

NEFF P SHERRILL
Form 4
March 14, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NEFF P SHERRILL

(Last) (First) (Middle)

ONE COMMERCE SQUARE, 2005
MARKET STREET, 15TH FLOOR

(Street)

PHILADELPHIA, PA 19103

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Resource Capital Corp. [RSO]

3. Date of Earliest Transaction
(Month/Day/Year)
03/12/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	03/12/2012		S	25,749 D 5.752	12,586	D	
Common Stock	03/14/2012		S	5,647 D \$ 5.85	6,939	D	

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NEFF P SHERRILL
ONE COMMERCE SQUARE
2005 MARKET STREET, 15TH FLOOR
PHILADELPHIA, PA 19103

X

Signatures

P. Sherrill Neff 03/14/2012

 **Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On March 12, 2012, P. Sherrill Neff sold, in multiple transactions, Resource Capital Corp. common stock at prices ranging from \$5.74 to \$5.775.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ;text-transform:none;color:#000000;font-family:Times New Roman, Times, serif;font-size:10pt;">

Dewitt Kerry McCluggage(4)	55,000(5)	60,000	115,000
James F. McNulty(6)	55,000(7)	60,000	115,000
Mark W. Mealy(4)	50,000	60,000	110,000
Manuel J. Perez de la Mesa(4)	50,000	60,000	110,000
Eriberto R. Scocimara(4)			

55,000(8) 60,000 115,000

(1)

Reflects restricted stock awards granted under our 2014 Stock Incentive Plan (“2014 Plan”). One hundred percent of the shares subject to restricted stock awards granted in 2015 vest on the one-year anniversary of the date of grant.

(2)

The amounts shown in this column reflect the fair value at the time of grant in accordance with Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 718, Share-Based Payment. For a description of the assumptions and methodologies used to calculate the amounts in the table, see Note 2 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

(3)

The amount of total compensation does not include amounts paid as reimbursement for reasonable travel expenses to attend board meetings and to participate in director continuing education.

(4)

As of December 31, 2015, options to purchase 3,997 shares and 7,026 shares of restricted stock were outstanding.

(5)

Includes cash compensation of \$5,000 for serving as Chairman of the Nominating and Corporate Governance Committee for 2015.

(6)

As of December 31, 2015, 7,026 shares of restricted stock were outstanding.

(7)

Includes cash compensation of \$5,000 for serving as Chairman of the Compensation Committee for 2015.

(8)

Includes cash compensation of \$5,000 for serving as Chairman of the Audit Committee in 2015.

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EXECUTIVE OFFICERS

Our executive officers are appointed by our board of directors and serve at the discretion of our board of directors. The names, ages and positions of all of our executive officers as of February 29, 2016 are listed below:

Name	Age	Position
Kumarakulasingam Suriyakumar	62	Chairman, President and Chief Executive Officer
Dilantha Wijesuriya	54	Chief Operating Officer
Rahul Roy	56	Chief Technology Officer
Jorge Avalos	40	Chief Financial Officer

The following is a brief description of the business experience of each of our executive officers and their other affiliations. Biographical information for Mr. Suriyakumar is provided above under “Proposal 1 — Election of Directors.” Dilantha Wijesuriya joined Ford Graphics, a former division of the Company, in January 1991. He subsequently became president of that division in 2001, and became a Company regional operations head in 2004, which position he retained until his appointment as the Company’s Senior Vice President — National Operations in August 2008. Mr.

Wijesuriya was appointed Chief Operating Officer of the Company on February 25, 2011. Prior to his employment with the Company, Mr. Wijesuriya was a divisional manager with Aitken Spence & Co. LTD, a highly diversified conglomerate and one of the five largest corporations in Sri Lanka.

Rahul Roy joined Holdings as its Chief Technology Officer in September 2000. Prior to joining the Company, Mr. Roy was the founder, President and Chief Executive Officer of MirrorPlus Technologies, Inc., which developed software for the reprographics industry, from August 1993 until it was acquired by the Company in 1999. Mr. Roy also served as the Chief Operating Officer of InPrint, a provider of printing, software, duplication, packaging, assembly and distribution services to technology companies, from 1993 until it was acquired by the Company in 1999.

Jorge Avalos was appointed Chief Financial Officer of ARC Document Solutions in January of 2015. From 2011 to his appointment as CFO, Mr. Avalos was Chief Accounting Officer and Vice President Finance of ARC. Mr. Avalos joined the Company in June 2006 as the Company's Director of Finance and became the Company's Corporate Controller in December 2006, and Vice President, Corporate Controller in December 2010. Prior to joining the Company Mr. Avalos was employed with Vendare Media Group, an online network and social media company, as its controller. From September 1998 through March 2005, Mr. Avalos was employed in a variety of audit and management roles with PricewaterhouseCoopers LLP.

AUDIT COMMITTEE REPORT

The following is the report of the Audit Committee with respect to the Company's audited financial statements for the year ended December 31, 2015. The information contained in this report shall not be deemed "soliciting material" or otherwise considered "filed" with the SEC, and such information shall not be incorporated by reference into any future filing under the Securities Act or the Exchange Act except to the extent that the Company specifically incorporates such information by reference in such filing.

All of the members of the Audit Committee are independent directors as required by the rules of the NYSE. The Audit Committee operates pursuant to a written charter adopted by the board.

The Audit Committee is responsible for overseeing the Company's financial reporting process on behalf of the board. Management of the Company has the primary responsibility for the Company's financial reporting process, including the system of internal controls over financial reporting. The Company's independent registered public accounting firm is responsible for performing an audit of the Company's consolidated financial statements and expressing an opinion as to the conformity of such financial statements with accounting principles generally accepted in the United States. The Audit Committee does not itself prepare financial statements or perform audits, and its members are not auditors or certifiers of the Company's financial statements.

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In performing its responsibilities, the Committee has reviewed and discussed with management and the independent auditors the audited consolidated financial statements in ARC's Annual Report on Form 10-K for the year ended December 31, 2015. The Committee has also discussed with the independent auditors matters required to be discussed by the Statement on Auditing Standards No. 61, as amended (Codification of Statements on Auditing Standards, AU 380), as adopted by the Public Company Accounting Oversight Board ("PCAOB") in Rule 3200T.

The Committee received written disclosures and the letter from the independent auditors pursuant to the applicable requirements of the PCAOB regarding the independent auditors' communications with the Committee concerning independence, and the Committee discussed with the auditors their independence.

Based on the review and discussions described above, the Audit Committee has recommended to the board that the Company's audited financial statements be included in its Annual Report on Form 10-K for the year ended December 31, 2015, for filing with the SEC.

Eriberto R. Scocimara, Chairman

Thomas J. Formolo

Mark W. Mealy

Manuel J. Perez de la Mesa

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BENEFICIAL OWNERSHIP OF VOTING SECURITIES

The following table sets forth information, as of February 29, 2016, regarding the beneficial ownership of our common stock by:

- each person who is known to us to own beneficially more than 5% of our common stock;
- each of our directors, nominees and each of our executive officers named in the Summary Compensation Table; and
- all directors, nominees and named executive officers as a group.

The table includes all shares of common stock issuable within 60 days of February 29, 2016, upon the exercise of options or other rights beneficially owned by the indicated stockholders on that date. Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and investment power with respect to shares. The applicable percentage of ownership for each stockholder is based on 47,159,171 shares of common stock outstanding as of February 29, 2016. Shares of common stock issuable upon exercise of options and other rights beneficially owned, to the extent exercisable within sixty days of February 29, 2016, were deemed outstanding for the purpose of computing the percentage ownership of the person holding these options and other rights, but are not deemed outstanding for computing the percentage ownership of any other person. The information on beneficial ownership in the table and footnotes below is based upon our records, the most recently-filed Schedules 13D or 13G and information supplied to us. To our knowledge, except under applicable community property laws or as otherwise indicated in the footnotes to this table, beneficial ownership is direct and the persons named in the table below have sole voting and sole investment control regarding all shares beneficially owned.

Name and Address* of Beneficial Owner	Shares Beneficially Owned	
	Number	Percent
Principal Stockholders:		
Sathiyamurthy Chandramohan(1)	3,000,000	6.36%
Capital World Investors(2) 333 South Hope Street Los Angeles, CA 90071	3,760,323	7.97%
BlackRock, Inc.(3) 40 East 52nd Street New York, NY 10022	4,401,426	9.33%
Pzena Investment Management, LLC(4) 320 Park Avenue, 8th Floor New York, NY 10022	3,821,153	8.10%
Directors and Executive Officers:		
Kumarakulasingam Suriyakumar(5)(6)(7)	4,616,436	9.79%
Thomas J. Formolo(8)	158,992	**
James F. McNulty(9)	58,928	**
Mark W. Mealy(10)	98,541	**
Manuel J. Perez de la Mesa(11)	112,541	**
Dewitt Kerry McCluggage(12)	20,502	**
Eriberto R. Scocimara(13)	68,541	**

Explanation of Responses:

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Rahul Roy(14)	542,919	1.15%
Dilantha Wijesuriya(15)	789,347	1.67%
John Toth(16)	30,000	**
Jorge Avalos(17)	180,750	**
All directors and executive officers as a group (eleven persons)	6,677,497	14.16%

*

Except as otherwise noted, the address of each person listed in the table is c/o ARC Document Solutions, Inc., 1981 North Broadway, Suite 385, Walnut Creek, California 94596.

**

Less than one percent of the outstanding shares of common stock.

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(1)

Reflects shares of common stock previously held by Micro Device, Inc.

(2)

This information is based solely on an amended Schedule 13G filed by Capital World Investors on February 12, 2016. Capital World Investors is an investment advisor and is deemed to have sole voting and sole dispositive power over 3,760,323 shares.

(3)

This information is based solely on an amended Schedule 13G filed by BlackRock, Inc. ("BlackRock") on January 25, 2016. BlackRock has sole voting power over 4,237,232 shares and sole dispositive power over 4,401,426 shares.

(4)

This information is based solely on an amended Schedule 13G filed by Pzena Investment Management, LLC. ("Pzena") on February 2, 2016. Pzena has sole voting power over 3,429,552 shares and sole dispositive power over 3,821,153 shares.

(5)

(Suriyakumar) Includes 141,672 shares of unvested restricted stock and 400,000 shares issuable upon exercise of outstanding stock options exercisable within 60 days of February 29, 2016.

(6)

(Suriyakumar) Includes 2,720,664 shares held by the Suriyakumar Family Trust, which includes 2,501,330 shares of common stock previously held by Micro Device, Inc. Mr. Suriyakumar and his spouse, as trustees of the Suriyakumar Family Trust, share voting and investment power over these shares.

