000	90,238
Steven M. Kapner	45,583	50,000	95,583
Keith Krach			
Roger H. Lee	41,476	50,000	91,476
Michael S. Maurer <sup>(3)</sup>	32,083	61,475	93,558
Susan Thronson <sup>(4)</sup>	5,833	25,000	30,833

(1) Includes the portion of the cash compensation described above that was earned for services in 2012.

(2) The amount reflects the aggregate grant date fair value of the option and stock awards granted during the year, computed in accordance with FASB ASC Topic 718. We provide information regarding the assumptions used to calculate the value of the option and stock awards in note 10 to our consolidated



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financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2012. There can be no assurance that awards will vest or will be exercised, or that the value upon exercise will approximate the aggregate grant date fair value.

- (3) In February 2012, in connection with his appointment to our Board, we granted an option to purchase 1,471 shares of common stock to Mr. Maurer, reflecting a prorated portion of an annual grant, which option vested on our 2012 annual stockholder meeting date.
- (4) In November 2012, in connection with her appointment to our Board, we granted an option to purchase 7,987 shares of common stock to Ms. Thronson, reflecting a prorated portion of an annual grant, subject to vesting in three installments on December 31, 2012, March 31, 2013 and our 2013 annual stockholder meeting date.
- (5) On the date of our 2012 annual meeting, each then-current non-employee director (other than Mr. Krach) received an option to purchase 10,571 shares under our non-employee director compensation program.
- At December 31, 2012, each of our non-employee directors held options to purchase the following number of shares of common stock (whether vested or unvested): Biddinger, 22,571 shares; Britto, 27,195 shares; Chuang, 10,571 shares; Kapner, 10,571 shares; Krach, 508,200 shares; Lee, 10,571 shares; Maurer, 12,042 shares; and Thronson, 7,987 shares.



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**EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

This section discusses the principles underlying our policies and decisions with respect to the compensation of our executive officers who are named in the 2012 Summary Compensation Table and the most important factors relevant to an analysis of these policies and decisions. These named executive officers for 2012 are William S. Oesterle, our Chief Executive Officer; Robert R. Millard, our Chief Financial Officer; Angela Hicks Bowman, our Chief Marketing Officer; Manu Thapar, our Chief Technology Officer; and Michael Rutz, our Vice President of Sales. On March 14, 2013, we announced that Robert R. Millard will step down as Chief Financial Officer effective April 1, 2013. We also announced the appointment of Charles Hundt, our Controller, as our interim Chief Financial Officer from April 1, 2013 through the appointment of Mr. Millard's successor. However, since Mr. Hundt was not an executive officer during 2012, he is not a named executive officer for 2012.

*Executive Compensation Overview*

We recognize that the ability to excel depends on the integrity, knowledge, imagination, skill, diversity and teamwork of our employees. To this end, we strive to create an environment of mutual respect, encouragement and teamwork that rewards commitment and performance and that is responsive to the needs of our employees. The principles and objectives of our compensation and benefits programs for our employees generally, and for our named executive officers specifically, are to:

attract, engage and retain individuals of superior ability, experience and managerial talent enabling us to be an employer of choice in the highly-competitive and dynamic Internet and technology industry;

ensure compensation is closely aligned with our corporate strategies, business and financial objectives and the long-term interests of our stockholders;

motivate and reward executives whose knowledge, skills and performance ensure our continued success;

ensure that the elements of compensation, individually and in the aggregate, do not encourage excessive risk-taking; and

ensure that total compensation is fair and reasonable.

Most of our compensation components simultaneously fulfill one or more of these principles and objectives. As further described below, the primary components are (1) base salary, (2) performance bonuses and (3) equity incentives. We also offer limited other types of employee benefits as described below. We view each component of executive compensation as related but distinct, and we also review total compensation of our executive officers to ensure that our overall compensation objectives are met. We determine the appropriate level for each compensation component based in part, but not exclusively, on our understanding of the market for executive talent based on the experience of members of our compensation committee and consistent with our recruiting and retention goals, our view of internal equity and consistency, the length of service of our executives, our overall performance and other considerations we deem relevant.

We believe that because the achievement of our business and financial objectives will be reflected in the value of our equity, our executive officers will be incentivized to achieve these objectives when a portion of their compensation is tied to the value of our equity. To this end, we use equity awards (in particular, stock options) as a significant component of compensation because we believe that this is an effective way to tie individual compensation to the creation of stockholder value. We believe stock-based compensation is a significant motivator in attracting employees for Internet-related and other technology companies.

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We have not adopted any formal policies for allocating compensation between long-term and short-term compensation, between cash and non-cash compensation or among different forms of non-cash compensation. Instead, our compensation programs are designed to be flexible and complementary and to collectively serve all of the executive compensation objectives described above.

