

Ascent Capital Group, Inc.
Form DEF 14A
April 11, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

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

Filed by the Registrant X

Filed by a Party other than the Registrant O

Check the appropriate box:

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

Ascent Capital Group, Inc.
(Name of Registrant as Specified In Its Charter)

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

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ASCENT CAPITAL GROUP, INC.

5251 DTC Parkway, Suite 1000

Greenwood Village, Colorado 80111

(303) 628-5600

Dear Stockholder:

April 11, 2014

The 2014 annual meeting of stockholders of Ascent Capital Group, Inc. will be held at 10:00 a.m., Mountain Time, on May 22, 2014, at 5251 DTC Parkway, Second Floor Conference Room, Greenwood Village, Colorado 80111, Tel. No. (303) 628-5600.

At the annual meeting, you will be asked to consider and vote on the re-election of two of our directors and the ratification of our auditors. You will also be asked to consider and vote, on an advisory basis, on the approval of our executive compensation. Each of the matters to be considered at the annual meeting is described in greater detail in the accompanying proxy statement.

Your vote is important, regardless of the number of shares you own. Whether or not you plan to attend the annual meeting, please read the accompanying proxy statement and then vote via the Internet, telephone or using your smartphone as promptly as possible.

Alternatively, request a paper proxy card to complete, sign and return by mail. This will save us additional expense in soliciting proxies and will ensure that your shares are represented at the meeting. It will not, however, prevent you from later revoking your proxy or changing your vote.

Thank you for your continued support and interest in our company.

Very truly yours,

William R. Fitzgerald
Chairman, President and Chief Executive Officer

The Notice of Internet Availability of Proxy Materials is first being mailed on or about April 11, 2014, and the proxy materials relating to the annual meeting will first be made available on or about the same date.

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ASCENT CAPITAL GROUP, INC.

5251 DTC Parkway, Suite 1000

Greenwood Village, Colorado 80111

(303) 628-5600

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held on May 22, 2014

NOTICE IS HEREBY GIVEN of the annual meeting of stockholders of Ascent Capital Group, Inc. to be held at 10:00 a.m., Mountain Time, on May 22, 2014, at 5251 DTC Parkway, Second Floor Conference Room, Greenwood Village, Colorado 80111, Tel. No. (303) 628-5600, to consider and vote on the following:

1. A proposal to re-elect William R. Fitzgerald and Michael J. Pohl to serve as the Class III members of our board of directors for a three year term (the **director election proposal**);
2. A proposal to ratify the selection of KPMG LLP as our independent auditors for the fiscal year ending December 31, 2014 (the **auditor ratification proposal**); and
3. A proposal to approve, on an advisory basis, the compensation of our named executive officers (as defined herein) (the **say-on-pay proposal**).

We describe the proposals in more detail in the accompanying proxy statement. We encourage you to read the proxy statement in its entirety before voting. You may also be asked to consider and vote on any other business properly brought before the annual meeting.

Holders of record of our Series A common stock, par value \$.01 per share, and Series B common stock, par value \$.01 per share, outstanding as of 5:00 p.m., New York City time, on April 3, 2014, the **record date** for the annual meeting, will be entitled to notice of the annual meeting and to vote at the annual meeting or any adjournment thereof. Holders of Series A common stock and Series B common stock will vote together as a single class on each proposal. A list of stockholders entitled to vote at the annual meeting will be available at our offices for review by our stockholders, for any purpose germane to the annual meeting, for at least 10 days prior to the annual meeting.

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The following stockholder approvals are required with respect to the matters described above:

- The director election proposal requires the affirmative vote of a plurality of the votes cast for the director election proposal by the holders of shares of our common stock present, in person or by proxy, and entitled to vote at the annual meeting, voting together as a single class. This means that Mr. Fitzgerald and Mr. Pohl will be elected if they receive more affirmative votes than any other persons.
- Approval of each of the auditor ratification proposal and the say-on-pay proposal requires the affirmative vote of a majority of the voting power of the shares of our common stock present, in person or by proxy, and entitled to vote at the annual meeting, voting together as a single class.

Our board of directors has carefully considered and approved each of the director election proposal, the auditor ratification proposal and the say-on-pay proposal described above and recommends that you vote **FOR** each of these proposals.

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YOUR VOTE IS IMPORTANT. We urge you to vote as soon as possible by telephone, Internet, smartphone or mail.