(7)

(Suriyakumar) Includes 500,000 shares held by the Shiyulli Suriyakumar 2013 Irrevocable Trust, Shiyulli Suriyakumar, Trustee. Also includes 500,000 shares held by the Seiyonne Suriyakumar 2013 Irrevocable Trust, Seiyonne Suriyakumar Trustee. Mr. Suriyakumar and his spouse could be deemed to have beneficial ownership of these shares but they disclaim beneficial ownership except to the extent of their pecuniary interest therein.

(8)

(Formolo) Includes 12,740 shares held by Danish-Italian Investors, L.P., Series A and 32,441 shares held by the Andersen-Formolo Family Foundation. Mr. Formolo could be deemed to have beneficial ownership of all of these shares but disclaims beneficial ownership except to the extent of his pecuniary interest therein. Also includes 7,026 shares of unvested restricted stock and 3,997 shares issuable upon the exercise of outstanding stock options exercisable within 60 days of February 29, 2016.

(9)

(McNulty) Includes 7,026 shares of unvested restricted stock.

(10)

(Mealy) Includes 7,026 shares of unvested restricted stock and 3,997 shares issuable upon exercise of outstanding stock options exercisable within 60 days of February 29, 2016.

(11)

(Perez) Includes 7,026 shares of unvested restricted stock and 3,997 shares issuable upon exercise of outstanding stock options exercisable within 60 days of February 29, 2016.

- (12)
(McCluggage) Includes 7,026 shares of unvested restricted stock and 3,997 shares issuable upon exercise of outstanding stock options exercisable within 60 days of February 29, 2016.
- (13)
(Scocimara) Includes 7,026 shares of unvested restricted stock and 3,997 shares issuable upon exercise of outstanding stock options exercisable within 60 days of February 29, 2016.
- (14)
(Roy) Includes 40,000 shares of unvested restricted stock and 459,666 shares issuable upon exercise of outstanding stock options exercisable within 60 days of February 29, 2016.
- (15)
(Wijesuriya) Includes 50,000 shares of unvested restricted stock, 410,897 shares issuable upon exercise of outstanding stock options exercisable within 60 days of February 29, 2016, and 328,450 shares held by the Wijesuriya Family Trust. Mr. Wijesuriya and his spouse, as trustees of the Wijesuriya Family Trust, share voting and investment power over the shares held by the trust.
- (16)
(Toth) Includes 30,000 shares of common stock.
- (17)
(Avalos) Includes 55,000 shares of unvested restricted stock and 99,750 shares issuable upon exercise of outstanding stock options exercisable within 60 days of February 29, 2016.

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EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth information as of December 31, 2015 regarding all compensation plans previously approved by our security holders and all compensation plans not previously approved by our security holders.

Plan Category	(a)	(b)	(c)
	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by stockholders			
• 2005 Stock Plan	2,969,692(1)	\$ 5.26	—
• 2005 Employee Stock Purchase Plan	—	—	273,772
• 2014 Stock Plan(2)	983,002(3)	\$ 7.58	2,264,129
Equity compensation plans not approved by stockholders	—	—	—
Total	3,952,694		2,537,901

(1)

Represents outstanding options to acquire shares of common stock granted under our 2005 Plan.

(2)

Includes shares from the Company's Predecessor Plan subject to issuance in the 2014 Stock Plan, as described in Section 5 of the 2014 stock Incentive Plan.

(3)

Represents outstanding options to acquire shares of common stock granted under our 2014 Plan.

COMPENSATION DISCUSSION AND ANALYSIS

OUR COMPENSATION GOVERNANCE PRACTICES

We reward outstanding performance that meets our stated performance objectives

We don't pay performance-based awards for unmet performance objectives

We don't guarantee minimum performance-based awards

Our incentive plans are clear and based on metrics that are transparent and formulas that are clearly disclosed and well understood

We cap payouts under our incentive plans to discourage excessive risk taking by our NEOs and to reduce windfall benefits in volatile markets

Our compensation plans contain claw-back provisions

We have double-trigger change in control provisions

We have policies against hedging or pledging of our stock

Our Compensation Committee regularly retains an independent compensation consultant

We work with a representative and relevant peer group

We hold an annual advisory vote on executive compensation

We solicit the feedback of our shareholders on our governance and compensation practices

We adopted stock ownership guidelines for our Directors and NEOs

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This compensation discussion and analysis describes the material elements of the Company's executive compensation program for each of the executives who served as our named executive officers ("NEOs") during fiscal year 2015. For fiscal year 2015, our NEOs included the following officers:

- Kumarakulasingam Suriyakumar, Chairman, President, Chief Executive Officer, Director
- Dilantha Wijesuriya, Chief Operating Officer
- Rahul Roy, Chief Technology Officer
- John Toth, Chief Financial Officer (through January 30, 2015)
- Jorge Avalos, Chief Financial Officer (effective February 1, 2015)

The Compensation Committee of the board of directors, which is comprised of independent directors, James F. McNulty (Chairman), Thomas J. Formolo, Dewitt Kerry McCluggage, and Manuel J. Perez de la Mesa, determined the compensation of the NEOs, as described below.

Executive Summary

Our Compensation Committee intends that our executive compensation program be appropriately aligned with the market, reflect our performance over time, and align the interests of our NEOs with those of our stockholders. In 2015, ARC Document Solutions continued to develop its new business lines while assisting its historical customers make the transition from analog to more digital platforms to manage their document workflow. We experienced increasing adoption of our cloud-based solutions. Our archiving and information management offering, and our mobile document and information management application for construction professionals, SKYSITE®, are both continuing to generate interest and demonstrate growth. The reception of both solutions highlight the growing value we provide to a market that is increasingly focused on reducing costs and boosting efficiency with cloud-based tools. Revenue grew from sales increases in our Construction Document and Information Management (CDIM) services, Managed Print Services (MPS) and Archiving and Information Management ("AIM") service lines throughout the year. Gross margin grew from leveraging our fixed costs and continuing alignment of our operating costs, and our adjusted EBITDA margin while strong, decreased slightly as we invested in new sales talent and training, and marketing efforts to support our new business lines. ARC's cash flows also delivered significant gains from continuing improvements in our capital structure.

We offer a diversified portfolio of products and services, and our revenue model is now heavily weighted by the contractual, recurring and predictable needs of businesses we serve all over the world. Construction project work remains important to our business, but the services we offer in addition to the printing of construction documents deliver greater and more enduring value to our customers who work in the field.

Our executive team, led by our President and CEO, Kumarakulasingam "Suri" Suriyakumar, has demonstrated its commitment to transforming the business and the Company has realized the following results:

- Continuing revenue growth and gross margin expansion despite challenging market conditions
- Adjusted diluted earnings per share (EPS) growth of \$0.39 from the fiscal year ended 2012 through 2015
- Gross margin growth of 420 basis points from the fiscal year ended 2012 through 2015

Explanation of Responses:

- A 59% increase in adjusted cash flow from operations from the fiscal year ended 2012 through 2015
- Reduction of our senior debt by \$23.0 million in 2014 and \$30.0 million in 2015
- The refinancing of our term debt facility resulted in a \$6.1 million savings of interest payments in 2015

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• We paid less than 10% of our adjusted EBITDA toward interest on our long term debt

For a description of adjusted EPS, adjusted cash flow from operations, adjusted EBITDA and adjusted EBITDA margin, please refer to the “Non-GAAP Financial Measures” section starting on page 22 in Item 7 of our 2015 Annual Report on Form 10-K, and for a calculation of adjusted EPS, adjusted cash flow from operations, adjusted EBITDA and adjusted EBITDA margin please refer to pages 25-26 in Item 7 of our 2015 Annual Report on Form 10-K. 2015 Response to “Say-on-Pay” Vote: We received a 70% favorable vote from investors during our 2015 proxy season with regard to our advisory, non-binding proposal on executive compensation (aka “Say-on-Pay”). We believe the positive response was a result of the changes we made in 2014 to better align the CEO’s incentive compensation to growth in adjusted EBITDA, the discontinuation of three-year employment agreements for all non-CEO NEOs and the fact that all non-CEO NEOs would earn annual incentive compensation based on performance against pre-determined company objectives.

Similar to our plan for 2014, the award criteria for fiscal year 2015 includes Company performance in revenue generation, gross margin, and adjusted earnings per share. A fourth opportunity for incentive bonus exists for each non-CEO executive in the achievement of individually determined performance objectives.

As a result of performance below target in 2015, our CEO received no bonus, and our non-CEO NEOs received reduced incentive bonuses as compared with prior years. (See “Annual Awards” below.)

The following sections of this proxy statement discuss and analyze the compensation awarded to, earned by, or paid to the executive officers set forth in the Fiscal 2015 Summary Compensation Table of this proxy statement. It also discusses the principles underlying our policies and decisions.

Compensation Committee and the Compensation Decision-Making Process

ARC’s Compensation Committee periodically reviews a market analysis of executive compensation plans. In 2015, at the direction of the Compensation Committee, management conducted an analysis to compare each element of our NEO’s compensation against a peer group of publicly-traded companies. Given the recent transformation of the Company’s business model, the more aggressive introduction of technology into its offerings, its capital structure, and its trading dynamics, the Compensation Committee sought to comply with best practice parameters by identifying and including new companies in similar industries and with similar financial metrics, such as revenue and market capitalization. The analysis was also conducted with respect to previously disclosed peer groups as we recognize our transformation is a continuing process with elements of our past considered along with our current and future business practices.

The Committee considers the total compensation for our executive officers relative to similarly situated executives of the companies in the compensation peer group. Other factors can also be taken into consideration when determining executive officer remuneration levels, including: business complexity; the stature and experience of executive officers in roles relative to market comparisons; geographic location of executive officers and relative market comparisons; the definition and extent of responsibilities of executive officer role versus peer group sources; business model transition or new business initiatives; and other factors the Committee may deem appropriate. The companies comprising the 2016 Compensation Peer Group are as follows:

Barrett Business Services	Intersections, Inc.	Tangoe Inc.
Blucora, Inc.	McGrath Rentcorp	TRC Companies Inc.
Ennis, Inc.	Mult-Color Corp.	US Ecology, Inc.
Heritage-Crystal Clean, Inc.	Perficient Inc.	Virtusa Corporation
Hill International, Inc.	Resources Connection, Inc.	VSE Corp.

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Based on the 2015 compensation program design, actual 2015 total NEO compensation by position was 93% of the peer group median compensation calculated by the Compensation Committee in 2015. Our CEO's and the other NEO's total compensation relative to their peer group median is shown in the table below.