### *Stockholder Advisory Vote on Executive Compensation*

At our 2012 Annual Meeting of Stockholders our stockholders voted on non-binding advisory votes (i) to approve the compensation of our named executive officers and (ii) in favor of having a non-binding stockholder vote on executive compensation once every year. The compensation committee reviewed the results of the stockholders' advisory votes on compensation of our named executive officers and frequency of the advisory vote on compensation of our named executive officers. In light of the approval by a substantial majority of our stockholders of the compensation programs described in our 2012 proxy statement (representing 96.5% of the shares represented in person or by proxy at the meeting and entitled to vote), the compensation committee did not implement changes to our executive compensation programs as a result of the stockholders' advisory vote. The compensation for each of our named executive officers for fiscal year 2012 reflects the continued improvements in each individual's performance and the changes regarding our financial and operating performance. Additionally, in light of the results of the frequency of advisory vote on compensation of our named executive officers, the Board decided to adopt an annual non-binding stockholder advisory vote on executive compensation.

### *Compensation Determination Process*

In determining the appropriate level of total compensation for our named executive officers, the compensation committee reviews and considers our corporate performance along with the performance of each named executive officer. The compensation committee also evaluates comparative compensation data, which includes salary, equity and other compensation components from a peer group of companies. The Chief Executive Officer typically makes recommendations to the compensation committee regarding compensation for each named executive officer other than himself. The compensation committee reviews and discusses the information and determines the compensation for each named executive officer, including the Chief Executive Officer, as it deems appropriate.

We strive to achieve an appropriate mix between equity incentive awards and cash payments in order to meet our objectives. Any apportionment goal is not applied rigidly and does not control our compensation decisions, and our compensation committee does not have formal policies for allocating compensation between long-term and short-term compensation or cash and non-cash compensation. Our mix of compensation elements is designed to reward recent results and motivate long-term performance through a combination of cash and equity incentive awards. We believe the most important indicator of whether our compensation objectives are being met is our ability to motivate our named executive officers to deliver superior performance and retain them to continue their careers with us on a cost-effective basis.

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In determining executive compensation for 2012, our compensation committee engaged Mercer Consulting to review publicly available compensation data aggregated for a peer group of companies' pay levels, using compensation data from Standard & Poor's Research Insight. This comparative data is valuable in that it provides insight into ranges and components of total compensation as well as confirms the reasonableness of our own compensation decisions. The peer group reviewed and approved by the committee in its December 2011 compensation review consisted of technology companies with market capitalizations similar to ours and included:

Ancestry.com Inc.	Vocus, Inc.
Constant Contact, Inc.	LoopNet, Inc.
comScore, Inc.	OpenTable, Inc.
Dice Holdings Inc.	TheStreet.com, Inc.
The Knot, Inc.	Local.com Corporation
Internet Brands, Inc.	Archipelago Learning, Inc.

Travelzoo Inc.	Support.com, Inc.
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LivePerson, Inc.

The compensation committee reviewed the independence of Mercer Consulting and determined that there were no conflicts of interest.

The Chief Executive Officer's compensation is determined by the compensation committee in executive session without the presence of the Chief Executive Officer. As a result of our compensation committee's assessment of the Chief Executive Officer's roles and responsibilities within our company, particularly since we completed our initial public offering process (which required significant public efforts and responsibilities for our Chief Executive Officer), there is a significant difference between his compensation levels and those of our other named executive officers.

*Base Salaries*

In general, base salaries for our named executive officers are initially established through arm's-length negotiation at the time the executive is hired, taking into account such executive's qualifications, experience and prior salary. Our aim is to offer base salaries that are cost-effective while also remaining competitive for the retention and recruitment of talented executives. Adjustments to base salaries are based on the scope of a named executive officer's responsibilities, individual contribution, and sustained performance. Base salaries are also reviewed in the case of promotions or other significant changes in responsibility. No formulaic base salary increases are provided to our named executive officers. This strategy is consistent with our intent of offering base salaries that are cost-effective while remaining competitive.

In approving salaries for 2012, we continued our philosophy with keeping salary levels substantially comparable among executive officers, except that our Chief Executive Officer has the highest salary because of his role as head of our company with the highest level of responsibilities. Other differences in salary reflect different roles—in particular, Mr. Rutz, our Vice President of Sales, salary is lower because his cash compensation is weighted to commissions. For the executives' total compensation, the intended goal was to be at approximately the 50th percentile for compensation of the peer group of companies set forth above. Compensation committee members reviewed the proposed executive officers' salaries. Based on Mercer's compensation analysis of the Company's executives, the compensation committee increased Vice President of Sales Mike Rutz's salary by the highest percentage. The other executives received a standard 2% increase.

The actual base salaries paid to all of our named executive officers during fiscal 2012 are set forth in the 2012 Summary Compensation Table.