By order of the board of directors,

William E. Niles
Executive Vice President, General Counsel and Secretary

Greenwood Village, Colorado
April 11, 2014

WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE ANNUAL MEETING, PLEASE VOTE AS PROMPTLY AS POSSIBLE BY TELEPHONE, INTERNET OR SMARTPHONE. ALTERNATIVELY, REQUEST A PAPER PROXY CARD TO COMPLETE, SIGN AND RETURN BY MAIL.

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ASCENT CAPITAL GROUP, INC.

a Delaware corporation

**5251 DTC Parkway, Suite 1000
Greenwood Village, Colorado 80111
(303) 628-5600**

PROXY STATEMENT

For Annual Meeting of Stockholders

We are furnishing this proxy statement in connection with our board of directors' (our **Board**) solicitation of proxies for use at our 2014 annual meeting of stockholders (our **annual meeting**) to be held at 10:00 a.m., Mountain Time, at 5251 DTC Parkway, Second Floor Conference Room, Greenwood Village, Colorado 80111, Tel. No. (303) 628-5600, on May 22, 2014, or at any adjournment or postponement of the annual meeting. At the annual meeting, we will ask you to consider and vote on the proposals described in the accompanying Notice of Annual Meeting of Stockholders. The proposals are described in more detail in this proxy statement. We are soliciting proxies from holders of our Series A common stock, par value \$0.01 per share, and Series B common stock, par value \$0.01 per share.

ANNUAL MEETING; PROXIES

Notice and Access of Proxy Materials

We have elected, in accordance with the Securities and Exchange Commission's (**SEC**) Notice and Access rule, to deliver a Notice of Internet Availability of Proxy Materials (the **Notice**) to our stockholders and to post our proxy statement and our annual report to our stockholders (collectively, the **proxy materials**) electronically. The Notice is first being mailed to our stockholders on or about April 11, 2014. The proxy materials are first being made available to our stockholders on or about the same date.

The Notice instructs you how to access and review the proxy materials and how to submit your proxy via the Internet or by telephone or smartphone. The Notice also instructs you how to request and receive a paper copy of the proxy materials, including a proxy card or voting instruction form, at no charge. We will not mail a paper copy of the proxy materials to you unless specifically requested to do so.

Electronic Delivery

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Registered stockholders may elect to receive future notices and proxy materials by e-mail. To sign up for electronic delivery, go to www.computershare.com/investor. You may also sign up for electronic delivery when you vote by Internet at www.envisionreports.com/ASCMA, by following the prompts. Once you sign up, you will not receive a printed copy of the notices and proxy materials, unless you request them. You may suspend electronic delivery of the notices and proxy materials at any time by contacting our transfer agent, Computershare, at 800-730-4001 (outside the United States 781-575-2879). Stockholders who hold shares through a bank, brokerage firm or other nominee may request electronic access by contacting their nominee.

Time, Place and Date

The annual meeting of the stockholders is to be held at 10:00 a.m., Mountain Time, on May 22, 2014, at 5251 DTC Parkway, Second Floor Conference Room, Greenwood Village, Colorado 80111, Tel. No. (303) 628-5600.

Purpose

At the annual meeting, you will be asked to consider and vote on each of the following:

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- the re-election of two of our directors, William R. Fitzgerald and Michael J. Pohl, to serve as members of our Board for a three year term;
- the auditor ratification proposal, to ratify the selection of KPMG LLP as our independent auditors for the fiscal year ending December 31, 2014; and
- the say-on-pay proposal, to approve, on an advisory basis, the compensation of our named executive officers, as described herein.

You may also be asked to consider and vote on such other business as may properly come before the annual meeting. However, we are not currently aware of any such additional business.

Quorum

In order to carry on the business of the annual meeting, at least a majority of the aggregate voting power represented by the outstanding shares of our Series A common stock and Series B common stock, as of the record date, must be present at the annual meeting, either in person or by proxy. For purposes of determining a quorum, your shares will be included as represented at the meeting even if you indicate on your proxy that you abstain from voting. If a broker, who is a record holder of shares, indicates on a form of proxy that the broker does not have discretionary authority to vote those shares on one or more of the proposals, or if those shares are voted in circumstances in which proxy authority is defective or has been withheld, those shares (which we refer to as **broker non-votes**) nevertheless will be treated as present for purposes of determining the presence of a quorum.