Executive or Group	Peer Group Median Compensation	ARC Median Compensation	Percentage of Peer Group Median
All NEOs	\$ 4,717,050	\$ 4,404,826	93%
Non-CEO NEOs (2nd thru 4th highest paid)	\$ 2,397,494	\$ 2,560,655	107%
CEO	\$ 2,168,769	\$ 1,844,171	85%

Based on the market analysis and a performance review of the CEO, the Compensation Committee makes a recommendation to the Board of Directors on the CEO's base salary and annual cash incentive. The CEO makes a recommendation to the Committee for the base salaries and annual cash incentive targets for the other NEOs based on the needs and operating targets of the Company. The Committee and Board, in executive session, determine the CEO's total compensation program and ratify the design and programs of the other NEOs.

At various meetings held during 2015, usually conducted in executive session, the board reviewed the progress against each of the executive officers' annual incentive targets, and in February 2016 the Board of Directors, reviewed all of the NEOs incentive bonus targets.

Executive Compensation Philosophy

Our executive compensation program is designed to attract suitable candidates for executive positions, and provide incentives to our existing NEOs that encourage performance that benefits our employees, customers, and stockholders. We believe it is in the best interests of our stockholders and our executive officers that our compensation program reflect and be tied both to company-wide and functional performance.

Our intention is to maintain the transparency and responsiveness of our compensation program. With this in mind, our program provides our executive officers with incentives to increase our revenues, improve our margins, and increase adjusted EBITDA and our earnings per share, while at the same time providing a clear framework for measuring and rewarding their performance. It also means that our Compensation Committee will monitor and review best practices, and make changes to our program when warranted.

We believe the alignment between stockholder interest and executive interest is best achieved by maintaining an appropriate balance in our overall compensation among base salaries, "at risk" incentive awards, and targeted equity grants to foster a company ownership mentality in our executives. This means that a material portion of executive compensation is variable and tied to the Company's and individual performance, as shown below in the accompanying graphs.

A significant portion of our annual incentive compensation is designed in such a way that no annual incentive bonus can be earned without achieving measurable growth in the Company's revenue, gross margin and adjusted earnings per share for our non-CEO NEO's, or measurable growth in EBITDA for our CEO. This practice resulted in no bonus award for our CEO, and reduced bonuses for our other NEOs.

Our approach to attracting and retaining executives also takes into account the significant transformation that our business is undergoing due to the adoption of technology by our customers. Whereas our business has historically focused on supporting the analog, print-based needs of construction project workers, today our offerings have shifted dramatically to facilitate digital document workflows for any role in the business of design, engineering or construction, including executives, administrators, managers, etc.

Having transformed the Company into a technology-enabled document solutions enterprise, we not only contend with the highly competitive talent market in San Francisco and the Silicon Valley, but we also compete with large, well-funded printing and imaging equipment manufacturers and highly attractive technology companies nationwide to attract and retain executive talent.

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Elements of Executive Compensation

The table below summarizes the key fiscal 2015 compensation program elements for our named executive officers:

Element	Form of Compensation	Purpose
Base Salary	Cash	Provides competitive, fixed compensation to attract and retain exceptional executive talent
Annual Bonus	Cash	Provides a variable financial incentive to achieve short-term corporate and individual operating goals and rewards short-term improvements in Company financial measurements
Equity Grants	Non-Qualified Stock Options and Restricted Stock	Encourages NEOs to build and maintain a long-term equity ownership position in ARC to align their interests with our stockholders
Change of Control and Severance Agreements	Employment Agreement	Provides reasonable employment security and certainty in the event of a termination due to a change of company control
Optional Participation in our Employee Stock Purchase Plan	Eligibility to participate and purchase at a discounted purchase price	Provides broad-based employee benefit available to all ARC employees
Health, Retirement and Other Benefits	Eligibility to participate in benefit plans generally available to all our employees, including health, life insurance, and disability plans, and certain perquisites	Benefit plans are part of a broad-based employee benefits program; perquisites provide competitive benefits to our NEOs

We believe that each element of our compensation program plays a substantial role in maximizing long-term value for our stockholders and employees because of the significant emphasis on pay-for-performance principles. In general, more than 50% of our NEOs' total available compensation is based on ARC's results and the attainment of individual goals. As a result, the Compensation Committee intends for ARC's performance to have a significant effect on the amount of compensation realized by the executive officers.

Each of these elements of pay is described and analyzed in more detail below.

Compensation Objectives

The objectives of our executive compensation program are (i) to link executive compensation to continuous improvement in overall Company and individual performance and an increase in stockholder value and (ii) to attract and retain key talent. Our executive compensation program goals include the following:

- To establish compensation levels based on competitive market conditions that attract and retain suitable candidates for executive positions as necessary and that encourage performance that benefits our employees, customers, and stockholders;

- To foster an "ownership mentality" and align the interests of our executive officers with those of our stockholders through long-term equity awards;

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- To recognize and reward superior performance; and

- To protect and preserve the domain expertise and deep customer relationships embodied in our key executives.

Ultimately, the objective of our compensation program is to both attract and retain senior executives capable of delivering long-term value to our stockholders and employees, otherwise expressed as “pay for performance.” Our compensation policies must also be flexible and scalable enough to offer appropriate base compensation and incentive awards to executives tasked to address value creation in the midst of an architectural, engineering and construction (AEC) industry that has been fundamentally transformed from a document management perspective.

How Pay Was Tied to the Company’s Performance in Fiscal Year 2015

During fiscal year 2015 we demonstrated the pay-for-performance basis of our compensation policy.

Consistent with the Company’s pay-for-performance philosophy and defined objective standards of performance, the threshold for eligibility of the CEO’s annual incentive bonus was not met and he did not receive an incentive bonus for 2015.

The Company’s annual revenue and adjusted annual earnings per share performance did not exceed the threshold amount for other NEOs to become eligible for annual incentive bonus awards for these goals, whereas the thresholds for gross margin and individual goals were partially achieved. Based only on the goals achieved, annual incentive bonuses were awarded.

The Company’s Compensation Committee, also approved equity grants in the aggregate amount of 228,938 shares to our NEOs in 2016, consistent with our philosophy of providing long-term equity grants that encourage an “owner’s mentality” and alignment with our stockholders’ interests. For a detailed discussion of our executive officers’ performance incentives see “Annual Awards” below.

Base Salary

Base salaries for our executive officers are generally established based on the scope of their respective responsibilities, taking into account competitive market compensation paid by similar companies (as represented by the peer group analysis directed by the Compensation Committee) for similar positions in the San Francisco Bay Area and Silicon Valley, as well as for any circumstances unique to the Company.

The Compensation Committee reviews the CEO’s salary every three years and reviews the non-CEO named executive officers’ salaries annually as part of its overall competitive market assessment and may make adjustments based on performance, experience, individual role, and positioning relative to market.

Base salaries provide executive officers with a reasonable and secure standard of living based on the executive officer’s position within the organization and geographical location. The CEO’s salary was set in accordance with his three-year amended employment agreement effective in 2014.

As noted in our 2014 proxy, the Compensation Committee determined that it would discontinue the use of three-year employment agreements for all non-CEO NEOs and would, instead, institute “at-will” employment agreements to align with current best practices in executive compensation. Thus the non-CEO NEO base salaries are subject to an annual review.

In setting the base salaries for our non-CEO NEOs, the Compensation Committee also considers the recommendations of the CEO based upon his annual review of their performance. Although the Compensation Committee takes into account the factors and information described above during its review and determination of the base salary for each executive officer, it uses its collective judgment taking into account all available information, including the competitive market assessment.

President and Chief Executive Officer

Under Mr. Suriyakumar’s February 2014 amended and restated three-year employment agreement, his base salary was maintained at \$950,000 per year. In maintaining his annual base salary, the Compensation Committee deemed his salary as appropriate to his position and took under consideration that

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(i) Mr. Suriyakumar's base salary had been subject to temporary reductions previously, (ii) his leadership and stewardship of the Company has been exemplary, (iii) the Compensation Committee needed to properly incentivize him to remain in his position, and (iv) as a founder of the Company, he maintains a significant equity interest relative to most CEO's such that compensation in the form of additional equity grants is not as pertinent.

Chief Technology Officer

Under Mr. Roy's June 2015 amended and restated employment agreement, his base salary was maintained at \$575,000 per year.

Chief Operating Officer

Under Mr. Wijesuriya's June 2015 amended and restated employment agreement, his base salary was maintained at \$370,000 per year.

Chief Financial Officer

Upon Mr. Avalos' promotion to Chief Financial Officer, effective February 1, 2015, his annual base salary was set at \$310,000 which the Committee deemed as competitive and appropriately recognizing his role in the Company. Under Mr. Avalos' June 2015 amended and restated employment agreement, his base salary was maintained at \$310,000.

Mr. Toth's employment with the Company ended on January 30, 2015. Prior to his departure, Mr. Toth's annual base salary for fiscal year 2015 was \$325,000.

Annual Awards

We utilize annual incentive bonuses to focus management behavior on improved short-term financial performance and the achievement of specific annual objectives. Our annual incentive bonuses, as opposed to our equity grants described below, are designed to reward our executive officers for their collective and individual performance during the most recent fiscal year. We believe that the immediacy of these annual bonuses, in contrast to equity grants vesting over a longer time period, provides a more direct incentive to our executive officers to drive the Company's near-term financial performance and meet their respective individual objectives. We intend for our annual incentive bonuses to be an important motivating factor for our executive officers, and we thus apportion a substantial percentage of their total annual compensation to these bonuses.

At the first board meeting of each new calendar year — typically held in late February or early March — the Compensation Committee reviews the Company's performance for the previous fiscal year and compares it to the associated performance targets set by the Compensation Committee the year before.

President and Chief Executive Officer

Prior to May 2014 when Mr. Suriyakumar's employment agreement was most recently amended, the structure of the annual incentive bonuses for our President and Chief Executive Officer was based solely on the year-over-year growth of our pre-tax adjusted EPS. It was our belief that a substantial portion of our President and Chief Executive Officer's anticipated annual compensation should be directly tied to driving earnings — an important measure of the Company's performance for equity holders — and that aligning the interests of Mr. Suriyakumar with the interests of our stockholders in this manner was appropriate, especially since Mr. Suriyakumar is one of our founders and is among the Company's largest stockholders.

In response to comments from, and discussions with, stockholders the Company solicited during the 2014 proxy season, the Compensation Committee recast the CEO's incentive compensation structure shortly after the conclusion of our 2014 Annual General Meeting. The new bonus structure was – and is currently – based on year-over-year adjusted EBITDA growth: the greater the year-over-year adjusted EBITDA growth, the greater the CEO's participation in that growth.