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*2012 Cash Bonuses*

For 2012, our cash bonus program for named executive officers was intended to align their cash compensation opportunities with our corporate goals. The compensation committee approved payout of bonuses on an annual basis to encourage sustained business results over the year. The exception was for Mr. Rutz, who because he is in sales, is paid on a quarterly basis consistent with our sales commission plans. The actual cash bonuses paid to our named executive officers for fiscal 2012 performance are set forth in the 2012 Summary Compensation Table.

*Chief Executive Officer Bonus.* Our Chief Executive Officer had an annual target bonus payout of \$300,320 for the year. The compensation committee determined his actual bonus by considering the results for our performance metrics listed below and the compensation committee's own subjective assessment of both the financial metrics and other factors considered important. In considering our performance metrics, the compensation committee gave equal weighting to each of the following metrics (which were also used for a portion of the other named executive officers' bonuses as described below) and at the end of the year made determinations as to achievement:

*Number of new paid memberships.* Our achievement of 1,787,394 exceeded our target of 1,686,976.

*Average marketing cost per paid membership acquisition (or average CPA).* Our achievement of \$73 was better than our goal of \$79.

*First year renewal rate.* We met our goal of 75%

*Service provider revenue.* Our achievement of approximately \$108 million exceeded our goal of approximately \$103 million.

*Growth weighted total average revenue per member.* Our achievement of \$103.28 was only slightly below our target of \$104.88. Growth weighted total average revenue per member is an internal metric involving total revenue, and is determined by dividing period revenue by a growth adjusted number of members at period end.

*Company value index.* Our achievement of approximately \$1.47 billion exceeded our goal of approximately \$1.27 billion. Company value index is an internal metric involving the key value drivers for our business, including Membership and Service Provider revenue, renewal rates, and the cost to service a member. The calculation also involves a discounted cash flow analysis, adjustments for the timing of cash flows and expenses, and current assets and liabilities.

As a result, the compensation committee determined that our average performance was above target and approved a bonus payout for corporate performance equal to 113% of target. Mr. Oesterle's bonus was solely based on the above corporate targets and so he received a bonus of \$339,194.

*Other named executive officers' bonuses.* Each other named executive officer received bonus amounts, generally with 50% of their bonus tied to the corporate performance metrics (which, as described above, were determined to be achieved above target), but with some difference in weighting as a result of the individual's responsibilities and the remainder dependent on the achievement of the following specific performance objectives:

Mr. Millard's bonus was solely based on the above corporate targets and so he received a bonus of \$158,404 for attaining 113% of the above metrics.

Ms. Hicks Bowman received a \$133,311 bonus for the year (106% of her target), based on goals similar to the above but with more weight placed on membership-related metrics.

Mr. Thapar's bonus was solely based on the above corporate targets and so he received a \$172,805 bonus for the year (113% of his target).

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Mr. Rutz was paid on a quarterly basis. Overall for the year, he received \$190,961 bonus payment for the fiscal year based on number of service providers, advertising revenue, advertising cash and new advertising sales. Because we performed well in these areas, he received 109% of his target.

### *Long-Term Equity Incentives*

The primary goal of our long-term, equity-based incentive awards is to align the interests of our named executive officers with the interests of our stockholders. Because vesting is based on continued employment, our equity-based incentives also encourage the retention of our named executive officers through the vesting period of the awards. We have granted equity awards to executive officers and other key personnel to incentivize them to increase the value of our stock and thereby align their interests with those of our stockholders. We have granted both stock options, which permit the employee to exercise the option at a fixed price (the fair market value of the stock on the grant date) in the future, and, in limited circumstances, restricted stock awards, which do not have an exercise price.

The compensation committee or Board determines the size and type of equity awards, taking into account the recommendations of our Chief Executive Officer (for executive officers other than himself), and also determines the vesting schedule of equity awards. To date, the amount of our equity grants has not been based on a specific formula or targeted a specific percentile within a peer group, but rather was based on a combination of the compensation committee's subjective judgment about the appropriate level of compensation for the executive given both individual responsibilities and length of service, dilution considerations and the negotiation process with the individual. During 2012, the following determinations were made in granting stock options to our named executive officers:

For Ms. Hicks Bowman, the number of shares provided was based on the compensation committee's subjective view as to the appropriate number to provide incentives for long-term performance.

The remaining executives did not receive new equity grants in 2012 because the compensation committee felt that their existing equity holdings offered sufficient retentive and incentive value at that time.

For 2012, we used stock options as the primary incentive vehicles for long-term compensation. We believe that stock options are an effective tool for meeting our compensation goal of increasing long-term stockholder value by tying the value of the stock options to our future performance. Because named executive officers are able to profit from stock options only if our stock price increases relative to the stock option's exercise price, we believe stock options provide meaningful incentives to named executive officers to achieve increases in the value of our stock over time.

Typically, we grant stock options that vest over four years, which we believe offers long-term retentive value, except that periodically our compensation committee may grant equity awards with different vesting schedules.