Who May Vote; Record Date

Holders of our Series A common stock and Series B common stock, as recorded in our stock register as of 5:00 p.m., New York City time, on April 3, 2014 (which is the **record date** for the annual meeting), may vote at the annual meeting or at any adjournment or postponement thereof.

Votes Required

The following stockholder approvals are required with respect to proposals described above:

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- The director election proposal requires the affirmative vote of a plurality of the votes cast for the director election proposal by the holders of shares of our common stock present, in person or by proxy, and entitled to vote at the annual meeting, voting together as a single class. This means that Mr. Fitzgerald and Mr. Pohl will be elected if they receive more affirmative votes than any other persons.
- Approval of each of the auditor ratification proposal and the say-on-pay proposal requires the affirmative vote of a majority of the voting power of the shares of our common stock present, in person or by proxy, and entitled to vote at the annual meeting, voting together as a single class.

Votes You Have

At the annual meeting, holders of our Series A common stock will have one vote per share for each share of Series A common stock that our records show they owned on the record date, and holders of our Series B common stock will have ten votes per share for each share of Series B common stock that our records show they owned on the record date. Holders of all series of our common stock will vote together as a single class.

Shares Outstanding

As of the record date, there were approximately 13,493,000 shares of our Series A common stock and 384,000 shares of our Series B common stock outstanding.

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Number of Holders

As of the record date, there were approximately 900 and 60 record holders of our Series A common stock and our Series B common stock, respectively. Such amounts do not include the number of stockholders whose shares are held of record by banks, brokers or other nominees, but include each such institution as one holder.

Voting Procedures for Record Holders

Holdings of record of our common stock as of the record date may vote in person at the annual meeting. Alternatively, they may give a proxy by completing, signing, dating and returning the proxy card, or by voting by telephone, smartphone or over the Internet. Unless subsequently revoked, shares of our common stock represented by a proxy submitted as described below and received at or before the annual meeting will be voted in accordance with the instructions on the proxy.

YOUR VOTE IS IMPORTANT. It is recommended that you vote by proxy even if you plan to attend the annual meeting. You may change your vote at the annual meeting. Specific voting instructions are set forth in this proxy statement and on both the Notice and proxy card.

If a proxy is properly executed and submitted by a record holder without indicating any voting instructions, the shares represented by the proxy will be voted **FOR** the election of Mr. Fitzgerald and Mr. Pohl as directors and will be voted **FOR** the approval of each of the auditor ratification proposal and the say-on-pay proposal.

If you submit a proxy card on which you indicate that you abstain from voting, it will have no effect on the director election proposal but will have the same effect as a vote **AGAINST** the auditor ratification proposal and the say-on-pay proposal.

If you fail to respond with a vote, your shares will not be counted as present and entitled to vote for purposes of determining a quorum, and your failure to vote will have no effect on determining whether any of the proposals are approved (assuming a quorum is present).

Voting Procedures for Shares Held in Street Name

General. If you hold your shares in the name of a broker, bank or other nominee, you should follow the instructions provided by your broker, bank or other nominee when voting your shares of our common stock or when granting or revoking a proxy. The rules and regulations of the New York Stock Exchange and The Nasdaq Stock Market prohibit brokers, banks and other nominees from voting shares on behalf of their clients with respect to numerous matters, including, in our case, the director election proposal and the say-on-pay proposal. Accordingly, to ensure your shares held in street name are voted on such matter, we encourage you to provide specific voting instructions to your broker, bank or other nominee promptly.

Effect of Broker Non-Votes. Broker non-votes are counted as shares of our common stock present and entitled to vote for purposes of determining a quorum but will have no effect on any of the proposals. You should follow the directions your broker, bank or other nominee provides to you regarding how to vote your shares of common stock or how to change your vote or revoke your proxy.

Revoking a Proxy

Before the start of the annual meeting, you may change your vote, by voting in person at the annual meeting or by delivering a signed proxy revocation or a new signed proxy with a later date to Ascent Capital Group, Inc., c/o Computershare Trust Company, N.A., 250 Royall Street, Canton, MA 02021. **Any proxy revocation or new proxy must be received before the start of the annual meeting. In addition, you may change your vote through the Internet or by telephone or smartphone (if you originally voted by the same method) not later than 11:59 p.m., New York City time, on May 21, 2014.**

Your attendance at the annual meeting will not, by itself, revoke a prior vote or proxy from you. Please be sure to request a ballot at the annual meeting if you have not voted or wish to change your vote.