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Under his 2014 amended and restated employment agreement, Mr. Suriyakumar is eligible to receive an incentive bonus in an amount equal to the dollar value resulting from the product of (a) the year-over-year dollar increase in adjusted EBITDA, and (b) the applicable “Participation Percentage” as determined per the table below:

Year-over-Year Increase in Adjusted EBITDA (%) (“Percentage Increase”)	Participation Percentage (% of Adjusted EBITDA Increase)
Less than 2.5%	0%
2.5 – 4.9%	20.0%
5.0 – 7.4%	30.0%
7.5% – 9.9%	40.0%
10.0% or greater	50.0%

No incentive bonus will be awarded if the percentage increase is less than 2.5%, and no annual incentive bonus will be awarded in excess of \$4 million. Mr. Suriyakumar’s employment agreement stipulates that the bonus is payable in cash or shares of ARC common stock, or a mix of cash and shares. Any such shares associated with the annual incentive grant will vest at the rate of 25% each year on the first four anniversaries of the date of grant. The Compensation Committee approves the amount of the incentive bonus as well as the equity component of the incentive bonus. Since the year-over-year adjusted EBITDA growth percentage was less than 2.5% in 2015, Mr. Suriyakumar was not eligible for an incentive bonus.

Other Executive Officers

In March 2015, the Compensation Committee determined the NEOs (other than the President and Chief Executive Officer) would be eligible for annual incentive compensation based upon pre-determined corporate goals, and it set the goals for their 2015 annual incentive compensation.

Under the 2015 incentive program, non-CEO NEOs have specific award opportunities related to four performance metrics, three of which are based on company performance, and one of which is based on individual or functional performance. The following table presents each named executive officer’s maximum bonus opportunity (on both a dollar and percentage of base salary basis) for fiscal 2015:

Executive	FY15 Target % of Base Salary	FY15 Target in Dollars
Rahul Roy	80%	\$ 460,000
Dilantha Wijesuriya	100%	\$ 370,000
Jorge Avalos	80%	\$ 248,000

In fiscal year 2015, the award opportunities for each of our non-CEO NEO’s include Company performance in revenue generation, gross margin, and adjusted earnings per share. A fourth opportunity exists for each NEO in the achievement of individually determined performance objectives. The portions of each bonus assigned to each target are set forth in the table below.

Executive	Annual Revenue	Annual Gross Margin	Annual Adjusted EPS	Individual Objectives
Rahul Roy	25%	0%	25%	50%
Dilantha Wijesuriya	25%	25%	25%	25%
Jorge Avalos	25%	25%	25%	25%

We chose the aforementioned performance metrics because:

-

Revenue, gross margin, and adjusted EPS measures correlate strongly to stockholder value creation for ARC; are transparent to investors and are included in our quarterly earnings releases; and balance growth, efficiency, and profitability;

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- Individual performance goals align with our operational and strategic objectives, and provide opportunities for achievement within the scope of our executives' scope of responsibilities; and

- Revenue and adjusted EPS performance targets are established based on a range of inputs, including external market economic conditions, growth outlooks for our product and service portfolio, the competitive environment, our internal budgets, and market expectations.

For the revenue performance portion of the program, no bonus was awarded if fiscal year 2015 revenue was at or below \$435 million. Payouts in increments of 10% of the target bonus amount are achieved for every \$500,000 of revenue above \$435 million, and reach 100% of the target bonus amount if the fiscal year 2015 revenue reaches \$440 million. Payouts in increments of 2.5% of the target bonus amount are achieved for every \$500,000 above \$440 million and are capped at 150% of the target bonus amount, or \$450 million in annual revenue. A similar logic and identical increments are applied to each of the other Company performance goals, substituting the gross margin percentage or adjusted EPS figure as appropriate. For the individual performance metric, the payout ranges from 0% to 100%. While the payout for each individual performance goal can exceed 100% of its target — thus allowing for excellent performance in one area to partially offset poor performance in another — the aggregate amount for all four targets cannot exceed the maximum bonus payout stipulated in our executive employment agreements.

The following table summarizes the foregoing description of low, target and maximum performance levels and the relative payout at each level for each of the Company's performance objectives:

	Low	Target	Max
% of Base Target Bonus Amount	0%	100%	150%
Annual Revenue	\$ 435mm	\$ 440mm	\$ 450mm
Annual Gross Margin	34.2%	34.6%	35.0%
Adjusted EPS	\$ 0.36	\$ 0.39	\$ 0.42

Individual performance goals are proposed to the Compensation Committee annually by our President and Chief Executive Officer, and the Compensation Committee reviews and refines the objectives. The Compensation Committee also evaluates actual performance of these executive officers with the President and Chief Executive Officer periodically throughout the year. After fiscal year end, the Compensation Committee conducts a final review with our President and Chief Executive Officer of the performance of each of these executive officers and approves the annual incentive bonuses payable to them.

Separate and apart from incentive compensation, the Compensation Committee may grant a discretionary bonus related to an objective or otherwise based on an individual's exceptional performance, taking into account the recommendations made by the CEO.

Achievement of Fiscal Year 2015 Performance Metrics

In determining the degree of achievement in each of our performance metrics for fiscal 2015, the Compensation Committee took into account the relative success in meeting the quantitative performance measures, as well as the quantifiable and subjective elements assigned to each executive's individual objectives.

For fiscal 2015, our revenue target was \$440 million, our gross margin target was 34.6%, and our adjusted EPS target was \$0.39. The Compensation Committee determined that we did not achieve the low end of our target for revenue and adjusted EPS and thus no portion of the incentive bonuses were awarded for these targets. The target for the low end of gross margin objective, and individual performance objectives were achieved. Partial incentive bonuses were awarded to our non-CEO NEO's based on these achievements.

The individual performance achievement payout potential for Messrs. Roy, Wijesuriya, and Avalos reflected technology platform advances, product launch and licensing, capital management, successful accounting systems implementation, and improvement of efficiency of financial reporting, as set forth in the table below. Their leadership, initiative, and drive were noted and contributed to the Company's success

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throughout 2015. In rating individual executive performance, the Compensation Committee gives weight to the recommendations of our CEO, but final decisions about the compensation of our named executive officers are made solely by the Compensation Committee.

Executive	Individual Performance Objective
Rahul Roy	Technology platform advances and successful management structure implementation for Technology group
Dilantha Wijesuriya	Implement successful business strategies for core business lines
Jorge Avalos	Successful systems implementation and successful realignment of accounting group to improve financial reporting and audit efficiency

In the table below we provide our fiscal 2015 aggregate annual MBO bonus achievement and actual bonus paid to each of the Company's NEOs, highlighting the maximum eligible bonus, the aggregate bonus achieved vs. the bonus paid as a result of the bonus cap set forth in each executive's employment agreement:

2015 Achievement vs. Employment Agreement Compensation	Salary (\$)	Maximum Bonus under Employment Agreement (\$)	Aggregate MBO Achievement (\$)	Actual Bonus Paid (\$)
Kumarakulasingam Suriyakumar	\$ 950,000	\$ 4,000,000	\$ 0	\$ 0
Rahul K. Roy	\$ 575,000	\$ 460,000	\$ 230,000	\$ 230,000
Dilantha Wijesuriya	\$ 370,000	\$ 370,000	\$ 166,500	\$ 166,500
Jorge Avalos	\$ 310,000	\$ 248,000	\$ 111,600	\$ 111,600

Equity Grants

We believe that equity grants provide our executive officers, non-executive officers and other management-level employees with a strong link to our long-term performance, create an ownership culture and closely align the interests of these employees with the interests of our stockholders. The purpose of equity grants is to encourage a long-term view of the Company's success and to reward achievements with respect to the Company's strategic goals and financial performance priorities, as well as individual performance. Grants are made at the Compensation Committee's discretion and are generally made once per year at fair market value at a Compensation Committee meeting during the first half of the fiscal year. The Compensation Committee retains the right to make grants at other meetings (e.g., for newly hired executives).

Our executive officers are eligible to receive stock options pursuant to our 2014 Stock Plan. In 2015, the Compensation Committee used its discretion to make the following non-qualified stock option grants to our executive officers:

Named Executive Officer	Options granted in 2015	Value of 2015 Options Granted(1)
Rahul K. Roy	34,000	\$ 165,699
Dilantha Wijesuriya(2)	86,283	\$ 424,181
Jorge Avalos	33,000	\$ 160,825

(1)

The amounts shown in this column reflect the grant date fair value in accordance with FASB ASC 718 to the executive officer. For a discussion of the assumptions used in these calculations, see Note 2 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

Explanation of Responses:

(2)

Stock options listed for Mr. Wijesuriya, our Chief Operating Officer, include an annual long-term equity incentive award as a part of his employment agreement. This award is payable in the form of an annual stock option grant valued at \$200,000 (based on the Black-Scholes valuation model) at an exercise price equal to the closing price of our common stock on the NYSE on the date of grant. The options vest at the rate of 25% each year on the first four anniversaries of the date of grant.

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Details regarding these stock option grants are included in the “Summary Compensation Table” in this proxy statement.

Restricted Stock Awards

We use restricted stock awards on a targeted basis as a component of our executive compensation program. We believe that grants of restricted stock rewards exceptional performance by providing to our executive officers an opportunity for immediate ownership of our common stock, while also providing retention value through the imposition of vesting conditions. Restricted stock awards foster an ownership culture and help motivate our executive officers to perform at peak levels across economic and business cycles because the value of these awards is linked to the Company’s long-term performance. The Company determines the performance-based conditions for an award of restricted stock, and the conditions for vesting of restricted shares, as appropriate from time to time.

In 2015, the Compensation Committee approved a grant of 20,000 restricted shares to Mr. Avalos in connection with his promotion to Chief Financial Officer. There were no other grants of restricted stock to our executive officers in 2015.

The Compensation Committee has reviewed and considered other forms of long-term equity compensation in addition to stock options and restricted stock. Considering the impact of alignment with stockholder interests, accounting costs, perceived value, and cash cost to the Company, the Compensation Committee believes that granting long-term equity incentives primarily in the form of stock options and restricted stock, is the best approach for the Company.

Based on the Stock Ownership Guidelines adopted by ARC’s Board in June 2015, requiring minimum stock ownership requirements for the Board’s independent directors and all Company NEOs, the company intends to use more restricted stock grants in lieu of stock options in order to enable the Company’s NEOs to fulfill their stock ownership holding requirements.

Change of Control and Severance Arrangements

We have implemented change of control and severance arrangements for each of our executive officers, including salary and health benefits continuation through specific post-termination periods and accelerated vesting of restricted stock and stock options. The Company believes that implementing these types of arrangements for our executive officers is an important retention element by providing security against arbitrary termination and that they are appropriate elements of competitive market compensation. Currently, Messrs. Suriyakumar, Roy, Wijesuriya and Avalos have change of control and severance arrangements, which are described in the “Potential Payments Upon Termination or Change-in-Control” section of this proxy statement.