### *Stock Ownership Guidelines*

The Board believes that our directors and executive officers should own and hold our common stock to further align their interests with the interests of our stockholders and to further promote our commitment to sound corporate governance. Therefore, in August 2011, the Board adopted the following minimum stock ownership guidelines applicable for our executive officers and non-employee directors:

*Executive Officer Guidelines.* Each of our executive officers is expected to accumulate the equivalent of Angie's List common stock equal to 3 times (or 5 times, in the case of our CEO) his or her annual base salary, within five years from the adoption of these guidelines or from date that the executive officer assumes their position, whichever is later.

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*Director Guidelines.* Directors of Angie's List are expected to accumulate 15,000 shares of Angie's List common stock within five years of the adoption of these guidelines or within three years of first appointment to the Board.

All of our executive officers and directors either meet these guidelines or are expected to meet the guidelines within the time period specified.

Additionally, all of our executive officers and directors are prohibited from entering into hedging transactions in respect of our common stock or other securities issued by us.

### *Retirement and other benefits*

Our named executive officers are eligible to participate in our employee benefit plans provided for other personnel. These benefits include a 401(k) plan, group health insurance, and short- and long-term disability insurance. Currently, we contribute up to 3% of total salary (which includes base salary, bonuses, and commissions, where applicable) to the 401(k) to all eligible employees.

Some of our named executive officers have agreements that would provide severance benefits on specified involuntary terminations of employment. The terms and estimated amounts of these benefits are described below under Potential Payments upon Termination and Change in Control. Most of these arrangements were negotiated when the applicable named executive officer was hired and had terms that we believed were reasonably necessary to hire and retain these individuals in our market for executive talent. We have granted equity awards to our named executive officers that provide for accelerated vesting of equity upon a future change in control, as further described under Potential Payments upon Termination and Change in Control. We believe these provisions are reasonable because the possibility of a change in control could cause uncertainty among executive officers and concern over potential loss of equity awards (which has been a significant component of their potential compensation) and, therefore, could result in their departure or distraction to the detriment of our company and our stockholders.

### *Tax Considerations*

We do not require executive compensation to be tax deductible for our company, but instead balance the cost and benefits of tax deductibility to comply with our executive compensation goals. Section 162(m) disallows a tax deduction for any publicly held corporation for individual compensation exceeding \$1.0 million in any taxable year for our Chief Executive Officer and each of the other named executive officers (other than our Chief Financial Officer), unless compensation is performance-based. In approving the amount and form of compensation for our executive officers in the future, our compensation committee expects to consider all elements of the cost to our company of providing such compensation, and so it may consider the potential impact of Section 162(m). However, our compensation committee may, in its judgment, authorize compensation payments that are not exempt from Section 162(m) when it believes that such payments are appropriate to attract and retain executive talent.

**Table of Contents****2012 Summary Compensation Table**

The following table sets forth information concerning the compensation of William S. Oesterle, our Chief Executive Officer, Robert Millard, our Chief Financial Officer, and the three other most highly compensated executive officers for 2012. We refer to these officers in this proxy statement as our named executive officers .

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) <sup>(1)</sup>	Option Awards (\$) <sup>(1)</sup>	Non-Equity Incentive	All Other Compensation (\$)	Total (\$)
						Plan Compensation (\$) <sup>(2)</sup>		
William S. Oesterle, Chief Executive Officer and Director	2012	372,839				339,194	24,116 <sup>(3)</sup>	736,149
	2011	355,692				508,950	20,609	885,251
	2010	254,995		1,440,847		301,875	19,711	2,017,428
Robert R. Millard, Chief Financial Officer <sup>(1)</sup>	2012	278,596				158,404	24,116 <sup>(4)</sup>	461,116
	2011	179,808 <sup>(8)</sup>	62,500		1,818,721	37,500	7,549	2,106,078
Manu Thapar, Chief Technology Officer	2012	303,923	166,644 <sup>(10)</sup>			172,805	249 <sup>(5)</sup>	643,621
	2011	63,462 <sup>(9)</sup>	160,000		2,443,312			2,666,774
Michael Rutz, Vice President of Sales	2012	162,885				190,961	11,773 <sup>(6)</sup>	365,619
	2011	135,962	24,167		555,400	100,207	7,128	822,864
	2010	126,875	50,000		45,375		6,019	228,269
Angela R. Hicks Bowman, Chief Marketing Officer and Director	2012	249,204			156,940	133,311	23,793 <sup>(7)</sup>	563,248
	2011	217,692				135,181	19,266	372,139
	2010	148,550	194,659	2,969,355	848,698		19,344	4,180,606