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If your shares are held in an account by a broker, bank or other nominee, you should contact your nominee to change your vote or revoke your proxy.

Solicitation of Proxies

The proxies for the annual meeting are being solicited on behalf of our Board. In addition to this mailing, our employees may solicit proxies personally or by telephone. We pay the cost of soliciting these proxies. We also reimburse brokers and other nominees for their expenses in sending these materials to you and getting your voting instructions.

Recommendation of Our Board of Directors

Our Board has carefully considered and approved the director election proposal, the auditor ratification proposal and the say-on-pay proposal, and recommends that you vote **FOR** the election of Mr. Fitzgerald and Mr. Pohl to new three-year terms and that you vote **FOR** each of the auditor ratification proposal and the say-on-pay proposal.

Other Matters to Be Voted on at the Annual Meeting

Our Board is not currently aware of any business to be acted on at the annual meeting other than that which is described in the Notice of Annual Meeting of Stockholders and this proxy statement. If, however, other matters are properly brought to a vote at the annual meeting, the persons designated as proxies will have discretion to vote or to act on these matters according to their best judgment, unless you indicate otherwise in your proxy. In the event there is a proposal to adjourn or postpone the annual meeting, the persons designated as proxies will have discretion to vote on that proposal.

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The following table sets forth information concerning shares of our common stock beneficially owned by each person or entity (excluding any of our directors and executive officers) known by us to own more than five percent of the outstanding shares of any series of our common stock. All of such information is based on publicly available filings.

The security ownership information is given as of February 28, 2014, and, in the case of percentage ownership information, is based upon 13,696,679 shares of our Series A common stock and 384,212 shares of our Series B common stock, in each case, outstanding on that date. The percentage voting power is presented on an aggregate basis for all series of common stock.

John C. Malone c/o Liberty Media Corporation 12300 Liberty Boulevard Englewood, CO 80112	Series A Series B	200,414(1)(2)(3)(4)(5) 351,734(1)(2)(4)	1.46% 91.55%	21.19%
Brown Advisory Incorporated 901 South Bond Street, Ste. 400 Baltimore, MD 21231	Series A	687,323(6)	5.02%	3.92%
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	Series A	809,658(7)	5.91%	4.62%
Mario J. Gabelli c/o GAMCO Investors, Inc. One Corporate Center Rye, NY 10580	Series A	1,371,971(8)	10.02%	7.82%
Principal Global Investors, LLC 801 Grand Avenue Des Moines, IA 50392	Series A	778,664(9)	5.69%	4.44%
T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, MD 21202	Series A	966,040(10)	7.05%	5.51%
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	Series A	752,339(11)	5.49%	4.29%

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(1) Mr. Malone has sole voting power and sole dispositive power over 192,847 shares of Series A common stock and 342,556 shares of our Series B common stock.

(2) Includes (i) 26,833 shares of our Series A common stock and 2,046 shares of our Series B common stock held by Mr. Malone's wife, Mrs. Leslie Malone, as to which shares Mr. Malone has disclaimed beneficial ownership and (ii) 248,266 shares of our Series B common stock held by Columbus Holdings, LLC, which is owned by Mr. Malone and his wife.

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(3) Includes (i) 16 and 55,317 shares of our Series A common stock held by two trusts with respect to which Mr. Malone is the sole trustee and, with his wife, retains a unitrust interest in the trusts and (ii) 4,997 shares of our Series A common stock that may be acquired upon exercise of stock options exercisable within 60 days after February 28, 2014.

(4) Includes 2,570 shares of our Series A common stock and 9,178 shares of our Series B common stock held by two trusts managed by an independent trustee, of which the beneficiaries are Mr. Malone's adult children. Mr. Malone has no pecuniary interest in the trusts, but he retains the right to substitute the assets held by the trusts. Mr. Malone disclaims beneficial ownership of such shares.

(5) Does not include beneficial ownership of shares of our Series A common stock issuable upon exercise of conversion rights relating to shares of our Series B common stock held by Mr. Malone.