Employee Stock Purchase Plan

We offer all of our employees, including our executive officers, the opportunity to purchase our common stock through a tax-qualified employee stock purchase plan (“ESPP”). Under our ESPP, as amended, employees may elect to purchase annually, at a 15% discount (from the closing price of our common stock on the NYSE on the applicable date of purchase), up to the lesser of (a) 2,500 shares of our common stock, or (b) that number of shares of our common stock having an aggregate fair market value of \$25,000.

Other Compensation

Our executive officers are eligible to participate in our health, life and disability insurance plans, and our 401(k) plan to the same extent that our other employees are entitled to participate in such plans.

Tax Considerations

Section 162(m) of the Internal Revenue Code limits the tax deductibility of compensation paid to our CEO, and the three other most highly compensated named executive officers employed at the end of the year (other than our CFO) to \$1 million per year, unless such amounts are determined to be

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performance-based compensation. Our policy with respect to Section 162(m) seeks to balance the interests of the Company in maintaining flexible incentive plans against the possible loss of a tax deduction when taxable compensation for any of the executive officers subject to Section 162(m) exceeds \$1 million per year. While we consider the deductibility of compensation in determining our executive compensation program, we look at other factors in making our executive compensation decisions and retain the discretion to grant awards or pay compensation that we determine to be consistent with the goals of our executive compensation program, even if the awards or compensation are not tax deductible.

Recent Key Compensation Program and Other Related Changes

2016 Compensation Plan: The Compensation Committee approved an annual incentive compensation plan for the non-CEO NEOs for fiscal year 2016 that was similar to the incentive compensation plan approved in fiscal year 2015. As in fiscal year 2015, the incentive compensation plan is based on performance against pre-determined corporate goals for revenue, gross margin, adjusted earnings per share, and for individually determined performance objectives. The individual performance objectives for 2016 include team management, technology platform advances, product enhancements, cash management, and improvement of efficiency of financial reporting. The portions of the incentive compensation assigned to each target are set forth in the table below.

Portion of Bonus Assigned to Target

NEO (non-CEO)	Annual Revenue	Annual Gross Margin	Annual Adjusted EPS	Individual Objectives
Rahul K. Roy	25%	0%	25%	50%
Dilantha Wijesuriya	25%	25%	25%	25%
Jorge Avalos	25%	25%	25%	25%

In early 2016, the Compensation Committee requested updated information on ARC's peer group compensation levels. In setting targets for total compensation for each of ARC's four highest paid executives, the Compensation Committee determined that the aggregate compensation amount was approximately 97% of the median aggregate amount of the four highest paid executives in ARC's peer group.

New Stock Ownership Guidelines: In March 2015, ARC's Nominating and Corporate Governance Committee recommended instituting minimum stock ownership requirements for the Board's independent directors and all Company NEOs, which included a five-year window in which such ownership should be acquired. In June 2015, Stock Ownership Guidelines ("Guidelines") were approved by ARC's Board and went into effect immediately upon approval. The ownership threshold for the Board's independent directors is three (3) times their annual retainer. The ownership threshold for our CEO is five (5) times base salary and the threshold for our other NEOs is two (2) times base salary. Stock ownership for the purpose of the Guidelines includes shares owned directly or indirectly; restricted shares, excluding restricted shares that remain subject to achievement of performance goals; and excludes shares underlying stock options.

Clawback Policy: ARC maintains an executive compensation recovery policy pursuant to which the Company will seek to recover or cancel any incentive-based compensation paid to an executive officer during the three-year period preceding the date as of which the Company is required to prepare restated financial results, in the event of ARC's material noncompliance with financial reporting requirements of applicable securities laws, to the extent that such compensation exceeds the amount that would have been paid to the executive officer had it been based on the restated results. The board of directors is authorized to administer this policy consistent with the requirements of Section 10D of the Securities Exchange Act of 1934 and applicable rules or standards adopted by the SEC and the NYSE or such other national exchange on which ARC's shares may be listed.

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Summary

After its review of all existing programs, consideration of current market and competitive conditions and alignment with our overall compensation objectives and philosophy, the Compensation Committee believes that the total proposed compensation program for our executive officers is focused on increasing value for stockholders and enhancing the Company's performance. The Compensation Committee believes that under the amended and restated employment agreement with our CEO and the employment agreements for our other NEOs a significant portion of compensation of executive officers is properly tied to stock appreciation or stockholder value through stock options, restricted stock awards and/or annual incentive bonus measures. The Compensation Committee believes that our executive compensation levels are competitive with compensation programs offered by other companies with which we compete for executive talent.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the board of directors has reviewed and discussed the "Compensation Discussion and Analysis" section of this proxy statement with management. Based on this review and discussion, the Compensation Committee has recommended to the board of directors that the "Compensation Discussion and Analysis" section be included in this proxy statement.

James F. McNulty, Chairman

Thomas J. Formolo

Dewitt Kerry McCluggage

Manuel J. Perez de la Mesa

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EXECUTIVE COMPENSATION

Summary Compensation Table

The following table provides information regarding the compensation earned during the fiscal year by our President and Chief Executive Officer (our principal executive officer), our Chief Financial Officer (our principal financial officer), and our other most highly compensated executive officers who were serving as executive officers as of December 31, 2015.

2015 Summary Compensation Table

Name and Principal Position (1)	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards(2) (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (\$)
Kumarakulasingam	2015	950,000					
Suriyakumar	2014	950,000		845,670(4)		362,430(4)	
President & Chief Executive Officer	2013	760,000(5)		1,061,200	477,643(6)	454,800	
Jorge Avalos	2015	306,539		183,400(7)	160,825(8)	111,600(9)	
Chief Financial Officer	2014	272,846			54,565(10)	224,000(11)	
	2013	247,000(12)			55,725(13)	135,000	
Rahul Roy	2015	575,000			165,699(14)	230,000(15)	
Chief Technology Officer	2014	575,000			363,763(16)	460,000(17)	
	2013	510,577(18)			398,036(19)	280,000	
Dilantha Wijesuriya	2015	370,000			424,181(20)	166,500(21)	
Chief Operating Officer	2014	362,846			290,941(22)	370,000(23)	
	2013	315,000(24)			295,529(25)	249,120	
John Toth	2015	28,750(26)					
Former Chief Financial Officer	2014	316,058(27)			122,753(28)	260,000(29)	
	2013	270,000			63,686(30)	200,000	

(1)

In addition to our principal executive officer and our principal financial officer, our other “executive officers” (as defined in Rule 3b-7 of the Exchange Act) in 2015 were our Chief Technology Officer, Mr. Roy and our Chief Operating Officer, Mr. Wijesuriya.

(2)

The amounts shown in this column reflect the fair value at the time of grant by the Company in accordance with FASB ASC 718 to the executive officer. For a discussion of the assumptions used in these calculations, see Note 2 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

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(3)

The amounts in this column are set forth in the table below:

Name	Year	Health, Life and Disability Insurance Premiums (\$)	Club Membership Dues (\$)	401(k) Company Match (\$)	Car Allowance (\$)	Relocation Benefits (\$)	Severance, PTO Payout, Consulting Income (\$)	Total (\$)
Kumarakulasingam Suriyakumar	2015	25,341	0	0	0	0	0	25,341
	2014	23,902	0	0	0	0	0	23,902
	2013	22,869	0	0	0	0	0	22,869
Jorge Avalos	2015	26,518	0	2,241	0	0	0	28,759
	2014	25,256	0	2,080	2,146	0	0	29,482
	2013	23,749	0	1,012	6,000	0	0	30,761

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Name	Year	Health, Life and Disability Insurance Premiums (\$)	Club Membership Dues (\$)	401(k) Company Match (\$)	Car Allowance (\$)	Relocation Benefits (\$)	Severance, PTO Payout, Consulting Income (\$)	Total (\$)
Rahul Roy	2015	25,341	0	0	0	0	0	25,341
	2014	23,989	0	0	0	0	0	23,989
	2013	22,652	0	0	4,615	0	0	27,267
Dilantha Wijesuriya	2015	20,514	0	2,775	0	0	0	23,289
	2014	19,915	0	2,040	5,365	0	0	27,320
	2013	19,711	0	720	15,000	0	0	35,431
John Toth	2015	23,072	0	0	0	0	346,466	369,538
	2014	13,578	0	0	0	0	0	13,578
	2013	14,387	0	0	0	0	0	14,387

(4)

Payment of bonus based on 2014 performance of the year-over-year growth of our adjusted EBITDA. Total bonus was \$1,208,100 paid 70% in restricted stock vesting at the rate of 25% each year on the first four anniversaries of the date of grant, and 30% in cash.

(5)

Effective January 1, 2013 through December 31, 2013, Mr. Suriyakumar agreed to a 20% base salary reduction.

(6)

On March 8, 2013, Mr. Suriyakumar was granted an option to purchase 300,000 shares of our common stock under the 2005 Plan, at an exercise price equal to \$2.70 which was the closing price of our common stock on the NYSE on the date of grant.

(7)

On February 1, 2015, Mr. Avalos was granted 20,000 restricted shares of our common stock under our 2014 Plan in connection with his promotion to Chief Financial Officer.

(8)

On March 19, 2015, Mr. Avalos was granted an option to purchase 33,000 shares of our common stock under the 2014 Plan, at an exercise price equal to \$8.89 which was the closing price of our common stock on the NYSE on the date of grant.

(9)

Payment of bonus based on his performance against his pre-determined shared and individual MBOs in 2015.

(10)

On June 2, 2014, Mr. Avalos was granted an option to purchase 15,000 shares of our common stock under the 2014 Plan, at an exercise price equal to \$6.16 which was the closing price of our common stock on the NYSE on the date of grant.

(11)

Payment of bonus based on his performance against his pre-determined shared and individual MBOs in 2014.

(12)

Effective January 1, 2013 through December 31, 2013, Mr. Avalos agreed to a 5% base salary reduction.

(13)

On March 8, 2013, Mr. Avalos was granted an option to purchase 35,000 shares of our common stock under the 2005 Plan, at an exercise price equal to \$2.70 which was the closing price of our common stock on the NYSE on the date of grant.

(14)

On March 19, 2015, Mr. Roy was granted an option to purchase 34,000 shares of our common stock under the 2014 Plan, at an exercise price equal to \$8.89 which was the closing price of our common stock on the NYSE on the date of grant.

(15)

Payment of bonus based on his performance against his pre-determined shared and individual MBOs in 2015.