- (1) The amount reflects the aggregate grant date fair value of the option and stock awards granted during the year, computed in accordance with FASB ASC Topic 718. We provide information regarding the assumptions used to calculate the value of the option and stock awards in note 10 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2012. There can be no assurance that awards will vest or will be exercised, or that the value upon exercise will approximate the aggregate grant date fair value.
- (2) Reflects the amount paid under our cash incentive program for the year based upon satisfaction of the performance criteria described under Compensation Discussion and Analysis 2012 Cash Bonuses. For Mr. Oesterle, for 2011 and 2010 only, includes \$278,450 and \$180,000, respectively, representing the amount awarded under a long-term bonus program, which amount was determined based on performance, but that the compensation committee decided to award in the form of stock options.
- (3) Represents (i) \$7,500 in 401(k) matching contributions and (ii) \$16,616 for medical, dental and vision insurance premiums paid by us.
- (4) Represents (i) \$7,500 in 401(k) matching contributions and (ii) \$16,616 for medical, dental and vision insurance premiums paid by us.



(5) Represents insurance premiums paid by us.

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- (6) Represents (i) \$7,500 in 401(k) matching contributions, (ii) \$4,173 for medical, dental and vision insurance premiums paid by us and (iii) \$100 fringe compensation.
- (7) Represents (i) \$7,500 in 401(k) matching contributions and (ii) \$16,293 for medical, dental and vision insurance premiums paid by us.
- (8) Mr. Millard was hired by the Company on May 2, 2011.
- (9) Mr. Thapar was hired by the Company on October 10, 2011.
- (10) Reflects (i) a \$50,000 sign-on bonus which was paid in January, 2012 to Mr. Thapar in accordance with his offer letter and (ii) \$116,644 representing the first installment of his special long-term bonus which was approved by the compensation committee in 2011 to be paid to him in four equal annual installments starting in October 2012 if he remains employed with us on each payment date, as further described in our definitive proxy statement filed with the Securities and Exchange Commission in connection with our 2012 Annual Meeting of Stockholders.
- (11) On March 14, 2013, we announced that Robert R. Millard will step down as Chief Financial Officer effective April 1, 2013.

**Grants of Plan-Based Awards**

The following table sets forth information concerning grants of plan-based awards made to our named executive officers during 2012.

Name	Grant Date	Estimated Possible Payouts Under Equity Incentive Plan Awards <sup>(1)</sup>	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>	All Other Awards: All Other	Exercise or Base Price of Option	Fair Market Value of Stock on Date of Grant(\$/Sh)	Grant Date Fair Value of Stock and Option Awards(\$) <sup>(2)</sup>
		Target (\$)	Units(#)	Number of Stock Awards: All Other	Number of Securities Underlying Awards(\$/Sh)	Value of Option	
William S. Oesterle	N/A	300,320					
Robert R. Millard	N/A	140,250					
Manu Thapar	N/A	153,000					
Michael Rutz	N/A	175,000					
Angela R. Hicks Bowman	5/8/2012	125,450		21,656	14.22	14.22	156,940

- (1) We do not provide for thresholds or maximums as part of our non-equity incentive plan. Our non-equity incentive plan is described above in Compensation Discussion and Analysis 2012 Cash Bonuses.
- (2) The amount reflects the grant date fair value of the stock and option awards granted during the year, computed in accordance with FASB ASC Topic 718. We provide information regarding the assumptions used to calculate the value of the option awards in note 10 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2012. Except as noted below, all grants were made under our Amended and Restated Omnibus Incentive Plan.

**Table of Contents****Outstanding Equity Awards at Year End**

The following table summarizes the number of shares of our common stock underlying outstanding equity incentive plan awards for each named executive officer as of December 31, 2012. Other than the equity awards listed below, there were no unvested or unearned equity awards held by our named executive officers as of December 31, 2012.

Name	Option Awards				Option Expiration Date
	Numbers of Securities Underlying Unexercised Options (#)	Numbers of Securities Underlying Exercised Options (#)	Option Exercise Price (\$)		
	Exercisable	Unexercisable <sup>(1)</sup>			
William S. Oesterle	19,822	59,466	7.6275		2/11/2021
Robert R. Millard	115,286	33,999	15.47		2/23/2022
Manu Thapar	118,120	381,150	8.50		5/19/2021
Michael Rutz	40,000	120,000	8.50		8/11/2021
	13,200	6,800 <sup>(2)</sup>	7.6275		10/4/2020
Angela R. Hicks Bowman		21,656	14.22		5/8/2022

(1) Except as otherwise indicated, all of these stock options are subject to vesting in four equal annual installments (of the original total number of options granted) over four years from the grant date, which is ten years before the expiration date listed.

(2) The remaining unvested portion of this stock option will vest in October 2013.

**Option Exercises and Stock Vested**

The following table summarizes stock option exercises by and/or vesting of stock awards held by our named executive officers during 2012.