(6) Based upon the Schedule 13G filed on February 12, 2014 by Brown Advisory Incorporated, Brown Advisory, LLC and Brown Advisory and Trust Company, which states that Brown Advisory Incorporated, a parent holding company, has sole voting power over 563,315 shares and shared dispositive power over 687,323 shares.

(7) Based upon Amendment No. 4 to Schedule 13G filed on January 28, 2014 by BlackRock, Inc., which states that BlackRock, Inc., a parent holding company, has sole voting power and sole dispositive power over 809,658 shares. All shares covered by the Schedule 13G are held by subsidiaries of BlackRock, Inc.

(8) Based upon Amendment No. 15 to Schedule 13D filed on February 4, 2014 by Gabelli Funds, LLC, GAMCO Asset Management Inc., Gabelli Securities, Inc., Teton Advisors, Inc., Gabelli Foundation, Inc., GGCP, Inc., GGCP Holdings LLC, GAMCO Investors, Inc., Gabelli & Company, Inc., MJG Associates, Inc., MJG-IV Limited Partnership and Mario J. Gabelli (whom we collectively refer to as the **Gabelli Reporting Persons**). In addition to shares of our Series A common stock held directly by Mr. Gabelli, Mr. Gabelli is deemed to have beneficial ownership of those shares of our common stock held by the other Gabelli Reporting Persons. The Schedule 13D states that Mr. Gabelli has sole voting power and sole dispositive power over 1,056 shares.

(9) Based upon Amendment No. 2 to Schedule 13G filed on February 20, 2014 by Principal Global Investors, LLC (**Principal Global**) an investment advisor, which states that Principal Global has shared voting power and shared dispositive power over 778,664 shares.

(10) Based upon Amendment No. 6 to Schedule 13G dated February 10, 2014 by T. Rowe Price Associates, Inc. (**Price Associates**), an investment advisor, which states that T. Rowe Price has sole voting power over 322,692 shares and sole dispositive power over 966,040 shares. These securities are owned by various individual and institutional investors for which Price Associates serves as an investment adviser with power to direct investments and/or sole power to vote the securities. For the purposes of the reporting requirements of the Securities Exchange Act of 1934, as amended (the **Exchange Act**), Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.

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(11) Based upon Amendment No. 1 to Schedule 13G filed February 11, 2014 by The Vanguard Group (**The Vanguard Group**), an investment advisor, which states that The Vanguard Group has sole voting power over 21,254 shares and sole dispositive power over 731,785 shares.

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The following table sets forth information with respect to the ownership by each of our directors, each of our named executive officers (as defined below) and by all of our directors and executive officers as a group, of shares of our Series A common stock and Series B common stock. The security ownership information is given as of February 28, 2014, and, in the case of percentage ownership information, is based upon 13,696,679 shares of Series A common stock and 384,212 shares of Series B common stock, in each case, outstanding on that date. Such outstanding share amounts do not include shares of our common stock that may be issued upon the exercise of stock options, including stock options disclosed in the table below. The percentage voting power is presented in the table below on an aggregate basis for all series of common stock.

Shares of restricted stock that have been granted pursuant to our equity incentive plans are included in the outstanding share numbers provided throughout this proxy statement. Shares of common stock issuable upon exercise or conversion of options, warrants and convertible securities that, as of February 28, 2014, were exercisable or convertible on such date or within 60 days thereafter, are deemed to be outstanding and to be beneficially owned by the person holding the options, warrants or convertible securities for the purpose of computing the percentage ownership of that person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. For purposes of the following presentation, any beneficial ownership of shares of our Series B common stock, though convertible on a one-for-one basis into shares of our Series A common stock, is reported as beneficial ownership of our Series B common stock only, and not as beneficial ownership of our Series A common stock. So far as is known to us, the persons indicated below have sole voting power with respect to the shares indicated as owned by them, except as otherwise stated in the notes to the table.