(16)

On June 2, 2014, Mr. Roy was granted an option to purchase 100,000 shares of our common stock under the 2014 Plan, at an exercise price equal to \$6.16 which was the closing price of our common stock on the NYSE on the date of grant.

(17)

Payment of bonus based on his performance against his pre-determined shared and individual MBOs in 2014.

(18)

Effective January 1, 2013 through December 31, 2013, Mr. Roy agreed to a 10% base salary reduction.

(19)

On March 8, 2013, Mr. Roy was granted an option to purchase 250,000 shares of our common stock under the 2005 Plan, at an exercise price equal to \$2.70 which was the closing price of our common stock on the NYSE on the date of grant.

(20)

On February 11, 2015, Mr. Wijesuriya was granted an option to purchase 40,283 shares of our common stock under the 2014 Plan, at an exercise price equal to \$9.09 which was the closing price of our common stock on the NYSE on the date of grant. On, March 19, 2015 Mr. Wijesuriya was also granted an option to purchase 46,000 shares of our common stock under the 2014 Plan, at an exercise price equal to \$8.89 which was the closing price of our common stock on the NYSE on the date of grant.

(21)

Payment of bonus based on his performance against his pre-determined shared and individual MBOs in 2015.

(22)

On February 13, 2014, Mr. Wijesuriya was granted an option to purchase 47,630 shares of our common stock under the 2014 Plan, at an exercise price equal to \$7.19 which was the closing price of our common stock on the NYSE on the date of grant. On, June 02, 2014 Mr. Wijesuriya was also granted an option to purchase 25,000 shares of our common stock under the 2014 Plan, at an exercise price equal to \$6.16 which was the closing price of our common stock on the NYSE on the date of grant.

(23)

Payment of bonus based on his performance against his pre-determined shared and individual MBOs in 2014.

(24)

Effective January 1, 2013 through December 31, 2013, Mr. Wijesuriya agreed to a 10% base salary reduction.

(25)

On February 21, 2013, Mr. Wijesuriya was granted an option to purchase 143,792 shares of our common stock under the 2005 Plan, at an exercise price equal to \$2.37 which was the closing price of our common stock on the NYSE on the date of grant. On, March 08, 2013 Mr. Wijesuriya was also granted an option to purchase 60,000 shares of our common stock under the 2005 Plan, at an exercise price equal to \$2.70 which was the closing price of our common stock on the NYSE on the date of grant.

(26)

Mr. Toth ceased serving as Chief Financial Officer effective as of January 30, 2015.

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(27)
 On May 1, 2014 Mr. Toth was granted an option to purchase 13,662 shares of our common stock under the 2014 Plan, at an exercise price equal to \$6.33 which was the closing price of our common stock on the NYSE on the date of grant. On, June 02, 2014 Mr. Toth was also granted an option to purchase 20,000 shares of our common stock under the 2014 Plan, at an exercise price equal to \$6.16 which was the closing price of our common stock on the NYSE on the date of grant.

(28)
 Payment of bonus based on his performance against his pre-determined shared and individual MBOs in 2014.

(29)
 Effective January 1, 2013 through December 31, 2013, Mr. Toth agreed to a 10% base salary reduction.

(30)
 On March 8, 2013, Mr. Toth was granted an option to purchase 40,000 shares of our common stock under the 2005 Plan, at an exercise price equal to \$2.70 which was the closing price of our common stock on the NYSE on the date of grant.

Grants of Plan-Based Awards for 2015

The following plan-based equity awards were granted to our executive officers during 2015.

Name	Grant Date	Estimated Future Payouts under Non-Equity Incentive Plan Awards			Estimated Future Payouts under Equity Incentive Plan Awards			All Other Stock Awards; Number of Shares of Stock or Units (#)	All Other Options Available for Grant under the Plan (#)
		Threshold (#)	Target (#)	Maximum (#)	Threshold (#)	Target (#)	Maximum (#)		
Kumarakulasingham Suriyakumar	2/11/2015							93,033(2)	
Rahul Roy	3/19/2015								3
Dilantha Wijesuriya	2/11/2015								4
	3/19/2015								4
Jorge Avalos	2/1/2015							20,000(5)	
	3/19/2015								3

(1)
 Under our 2014 Stock Plan the exercise price for a stock Option grant is the closing price of our common stock as listed by the NYSE on the grant date.

(2)
 On February 11, 2015, we granted Mr. Suriyakumar 93,033 restricted shares of our common stock under our 2014 Plan in connection with his bonus for fiscal year 2014. The shares vest at a rate of 25% on each of the first four

anniversaries of the grant date, subject to Mr. Suriyakumar's continued employment with the Company.

(3)

The options vest at a rate of 33.3% on each of the first three anniversary dates of the date of grant.

(4)

On February 11, 2015, we granted Mr. Wijesuriya an option to purchase 40,283 shares of our common stock under our 2014 Plan, at an exercise price equal to \$9.09, which was the closing price of our common stock on the NYSE on the date of grant. The option vests at a rate of 25% on each of the first four anniversaries of the grant date, subject to Mr. Wijesuriya's continued employment with the Company.

(5)

On February 1, 2015, we granted Mr. Avalos 20,000 restricted shares of our common stock under our 2014 Plan in connection with his promotion to Chief Financial Officer. The shares vest at a rate of 25% on each of the first four anniversaries of the grant date, subject to Mr. Avalos' continued employment with the Company.

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Outstanding Equity Awards at Fiscal 2015 Year-End

The following table provides information as of December 31, 2015 regarding outstanding equity awards held by the executive officers listed in the Summary Compensation Table.

Outstanding Equity Awards at Fiscal Year-End

Name	Option Awards			Stock Awards			
	Number of Securities underlying Unexercised Options (#) Exercisable	Number of Securities underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards; Number of Securities underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested (\$)
Kumarakulasingam Suriyakumar	100,000	—		\$ 5.37	5/23/2022	107,846	\$ 476,679(1)
	200,000	100,000		\$ 2.70	3/8/2023	93,033	\$ 411,206(1)
Rahul Roy	15,000(2)	—		\$ 8.20	5/21/2019	—	\$ —
	100,000	—		\$ 5.37	5/23/2022		
	166,666	83,334		\$ 2.70	3/8/2023		
	33,333	66,667(3)		\$ 6.16	6/2/2024		
	—	34,000(4)		\$ 8.89	3/19/2025		
Dilantha Wijesuriya	15,000(2)	—		\$ 8.20	5/21/2019	—	\$ —
	12,500(2)	—		\$ 8.20	5/21/2019		
	25,000(2)	—		\$ 8.20	5/21/2019		
	13,858	—		\$ 6.20	2/19/2019		
	45,249	—		\$ 8.66	3/15/2021		
	47,955	15,986		\$ 5.62	4/26/2022		
	10,000	—		\$ 5.37	5/23/2022		
	71,896	71,896		\$ 2.37	2/21/2023		
	40,000	20,000		\$ 2.70	3/8/2023		
	11,907	35,723(5)		\$ 7.19	2/13/2024		
	8,333	16,667(6)		\$ 6.16	6/2/2024		
	—	40,283(7)		\$ 9.09	2/11/2025		
	—	46,000(8)		\$ 8.89	3/19/2025		
Jorge Avalos	7,500(2)	—		\$ 8.20	5/21/2019	20,000	\$ 88,400(1)

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6,250(2)	—	\$ 8.20	5/21/2019
15,000(2)	—	\$ 8.20	5/21/2019
20,000	—	\$ 5.37	5/23/2022
23,333	11,667	\$ 2.70	3/8/2023
5,000	10,000(9)	\$ 6.16	6/2/2024
—	33,000(10)	\$ 8.89	3/19/2025

(1)

The Market value of shares that have not vested is based on the closing stock price as of December 31, 2015, which was \$4.42.

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(2)

Under the Company’s 2009 stock option exchange program, this stock option was exchanged for an option covering an equivalent number of shares with an exercise price of \$8.20, equal to the closing price of the Company’s common stock on the New York Stock Exchange on May 21, 2009, the date of grant of the replacement option. Fifty percent of the shares subject to the option vested on the first anniversary date of grant and the remaining 50% of the shares subject to the option vested on the second anniversary of the grant date.

(3)

On June 2, 2014, we granted Mr. Roy an option to purchase 100,000 shares that vests 33.3% on the first three anniversaries of the date of grant.

(4)

On March 19, 2015, we granted Mr. Roy an option to purchase 34,000 shares that vests 33.3% on the first three anniversaries of the date of grant.

(5)

On February 13, 2014 we granted Mr. Wijesuriya an option to purchase 47,630 shares that vests 25% on the first four anniversaries of the date of grant.

(6)

On June 2, 2014, we granted Mr. Wijesuriya an option to purchase 25,000 shares that vests 33.3% on the first three anniversaries of the date of grant.

(7)

On February 11, 2015, we granted Mr. Wijesuriya an option to purchase 40,283 shares that vests 25% on the first four anniversaries of the date of grant.

(8)

On March 19, 2015, we granted Mr. Wijesuriya an option to purchase 46,000 shares that vests 33.3% on the first three anniversaries of the date of grant.

(9)

On June 2, 2014, we granted Mr. Avalos an option to purchase 15,000 shares that vests 33.3% on the first three anniversaries of the date of grant.

(10)

On March 19, 2015, we granted Mr. Avalos an option to purchase 33,000 shares that vests 33.3% on the first three anniversaries of the date of grant.

Option Exercises and Stock Vested in 2015

The following table presents certain information concerning the exercise of options, and vesting of restricted stock held, by each of the executive officers listed in the Summary Compensation Table during the fiscal year ended December 31, 2015.

Option Exercises and Stock Vested

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on	Value Realized on Exercise (\$)	Number of Shares Acquired on	Value Realized on Vesting (\$)

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	Exercise (#)		Vesting (#)	
Kumarakulasingam Suriyakumar			36,309	\$ 307,900
Jorge Avalos			3,750	\$ 33,788
Rahul Roy			3,750	\$ 32,738
John Toth	103,662	\$ 418,147	7,500	\$ 68,775

Pension Benefits

None of our executive officers participates in, or has account balances in, qualified or non-qualified defined benefit plans sponsored by us.

Nonqualified Deferred Compensation

None of our executive officers participates in or has account balances in non-qualified defined contribution plans or other deferred compensation plans maintained by us.

Potential Payments Upon Termination or Change-in-Control

The employment agreements we entered into with our executive officers also required us to provide compensation and other benefits to our executive officers if their employment terminated or they resigned under specified circumstances. The following discussion summarizes the potential payments upon termination of employment pursuant to the employment agreements in affect as of December 31, 2015 with our NEOs. The amounts specified below assume that employment terminated on December 31, 2015 and the calculations of the value of equity awards reflect the closing price of our common stock on the NYSE on December 31, 2015.