Name	Option Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) <sup>(1)</sup>
William S. Oesterle		
Robert R. Millard	11,764	30,704
Manu Thapar		
Michael Rutz		
Angela R. Hicks Bowman		

(1) Amounts reported represent the difference between the exercise price of the option and the closing price of our common stock on the date of exercise.

**Pension Benefits**

We do not maintain any defined benefit pension plans.

**Nonqualified Deferred Compensation**

We do not maintain any nonqualified deferred compensation plans.

**Table of Contents****Potential Payments on Termination and Change in Control**

We have entered into agreements with several of our named executive officers that may provide for benefits under the circumstances described below if the officer's employment is terminated or we experience a change in control (such as a change in the beneficial ownership of our company by more than 50% or a sale of substantially all of our assets).

***Severance***

Under the terms of his September 2011 offer letter, if, Mr. Thapar is terminated without cause, he will be entitled to a severance payment equal to 12 months of his base salary and his targeted bonus for the year of termination. If, in connection with a change in control, Mr. Thapar is terminated, the scope of his responsibilities or duties is reduced or diminished in any material respect or his compensation is reduced by the Company, he is entitled to receive an amount equal to two years of his then base salary.

Under the terms of his April 2011 offer letter, if, in connection with a change in control, Mr. Millard is terminated, the scope of his responsibilities or duties is reduced or diminished in any material respect or his compensation is reduced by us, he is entitled to receive an amount equal to two years of his then base salary.

***Change in Control Equity Acceleration***

The terms of our Incentive Stock Option and Non-Qualified Stock Option Agreements with our named executive officers provide that should we undergo a change in control, all unvested options would be automatically accelerated and become fully exercisable. Such options will terminate if not exercised prior to the closing of the transaction causing the change in control.

The table below provides an estimate of the value of the compensation due to each of our named executive officers in the events described below, assuming that the change in control was effective on December 31, 2012, under the agreements described above. The actual amounts to be paid can only be determined at the time of the termination of employment or change in control, as applicable.

Name	Involuntary Termination	Change in Control Followed by Involuntary Termination		
	Cash(\$)	Cash(\$)	Equity(\$) <sup>(1)</sup>	Total(\$)
William S. Oesterle			345,893	345,893
Robert R. Millard		561,000	1,732,562	2,293,562
Manu Thapar	459,000	612,000	1,182,381	2,253,381
Michael Rutz			645,650	645,650
Angela R. Hicks Bowman				

(1) The value of accelerated vesting of stock options and stock awards is based on the difference between the market price at December 31, 2012 of \$11.99 per share minus the per share exercise price.

**Table of Contents****Equity Compensation Plan Information**

The following table summarizes information regarding our stock incentive plans as of December 31, 2012.

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a))</b>
Equity compensation plans approved by security holders <sup>(1)</sup>	2,820,619	9.11	3,867,720 <sup>(2)</sup>
Equity compensation plans not approved by security holders			
<b>Total</b>	<b>2,820,619</b>	<b>9.11</b>	<b>3,867,720</b>

(1) Includes the Amended and Restated Omnibus Incentive Plan.

(2) On the first day of each fiscal year, through 2021, the number of shares in the reserve under the Amended and Restated Omnibus Incentive Plan will increase by an amount equal to the least of (x) 5.0% of the outstanding shares of common stock on the last day of the immediately preceding fiscal year, (y) 5,090,496 shares and (z) such lesser number of shares determined by our Board.

**Risk Assessment of Compensation Programs**

Our compensation committee has considered an assessment of compensation-related risks for all of our personnel. Based on this assessment, the compensation committee concluded that our compensation programs do not create risks that are reasonably likely to have a material adverse effect on the Company. In making this evaluation, the compensation committee considered the key design elements of our compensation programs. For example, the compensation committee retains discretion to determine final executive cash bonus awards rather than being required to pay large awards based on any one factor. The compensation committee also believes that the equity ownership of executive officers encourages a long-term commitment and focus on sustainable performance rather than short-term risk-taking.

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**COMPENSATION COMMITTEE REPORT**

*The material in this report does not constitute soliciting material and should not be deemed filed with the SEC, and is not to be incorporated by reference into any filing of Angie's List under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.*

The compensation committee has reviewed and discussed the Compensation Discussion and Analysis with management and, 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 the Company's Form 10-K for the fiscal year ended December 31, 2012.

This report is respectfully submitted by the members of the compensation committee set forth below:

Mark Britto, Chairman

Roger H. Lee

Steven M. Kapner

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**AUDIT COMMITTEE REPORT**

*The material in this report does not constitute soliciting material and should not be deemed filed with the SEC, and is not to be incorporated by reference into any filing of Angie's List under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.*

The primary purpose of the audit committee is to oversee our financial reporting processes on behalf of our Board. The audit committee's functions are more fully described in its charter, which is available in the Corporate Governance section of our Investor Relations website at [investor.angiestlist.com](http://investor.angiestlist.com). Management has the primary responsibility for our financial statements and reporting processes, including our systems of internal controls. In fulfilling its oversight responsibilities, the audit committee reviewed and discussed with management Angie's List's audited consolidated financial statements as of and for the fiscal year ended December 31, 2012.