Name of Beneficial Owner	Title of Class	Amount and Nature of Beneficial Ownership	Percent of Class	Voting Power
William R. Fitzgerald <i>Chairman of the Board and Chief Executive Officer</i>	Series A	623,777(1)(2)(3)	4.43%	3.99%
	Series B	9,029	2.35%	
Brian Deevy <i>Director</i>	Series A	2,532(1)(4)	*	*
	Series B			
Michael R. Haislip <i>Executive Vice President</i>	Series A	50,105(1)(2)	*	*
	Series B			
Philip J. Holthouse <i>Director</i>	Series A	29,086(1)(2)(5)	*	*
	Series B			
Michael R. Meyers <i>Senior Vice President and Chief Financial Officer</i>	Series A	31,272(1)(2)(6)	*	*
	Series B			
William E. Niles <i>Executive Vice President, General Counsel and Secretary</i>	Series A	72,861(1)(2)	*	*
	Series B			
John A. Orr <i>Senior Vice President</i>	Series A	145,808(1)(2)	1.06%	*
	Series B			
Michael J. Pohl	Series A	24,400(1)(2)	*	*

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<i>Director</i>	Series B			
Carl E. Vogel	Series A	15,719(1)(2)(7)	*	*
<i>Director</i>	Series B			

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All directors and executive officers as a group (9 persons)	Series A	995,560(1)(2)(3)(4)(5)(6)(7)	6.96%	5.98%
	Series B	9,029	2.35%	

* Less than one percent

(1) Includes, as applicable, the following restricted shares of our Series A common stock which remain subject to vesting as of February 28, 2014:

Name	Restricted Shares
William R. Fitzgerald	141,668
Brian Deevy	1,341
Michael R. Haislip	21,500
Philip J. Holthouse	2,160
Michael R. Meyers	13,800
William E. Niles	16,053
John A. Orr	7,500
Michael J. Pohl	2,130
Carl E. Vogel	2,128

(2) Includes, as applicable, beneficial ownership of the following shares of our Series A common stock that may be acquired upon exercise of stock options that are exercisable within 60 days of February 28, 2014:

Name	Option Shares
William R. Fitzgerald	370,033
Michael R. Haislip	20,625
Philip J. Holthouse	17,692
Michael R. Meyers	12,375
William E. Niles	47,136
John A. Orr	121,799
Michael J. Pohl	14,692
Carl E. Vogel	6,329

(3) Includes (i) 29,720 shares of our Series A common stock owned by the William R. Fitzgerald Irrevocable 2012 Trust, of which Mr. Fitzgerald's wife is the voting trustee, and (ii) 23,210 shares of our Series A common stock held in a grantor retained annuity trust, over which Mr. Fitzgerald has sole voting power.

(4) Represents 1,000 shares of our Series A common stock owned by the Deevy Sons 2004 Trust.

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(5) Includes 8,221 shares of our Series A common stock owned by Mr. Holthouse jointly with his wife. Also includes 3 shares of our Series A common stock held by Mr. Holthouse's children, as to which shares Mr. Holthouse has disclaimed beneficial ownership.

(6) Includes 115 shares of our Series A common stock owned by Mr. Meyers jointly with his wife.

(7) Includes 6,035 shares of our Series A common stock owned by the Vogel Family 2012 Irrevocable Trust, as to which Mr. Vogel has disclaimed beneficial ownership.

Changes in Control

We know of no arrangements, including any pledge by any person of our securities, the operation of which may at a subsequent date result in a change in control of our company.

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PROPOSAL 1 - THE DIRECTOR ELECTION PROPOSAL

Board of Directors

Our company is governed by a board of directors. Pursuant to our bylaws, the size of our Board shall be not less than three nor more than nine members, with the exact number of directors fixed from time to time by resolution adopted by the affirmative vote of at least 75% of the directors then in office. The number of directors constituting our whole Board is currently fixed at seven; however, there are currently only five directors on our Board. Our Board may appoint a director to fill the two vacancies at any time.

Our Board is divided into three classes. Our current Class III directors, whose terms will expire at the annual meeting, are William R. Fitzgerald and Michael J. Pohl. Each of Mr. Fitzgerald and Mr. Pohl have been nominated for re-election to our Board and, if elected, will continue to serve as a Class III director. We have been informed that each of Mr. Fitzgerald and Mr. Pohl is willing to serve as a director of our company. Each director is elected to serve for a full term of approximately three years. The term of the Class III directors who are elected at the annual meeting will expire at the annual meeting of our stockholders in the year 2017. Our Class I director, whose term will expire at the annual meeting of our stockholders in the year 2015, is Carl E. Vogel. Our Class II directors, whose term will expire at the annual meeting of our stockholders in the year 2016, are Philip J. Holthouse and Brian Deevy.