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Kumarakulasingam Suriyakumar. If Mr. Suriyakumar was terminated without “Cause” (as defined below) or his employment was terminated for “Good Reason” (as defined below), he

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would have been entitled to receive: (a) his then base salary for twenty-four months following the effective date of termination; (b) earned but unpaid incentive bonus; (c) continued payment of premiums for him and his eligible dependents to remain covered by our group medical insurance programs, until the earlier of (i) medical insurance coverage being available through another employer, (ii) termination of eligibility for his children under our policies and applicable laws, or (iii) qualification of him and his spouse, in each instance, for Medicare coverage; (d) continued payment of employer-paid benefits, including without limitation, the lease of automobiles, for twenty-four months following the effective date of termination, provided that the annual cost to the Company shall not exceed \$10,000; and (e) immediate vesting of any unvested stock options, restricted stock or similar rights granted to him as of the effective date of termination. As of December 31, 2015, payment of all the foregoing in connection with termination of Mr. Suriyakumar's employment without Cause or for Good Reason would have totaled approximately \$3,008,073. Accelerated vesting of Mr. Suriyakumar's outstanding unvested stock options would have resulted in vesting of 100,000 shares of common stock subject to unvested options as of December 31, 2015, with an aggregate fair market value of approximately \$172,000 (representing the aggregate amount by which the accelerated stock options would have been "in the money" on December 31, 2015). Accelerated vesting of Mr. Suriyakumar's unvested restricted stock would have resulted in vesting of 200,879 shares of unvested restricted common stock outstanding as of December 31, 2015 with an aggregate market value of approximately \$887,885. In the case of both stock options and restricted stock, the aggregate market value is based on the closing price on the NYSE on December 31, 2015.

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Rahul Roy. If Mr. Roy is terminated without "Cause" (as defined below) or his employment terminates for "Good Reason" (as defined below), he is entitled to receive: (a) his then base salary for 12 months following the effective date of the termination; (b) earned but unpaid incentive bonus; (c) continued payment of premiums for him and his eligible dependents to remain covered by our group medical insurance programs for the period in which he is entitled to continue to receive his base salary; and (d) immediate vesting of all unvested stock options, restricted stock or similar rights granted to him as of the effective date of termination. As of December 31, 2015, payment of all the foregoing in connection with termination of Mr. Roy's employment without Cause or for Good Reason would have totaled approximately \$973,676. Accelerated vesting of Mr. Roy's outstanding unvested stock options would have resulted in vesting of 184,001 shares of common stock subject to unvested options as of December 31, 2015, with an aggregate fair market value of approximately \$143,334 (representing the aggregate amount by which the accelerated stock options would have been "in the money" on December 31, 2015). In the case of stock options the aggregate market value is based on the closing price on the NYSE on December 31, 2015.

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Dilantha Wijesuriya. If Mr. Wijesuriya is terminated without "Cause" (as defined below) or his employment terminates for "Good Reason" (as discussed below), he is entitled to receive: (a) his base salary for twelve months following the effective date of termination; (b) earned but unpaid incentive bonus; (c) continued payment of premiums for Mr. Wijesuriya and his eligible dependents to remain covered by our group medical insurance programs for twelve months following the effective date of termination; and (d) immediate vesting of all unvested stock options, restricted stock or similar rights granted to him as of the effective date of termination. As of December 31, 2015, payment of all of the foregoing in connection with termination of Mr. Wijesuriya's employment without cause or for "Good Reason" would have totaled approximately \$738,801. Accelerated vesting of Mr. Wijesuriya's outstanding unvested stock options would have resulted in vesting of 246,555 shares of common stock subject to unvested options as of December 31, 2015, with an aggregate fair market value of approximately \$181,787 (representing the aggregate amount by which the accelerated stock options would have been "in the money" on December 31, 2015). In the case of stock options the aggregate market value is based on the closing price on the NYSE on December 31, 2015.

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Jorge Avalos. If Mr. Avalos is terminated without "Cause" (as defined below) or his employment terminates for "Good Reason" (as discussed below), he is entitled to receive: (a) his base salary for

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twelve months following the effective date of termination; (b) earned but unpaid incentive bonus; (c) continued payment of premiums for Mr. Avalos and his eligible dependents to remain covered by our group medical insurance programs for twelve months following the effective date of termination; and (d) immediate vesting of all unvested stock options, restricted stock or similar rights granted to him as of the effective date of termination. As of December 31, 2015, payment of all of the foregoing in connection with termination of Mr. Avalos' employment without cause or for "Good Reason" would have totaled approximately \$556,585. Accelerated vesting of Mr. Avalos' outstanding unvested stock options would have resulted in vesting of 54,667 shares of common stock subject to unvested options as of December 31, 2015, with an aggregate fair market value of approximately \$20,067 (representing the aggregate amount by which the accelerated stock options would have been "in the money" on December 31, 2015). Accelerated vesting of Mr. Avalos' outstanding unvested restricted stock would have resulted in full vesting of 20,000 shares of unvested restricted common stock as of December 31, 2015 with an aggregate market value of approximately \$88,400. In the case of both stock options and restricted stock, the aggregate market value is based on the closing price on the NYSE on December 31, 2015.

The severance payments and benefits described above are only payable if the executive officer executes and delivers to us an agreement releasing us and our related parties for all claims and liabilities that the executive officer may have against us and our related parties.

Under each of our employment agreements with Messrs. Suriyakumar, Roy, Wijesuriya, and Avalos:

- "Cause" means a willful refusal to perform the duties set forth in the agreement or as delegated to him, gross negligence, self-dealing or willful misconduct injurious to the Company, fraud or misappropriation of our business and assets, habitual insobriety or use of illegal drugs, criminal activity involving moral turpitude, indictment or trial for a felony or misdemeanor involving moral turpitude, any felony conviction or guilty plea that harms the reputation or business of the Company, or material breach of the employment agreement or any material policy of the Company.

- "Good Reason" means a material change in his respective title, duties and responsibilities set forth in the employment agreement, without his written consent, a reduction in his compensation, without his written consent, a material breach by the Company of any other material terms of the employment agreement, or a Change of Control, as a result of which he is not offered the same or comparable position in the surviving company, or within 12 months after accepting such position, he is terminated without Cause, or he terminates his employment for Good Reason, as provided in the employment agreement. A change in the officer to whom the executive reports, without his consent, also constitutes "Good Reason" under the employment agreements with Messrs. Roy, Wijesuriya, and Avalos.

- "Change of Control" means: (a) our being merged with any other corporation, as a result of which we are not the surviving company or our shares are not exchanged for or converted into more than 50% of the voting securities of the merged company; (b) our sale or transfer of all or substantially all of our assets; or (c) any third party becoming the beneficial owner in one transaction or a series of transactions within 12 months, of at least 50% of our voting securities

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COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The members of our Compensation Committee from January 2015 to December 2015 were Messrs. Formolo, McCluggage, McNulty and Perez de la Mesa. No member of our Compensation Committee during the last fiscal year (i) was, during fiscal year 2015, an officer or employee of the Company, (ii) was formerly an officer of the Company, or (iii) had any relationship requiring disclosure under Item 404 of Regulation S-K promulgated under the Securities Act of 1933, as amended (the "Securities Act").

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Certain of our directors, executive officers, 5% beneficial owners and their affiliates have engaged in transactions with us in the ordinary course of business. We believe these transactions involved terms comparable to terms that would be obtained from an unaffiliated third party at the times the transactions were consummated. The following is a description of these transactions during our fiscal year ended December 31, 2015.

Policies and Procedures Regarding Related Transactions

Our Related Party Transactions Policy provides that we will only enter into or ratify a transaction with a related party when our board of directors, acting through the Audit Committee, determines that the transaction is in the best interests of ARC and our stockholders.

For the purposes of this policy, a related party means:

- a member of the board of directors (or a nominee to the board of directors);
- an executive officer;
- any person who is known to be the beneficial owner of more than five percent of any class of our securities; or
- any immediate family member of any of the persons listed above.

We review all known relationships and transactions in which ARC and our directors, executive officers, and significant stockholders or their immediate family members are participants to determine whether such persons have a direct or indirect interest. Our legal staff is primarily responsible for developing and implementing processes and controls to obtain information regarding our directors, executive officers, and significant stockholders with respect to related party transactions and then determining, based on the facts and circumstances, whether ARC or a related party has a direct or indirect interest in these transactions. On a periodic basis, the legal team will review all transactions involving payments between ARC and any company that has an ARC executive officer or director as an officer or director. In addition, our directors and executive officers are required to notify us of any potential related party transactions and provide us with the information regarding such transactions.

If our legal department determines that a transaction is a related party transaction, the Audit Committee must review the transaction and either approve or disapprove it. If advance approval of a transaction is not feasible, the chair of the Audit Committee may approve the transaction and the transaction may be ratified by the Audit Committee in accordance with the Related Party Transactions Policy. In determining whether to approve or ratify a transaction with a related party, the Audit Committee will take into account all of the relevant facts and circumstances available to it, including, among any other factors it deems appropriate:

- the benefits to us of the transaction;
- the nature of the related party's interest in the transaction;
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Explanation of Responses:

whether the transaction would impair the judgment of a director or executive officer to act in the best interests of ARC and our stockholders; and

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the potential impact of the transaction on a director's independence; and whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances.

Any member of the Audit Committee who is a related party with respect to a transaction under review may not participate in the deliberations or vote on the approval of the transaction.

Related Party Real Property Leases

During our fiscal year ended December 31, 2015, we were a party to real property leases with entities owned by our former Chairman of the board and greater-than-5% stockholder, Mr. Chandramohan, and our current Chairman of the Board, President and Chief Executive Officer, Mr. Suriyakumar, for two of our facilities located in Costa Mesa, California and Los Angeles, California. These facilities are leased to us under written lease agreements between us and Sumo Holdings Costa Mesa, LLC and Sumo Holdings, LA, LLC, respectively. Messrs. Chandramohan and Suriyakumar are the only members of each of the Sumo Holdings limited liability companies.

Under these real property leases, we paid these entities rent in the aggregate amount of \$504,000 in 2015. We were also obligated to reimburse these entities for certain real property taxes and the actual costs incurred by these entities for insurance and maintenance on a triple net basis.

The real property leases described above were originally entered into by us between November 19, 1997 and February 1, 1999. Our board of directors determined that, as of the February 2005 closing of our initial public offering, we would not enter into any arrangements to lease any additional facilities from Messrs. Chandramohan and Suriyakumar or their affiliates. Our board of directors reviews and approves the renewal terms for any existing related party real property leases and requires that any extensions will not be approved if the proposed base rent exceeds the then-existing fair market rate in the applicable geographic market. Our Chief Financial Officer reviews relevant market data to ensure that lease term base rent for any extension term does not exceed the fair market rate and is authorized to consult with and retain the services of professionals, as necessary, to determine prevailing market rental rates.