The audit committee has discussed with Ernst & Young LLP, the Company's independent registered public accounting firm, the matters required to be discussed by Statement on Auditing Standards (SAS) No. 114, as amended (AICPA, Professional Standards, Vol. 1. AU Section 380) as adopted by the Public Company Accounting Oversight Board (PCAOB) in Rule 3200T. In addition, the audit committee discussed with Ernst & Young LLP their independence, and received from Ernst & Young LLP the written disclosures and the letter required by the applicable requirements of the PCAOB regarding Ernst & Young LLP's communications with the audit committee concerning independence.

The audit committee met eight times during the fiscal year ended December 31, 2012. The audit committee schedules its meetings with a view to ensuring that it devotes appropriate attention to all of its responsibilities. The audit committee meetings include, whenever appropriate, executive sessions with Ernst & Young LLP and with our internal audit function, in each case without the presence of our management. The audit committee discussed with Ernst & Young LLP the overall scope and plans for their audits. The audit committee meets with Ernst & Young LLP, with and without management present, to discuss the results of their audits and reviews, their evaluations of our system of internal control over financing reporting, and the overall quality of our financial reporting.

Based on these reviews and discussions, the audit committee has recommended to our Board of Directors that such audited consolidated financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2012 for filing with the SEC. The audit committee also has engaged Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013 and is seeking ratification of such appointment by the stockholders.

This report is respectfully submitted by the members of the audit committee set forth below:

John W. Biddinger, Chairman

Michael S. Maurer

Susan E. Thronson



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**CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS**

We describe below each transaction since January 1, 2012 and each currently proposed transaction, to which we were a party or will be a party, in which:

the amounts involved exceeded or will exceed \$120,000; and

any of our directors, executive officers, holders of more than 5% of our common stock or any member of their immediate family had or will have a direct or indirect material interest.

**Investor Rights Agreement**

We are party to an amended and restated investor rights agreement which provides that certain of our investors, including entities with which certain of our directors are affiliated, are entitled to registration rights with respect to our common stock.

**Office Leases and Purchase of Headquarters**

In November 2012, we completed the purchase of our headquarters facilities (the properties) which were owned by Henry Amalgamated, LLC, and Henry Amalgamated II, LLC, Indiana limited liability companies (together, Henry Amalgamated) for an aggregate purchase price of \$6,250,000, excluding fees and other charges. In addition to the primary acquisition costs of approximately \$6,250,000 million, the Company paid \$178,000 to Henry Amalgamated for other charges incurred to prepare the properties for use. William S. Oesterle, our Chief Executive Officer and director, owns a 70% interest in Henry Amalgamated.

In 2012, we paid approximately \$1,000,000 in rent and related costs (including rent for parking lots adjacent to the office buildings) to Henry Amalgamated under various leases. The dollar value of Mr. Oesterle's interest in these lease payments was \$735,590. In connection with its acquisition of the properties described above, our leases with Henry Amalgamated for our headquarters facilities were terminated.

**Vendor Relationship**

In 2012, we entered into a contract with DocuSign Inc. (DocuSign) that expires in 2014 for the provision of electronic signature and online digital signature services for us. Keith J. Krach, our Chairman of the Board, currently serves as the Chief Executive Officer, President and Chairman of the Board of DocuSign. In 2012, we paid \$57,499 to DocuSign.

**Indemnification Agreements**

We have entered into an indemnification agreement with each of our directors and executive officers. The indemnification agreements and our amended and restated certificate of incorporation require us to indemnify our directors and executive officers to the fullest extent permitted by Delaware law.

Other than as described above under this section Certain Relationships and Related Party Transactions, since the beginning of our last fiscal year, we have not entered into any transactions, nor are there any currently proposed transactions, between us and a related party where the amount involved exceeds, or would exceed, \$120,000, and in which any related person had or will have a direct or indirect material interest. We believe the terms of the transactions described above were comparable to terms we could have obtained in arm's length dealings with unrelated third parties.

**Policies and Procedures for Related Party Transactions**

Our Board has adopted a written related party transaction policy setting forth the policies and procedures for the review and approval or ratification of related party transactions. This policy will cover any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, in



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which we were or are to be a participant and a related party had or will have a direct or indirect material interest, as determined by the audit committee, including, without limitation, purchases of goods or services by or from the related party or entities in which the related party has a material interest, and indebtedness, guarantees of indebtedness or employment by us of a related party.

The related party transactions entered into prior to September 2011 described in this section occurred prior to adoption of this policy and as such, these transactions were not subject to the approval and review procedures set forth in the policy. However, these transactions were reviewed and approved by our Board and all transactions entered into after September 2011 were approved pursuant to the policy.