If either of Mr. Fitzgerald or Mr. Pohl should decline re-election or should he become unable to serve as a director of our company for any reason before re-election, votes will be cast for a substitute nominee, if any, designated by our Board, or, if none is so designated prior to the election, votes will be cast according to the judgment of the person or persons voting the proxy.

The following lists the nominee for election as a director at the annual meeting and the three other directors of our company, and includes, as to each person, how long such person has been a director of our company, such person's professional background, other public company directorships and other factors considered in the determination that such person possesses the requisite qualifications and skills to serve as a member of our Board. All positions referenced in the table below with our company include, where applicable, positions with our predecessors. The number of shares of our common stock beneficially owned by each director, as of February 28, 2014, is set forth in this proxy statement under the caption Security Ownership of Certain Beneficial Owners and Management Security Ownership of Management.

Nominees for Election as Director

William R. Fitzgerald

- *Professional Background:* A director of our company since September 2008. Mr. Fitzgerald is Chairman of our Board and Chief Executive Officer of our company. Mr. Fitzgerald has also served as a director of our principal operating subsidiary, Monitronics International, Inc. (**Monitronics**), since December 2010 and served as Chairman of Ascent Media Group, LLC (**AMG**) from July 2000 until we sold AMG at the end of 2010. Mr. Fitzgerald also served as a Senior Vice President of Liberty Interactive Corporation (**Liberty Interactive**) and its predecessors from July 2000 to September 2011 and as a Senior Vice President of the former Liberty Media Corporation (currently known as

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Starz) (**Old LMC**) from its split-off from Liberty Interactive in September 2011 to December 2012. Prior to joining Liberty Interactive, Mr. Fitzgerald served as Executive Vice President and Chief Operating Officer, Operations Administration for AT&T Broadband (formerly known as Tele-Communications, Inc. (**TCI**)), from 1998 to 2000 and was Executive Vice President, Corporate Development and Chief Operating Officer of TCI Communications, Inc., a wholly-owned subsidiary of TCI, from 1996 to 1998.

- *Other Public Company Directorships:* Mr. Fitzgerald has served as a director of Piper Jaffray Companies since March 2014. Mr. Fitzgerald served as a director of Expedia, Inc. from March

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2006 to December 2012, during which time he also served as a member of the compensation committee. Mr. Fitzgerald also served as a director of TripAdvisor, Inc. from December 2011 to February 2013. In addition, Mr. Fitzgerald served as a director of On Command Corporation from 2001 to 2005 and Cablevision Systems Corporation from 1999 to 2000.

- *Age:* 56

- *Board Qualification:* Mr. Fitzgerald brings to our Board over 30 years of experience in the media and telecommunications industries, as well as subscription-based businesses. He has an in-depth understanding of our business and the history of our organization coupled with significant executive and leadership experience.

Michael J. Pohl

- *Professional Background:* A director of our company since September 2008. Mr. Pohl serves as an advisor to companies in the technology, media and telecommunications industries. Mr. Pohl has served on the board of directors of BlackArrow, Inc. since January 2012 and was appointed as Chairman of its board of directors in June 2012. Mr. Pohl has served on the board of Think Analytics since March 2013 and on the board of Imagine Communications Corp. since March 2013, having previously served on the board of its predecessor, Harris Broadcast. From December 2007 to April 2008, Mr. Pohl served as the Interim Vice President/General Manager of the On Demand Systems Division of ARRIS Group, Inc., a communications technology company specializing in the design and engineering of broadband networks (ARRIS). Mr. Pohl was President of Global Strategies at C-COR Incorporated (C-COR) from December 2005 to November 2007, when C-COR was acquired by ARRIS, and served as the President and Chief Executive Officer of nCUBE Corporation, an interactive video server company, from December 1999 to December 2005. Mr. Pohl has been and continues to be actively involved in numerous industry associations and received the National Cable and Telecommunications Association's highest honor, the Vanguard Award, in 2008.

- *Other Public Company Directorships:* Mr. Pohl served on the board of directors and compensation committee of BigBand Networks, Inc. from May 2009 through the sale of the company to ARRIS in November 2011, during which time he served on the audit committee of its board of directors beginning in June 2009 and served as Chairman of its board of directors beginning in February 2010.