Indemnification Agreements

We have entered into, and expect to continue to enter into, indemnification agreements with our directors and executive officers that provide indemnification under certain circumstances for acts and omissions that may not be covered by any directors' and officers' liability insurance. The indemnification agreements may require us, among other things, to indemnify our officers and directors against certain liabilities that may arise by reason of their status or service as officers and directors (other than liabilities arising from willful misconduct of a culpable nature), to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified, and to obtain officers' and directors' insurance if available on reasonable terms.

Registration Rights Agreement

On April 10, 2000, we entered into a registration rights agreement with Messrs. Chandramohan and Suriyakumar, and with certain other holders of our common stock and holders of warrants to purchase our common stock, including entities affiliated with our director, Mr. Formolo, and our former director, Mr. Code, which registration rights agreement was amended as of December 29, 2004. Currently, the registration rights agreement is only in effect with respect to shares held by Messrs. Chandramohan and Suriyakumar (or entities in which they control a majority of voting shares), which are entitled to certain rights with respect to the registration of such shares under the Securities Act. These registration rights are summarized below.

Piggyback Registrations. If we propose to register any of our equity securities under the Securities Act (other than pursuant to a demand registration of registrable securities or a registration on Form S-4 or Form S-8) for us or for holders of securities other than the registrable securities, we will offer the holders of registrable securities the opportunity to register their registrable securities.

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Conditions and Limitations; Expenses. The registration rights are subject to conditions and limitations, including the right of the underwriters to limit the number of shares to be included in a registration and our right to delay or withdraw a registration statement under specified circumstances. We will pay the registration expenses of the holders of registrable securities in demand registrations and piggyback registrations in connection with the registration rights agreement.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires directors and certain officers of the Company and persons who own more than 10% of our common stock to file with the SEC initial reports of beneficial ownership (Form 3) and reports of subsequent changes in their beneficial ownership (Form 4 or Form 5) of ARC's common stock. Such directors, officers and greater-than-10% stockholders are required to furnish us with copies of the Section 16(a) reports they file. The SEC has established specific due dates for these reports, and ARC is required to disclose in this report any late filings or failures to file.

Based solely on our review of copies of the Section 16(a) reports received or written representations from such officers, directors and greater-than-10% stockholders, we believe that all Section 16(a) filing requirements applicable to our officers, directors and greater-than-10% stockholders were complied with during the fiscal year ended December 31, 2015.

ADDITIONAL INFORMATION

Householding

Under rules adopted by the SEC, we are permitted to deliver a single set of any proxy statement, information statement, annual report and prospectus to any household at which two or more stockholders reside if we believe the stockholders are members of the same family. This process, called householding, allows us to reduce the number of copies of these materials we must print and mail. Even if householding is used, each stockholder will continue to receive a separate proxy card or voting instruction card.

The Company is not householding for those stockholders who hold their shares directly in their own name. If you share the same last name and address with another Company stockholder who also holds his or her shares directly, and you would each like to start householding for the Company's annual reports, proxy statements, information statements and prospectuses for your respective accounts, then please contact our corporate secretary c/o ARC Document Solutions, Inc., 1981 North Broadway, Suite 385, Walnut Creek, California 94596, Attention: D. Jeffery Grimes, Secretary, telephone (925) 949-5100.

This year, some brokers and nominees who hold Company shares on behalf of stockholders may be participating in the practice of householding proxy statements and annual reports for those stockholders. If your household received a single proxy statement and annual report for this year, but you would like to receive your own copy this year, please contact our corporate secretary c/o ARC Document Solutions, Inc., 1981 North Broadway, Suite 385, Walnut Creek, California 94596, Attention: D. Jeffery Grimes, Secretary, telephone (925) 949-5100, and we will promptly send you a copy. If a broker or nominee holds Company shares on your behalf and you share the same last name and address with another stockholder for whom a broker or nominee holds Company shares, and together both of you would like to receive only a single set of the Company's disclosure documents, please contact your broker or nominee as described in the voting instruction card or other information you received from your broker or nominee.

If you consent to householding, your election will remain in effect until you revoke it. Should you later revoke your consent, you will be sent separate copies of those documents that are mailed at least 30 days or more after receipt of your revocation.

Stockholder Proposals for the 2017 Annual Meeting

In order to present a proposal at our 2017 annual meeting, a stockholder must comply with the specific requirements set forth in our Second Amended and Restated Bylaws, including the requirement to provide notice in writing to our corporate secretary at our principal executive offices not later than the 90th day nor earlier than the 120th day before the one-year anniversary of our 2016 annual meeting of stockholders. The stockholder's notice must include the specific items set forth in our Second Amended and Restated Bylaws.

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In order to submit a proposal for inclusion in our proxy materials for the 2017 annual meeting of stockholders, a stockholder must submit the proposal not later than November 24, 2016, and follow the other procedures set forth in Rule 14a-8 of the Exchange Act. If we hold our 2017 annual meeting of stockholders more than 30 days before or after April 27, 2016 (the one-year anniversary date of the 2016 Annual Meeting of Stockholders), we will disclose the new deadline by which stockholders proposals must be received in our earliest possible Quarterly Report on Form 10-Q or, if impracticable, by any means reasonably determined to inform stockholders. Proposals must also comply with SEC regulations under Rule 14a-8 regarding the inclusion of stockholder proposals in company-sponsored proxy materials.

You may request a printed copy of the relevant provision of our Second Amended and Restated Bylaws regarding the requirements for presenting stockholder proposals at our annual meetings of stockholders by contacting our corporate secretary at (925) 949-5100 or by sending a request by mail to ARC Document Solutions, Inc., 1981 North Broadway, Suite 385, Walnut Creek, California 94596, Attention: D. Jeffery Grimes, Secretary.

Additional Information

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for information on the public reference room. The SEC maintains an internet site that contains annual, quarterly and current reports, proxy and information statements and other information that issuers file electronically with the SEC. The SEC's internet site is www.sec.gov.

Our investor relations internet address is ir.e-arc.com. We make available free of charge, on or through our investor relations webpage, our proxy statements, annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports filed or furnished pursuant to the Exchange Act, as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC. We also make available, through our Investors webpage, statements of beneficial ownership of our equity securities filed by our directors, officers, 10% or greater stockholders and others under Section 16 of the Exchange Act. The reference to our website address does not constitute incorporation by reference of the information contained in the website and should not be considered part of this document.

A copy of our Code of Conduct, as defined under Item 406 of Regulation S-K, including any amendments thereto or waivers thereof, our Corporate Governance Guidelines, and board committee charters can also be accessed on our investor relations website ir.e-arc.com and selecting "Corporate Governance" from navigation menu. Our Code of Conduct applies to all directors, officers and employees, including our Chief Executive Officer, our Chief Financial Officer and our Controller. We will post any amendments to the Code of Conduct, and any waivers that are required to be disclosed by the rules of either the SEC or the NYSE, on our website.

You can request a printed copy of these documents, excluding exhibits, at no cost, by contacting Investor Relations at (925) 949-5100 or by sending a request by mail to 1981 North Broadway, Suite 385, Walnut Creek, California 94596, Attention: David Stickney, Vice President Corporate Communications.

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YOUR VOTE AT THIS YEAR'S ANNUAL MEETING OF STOCKHOLDERS IS IMPORTANT, NO MATTER HOW MANY OR HOW FEW SHARES YOU OWN. PLEASE SIGN AND DATE THE ENCLOSED PROXY CARD AND RETURN IT IN THE ENCLOSED POSTAGE-PAID ENVELOPE PROMPTLY.

By order of the Board of Directors,

March 24, 2016

D. Jeffery Grimes
Vice President, Senior Corporate
Counsel & Corporate Secretary

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ARC DOCUMENT SOLUTIONS, INC. ATTN: ARC Legal Department 1981 N. BROADWAY, SUITE 385 WALNUT CREEK, CA 94596 VOTE BY INTERNET - www.proxyvote.com Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form. ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years. VOTE BY PHONE - 1-800-690-6903 Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions. VOTE BY MAIL Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS: THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. KEEP THIS PORTION FOR YOUR RECORDS DETACH AND RETURN THIS PORTION ONLY The Board of Directors recommends you vote FOR the following: For Withhold For All All All Except To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below. 1. Election of Directors Nominees 0 0 0 01 K. Suriyakumar 02 Thomas J. Formolo 03 Dewitt Kerry McCluggage 04 James F. McNulty 05 Mark W. Mealy 06 Manuel Perez de la Mesa 07 Eriberto R. Scocimara The Board of Directors recommends you vote FOR proposals 2 and 3. For Against Abstain 2. Ratify the appointment of Deloitte & Touche LLP as ARC Document Solutions, Inc.'s independent registered public accounting firm for 2016. 3. Approve advisory, non-binding vote on executive compensation: and NOTE: Transact any other business that may properly come before the annual meeting and any postponements and any adjournments of the annual meeting. 0 0 0 0 0 Please indicate if you plan to attend this meeting Yes No 0 0 Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer. Signature [PLEASE SIGN WITHIN BOX] Date Signature (Joint Owners) Date

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Notice & Proxy Statement, Annual Report is/are available at www.proxyvote.com. ARC DOCUMENT SOLUTIONS, INC. Annual Meeting of Stockholders April 28, 2016 9:00 AM PDT This proxy is solicited by the Board of Directors The undersigned hereby appoints Kumarakulasingam Suriyakumar, the Chairman of the Board, Chief Executive Officer, President and a director of ARC Document Solutions, Inc., and D. Jeffery Grimes, Secretary of ARC Document Solutions, Inc., and each of them, with full power of substitution, proxies of the undersigned to vote all shares of Common Stock of ARC Document Solutions Inc. held by the undersigned on February 29, 2016, at the annual meeting of stockholders to be held at the Diablo Country Club, 1700 Clubhouse Road, Diablo, CA94528 on Thursday, April 28, 2016 at 9:00 a.m.

PDT, and at any postponements or adjournments thereof. Without limiting the authority granted herein, the above named proxies are expressly authorized to vote as directed by the undersigned as to those matters set forth on the reverse side hereof. If no directions are given, this Proxy will be voted "FOR" all of the director nominees named on the reverse side under Proposal 1 and "FOR" Proposals 2 and 3. The above named proxies will vote in their discretion on all other matters that are properly brought before the annual meeting. The undersigned hereby revokes any proxy heretofore given to vote at such meeting. Continued and to be signed on reverse side