### **HOUSEHOLDING OF PROXY MATERIALS**

The SEC has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as householding, potentially means extra convenience for stockholders and cost savings for companies.

Brokers with account holders who are Angie's List's stockholders may be householding our proxy materials. A single proxy statement may be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that it will be householding communications to your address, householding will continue until you are notified otherwise or until you notify your broker or the Company that you no longer wish to participate in householding.

If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement, you may (1) notify your broker, (2) direct your written request to: Investor Relations, Angie's List, Inc., 1030 E. Washington Street, Indianapolis, Indiana 46202 or (3) contact our Investor Relations department by telephone at (888) 619-2655. Stockholders who currently receive multiple copies of the proxy statement at their address and would like to request householding of their communications should contact their broker. In addition, we will promptly deliver, upon written or oral request to the address or telephone number above, a separate copy of the annual report and proxy statement to a stockholder at a shared address to which a single copy of the documents was delivered.

### **OTHER MATTERS**

The Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their best judgment.

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**ANNUAL REPORTS**

The fiscal 2012 Annual Report to Stockholders, including our 2012 Annual Report on Form 10-K (which is not a part of our proxy soliciting materials), is being mailed with this Proxy Statement to stockholders.

We have filed our Annual Report on Form 10-K for the fiscal year ended December 31, 2012 with the SEC. It is available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov). Upon written request by an Angie's List stockholder, we will mail without charge a copy of our Annual Report on Form 10-K, including the financial statements and financial statement schedules, but excluding exhibits to the Annual Report on Form 10-K. Exhibits to the Annual Report on Form 10-K are available upon payment of a reasonable fee, which is limited to our expenses in furnishing the requested exhibit. All requests should be directed to Investor Relations, Angie's List, Inc., 1030 East Washington Street, Indianapolis, Indiana 46202.

By Order of the Board of Directors

/s/ SHANNON M. SHAW  
Shannon M. Shaw

*Vice President, General Counsel & Corporate*

*Secretary*

March 28, 2013

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Using a **black ink** pen, mark your votes with an **X** as shown in  
this example. Please do not write outside the designated areas. **X**

**Electronic Voting Instructions**

**Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the voting methods  
outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

**Proxies submitted by the Internet or telephone must be received by 11:59 pm, Eastern Time, on May 6, 2013.**

**Vote by Internet**

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Go to [www.investorvote.com/ANGI](http://www.investorvote.com/ANGI)

Or scan the QR code with your smartphone

Follow the steps outlined on the secure website

**Vote by telephone**

Call toll free 1-800-652-VOTE (8683) within the USA, US territories & Canada on a touch tone telephone

Follow the instructions provided by the recorded message

q IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

**A** Proposals The Board of Directors recommends a vote FOR all nominees listed, FOR the ratification of the appointment of Ernst & Young LLP and FOR approval of the advisory vote on named executive officer compensation.

1. Election of Directors:



	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
01 - John W. Biddinger	..	..	02 - Angela Hicks Bowman	..	..	03 - Steven M. Kapner	..	..
04 - Keith J. Krach	..	..						

	<b>For</b>	<b>Against</b>	<b>Abstain</b>		<b>For</b>	<b>Against</b>	<b>Abstain</b>
2. Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2013.	..	..	..	3. Advisory vote to approve the compensation of our named executive officers.	..	..	..

**B** Non-Voting Items

**Change of Address** Please print your new address below. **Comments** Please print your comments below. **Meeting Attendance** ..

Mark the box to the right

if you plan to attend the  
Annual Meeting.

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**C Authorized Signatures** This section must be completed for your vote to be counted. **Date and Sign Below**

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) Please print date below.

Signature 1 Please keep signature within the box.

Signature 2 Please keep signature within the box.

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**2013 Annual Meeting Admission Ticket**

**2013 Annual Meeting of**

**Angie's List, Inc. Stockholders**

**Tuesday, May 7, 2013, 10 A.M. Local Time**

**The Columbia Club**

**121 Monument Circle, Indianapolis, Indiana 46202**

**Upon arrival, please present this admission ticket  
and photo identification at the registration desk.**

q IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

**Proxy Angie's List, Inc.**

Notice of 2013 Annual Meeting of Shareholders

Proxy Solicited by Board of Directors for the 2013 Annual Meeting of Stockholders May 7, 2013

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## Edgar Filing: Angie's List, Inc. - Form DEF 14A

William S. Oesterle, Charles Hundt and Shannon Shaw, or any of them, as proxies (the Proxies ), each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders of Angie's List, Inc. to be held on May 7, 2013 or at any postponement or adjournment thereof.

**Shares represented by this proxy will be voted by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR all nominees, FOR Proposals 2 and 3.**

**In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.**

(Items to be voted appear on reverse side.)