- *Age:* 62

- *Board Qualification:* Mr. Pohl brings to our Board valuable technological insight and over 25 years of extensive experience with technology companies. His management experience and financial expertise is complemented by his knowledge of applied sciences.

Director Whose Term Expires in 2015

Carl E. Vogel

- *Professional Background:* A director of our company since December 2009. Mr. Vogel is currently a Senior Advisor to DISH Networks Corporation (**DISH**), a publicly-traded company providing pay-TV services, and served as President of DISH from September 2006 until February 2008 and Vice Chairman of DISH from June 2005 until March 2009. Mr. Vogel has also been the president and sole stockholder of Bulldog Capital, Inc., a private investment firm, through which he has, since November 2011, been a Senior Advisor of The Gores Group, a Los Angeles based private equity firm. From October 2007 until March 2009, Mr. Vogel served as a Senior Advisor to EchoStar Corporation (**EchoStar**), a publicly-traded company in the digital set-top box and satellite services businesses. From 2001 until 2005, Mr. Vogel served as the President and CEO of

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Charter Communications Inc. (**Charter**), a publicly-traded company providing cable television and broadband services. Prior to joining Charter, Mr. Vogel worked as an executive officer in various capacities for companies affiliated with the predecessors of Liberty Interactive Corporation and Old LMC. Mr. Vogel held various executive positions with DISH from 1994 until 1997, including serving as the President from 1995 until 1997. Mr. Vogel also has served on various private company boards.

- *Other Public Company Directorships:* Mr. Vogel has served on the board of directors AMC Networks Inc. (**AMC Networks**) since June of 2013 and serves as chairman of the audit committee of AMC Networks and as a member of its compensation committee. Mr. Vogel has served on the board of directors of DISH since May 2005 and on the board of directors and audit committee of Universal Electronics Inc., a publicly-traded company providing wireless control technology for the connected home, since October 2009. In addition, Mr. Vogel has served on the board of directors of Sirius XM Holdings Inc. (**Sirius**), a publicly-traded satellite radio system operator and broadcaster, since April 2011, and has served on its compensation committee and nominating and corporate governance committee of Sirius since 2012 and has served as chairman of its compensation committee since April 2013. Mr. Vogel has also served on the board of directors and audit committees of Shaw Communications, Inc., a publicly-traded diversified communications company providing broadband cable and direct-to-home satellite services in Canada, since 2006 and NextWave Wireless Inc. from November 2009 to January 2013 (where he has served as the chair of the audit committee from March 2010 to January 2013). From October 2007 until March 2009, Mr. Vogel served as the Vice Chairman of the board of directors of EchoStar. From October 2001 to January 2005, Mr. Vogel served on the board of directors of Charter.

- *Age:* 56

- *Board Qualification:* Mr. Vogel brings to our Board extensive executive leadership experience and board experience, including experience with subscription-based businesses, along with professional accounting and financial expertise.

Directors Whose Term Expires in 2016

Philip J. Holthouse

- *Professional Background:* A director of our company since September 2008. Mr. Holthouse has been a partner with Holthouse Carlin & Van Trigt LLP since 1991, where he provides tax planning and tax consulting services for privately held businesses and high net-worth individuals primarily in the real estate, entertainment and service industries. Mr. Holthouse is a certified public accountant.

- *Other Public Company Directorships:* Mr. Holthouse served on the board of directors and audit committee of Napster, Inc. from January 2004 to October 2008.

- *Age:* 55

- *Board Qualification:* Mr. Holthouse brings to our Board experience as a public company director and an audit committee member. His tax and accounting training enables him to provide our Board with sophisticated financial insight and to fulfill his function as audit committee chairman.

Brian Deevy

- *Professional Background.* A director of our company since November 2013, Mr. Deevy is head of Royal Bank of Canada (**RBC**) Capital Markets Communications, Media & Entertainment (**CME**) Group. Mr. Deevy is responsible for strategic development of the CME Group's business,

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which includes mergers & acquisitions, private equity and debt capital formation and financial advisory engagements. Mr. Deevy also serves as Chairman and Chief Executive Officers of RBC Daniels L.P. (**RBC Daniels**), a boutique investment banking firm that provides financial advisory services and is a current subsidiary of RBC. Prior to joining Daniels & Associates, RBC Daniels predecessor, Mr. Deevy was with Continental Illinois National Bank.

- *Other Public Company Directorships:* Mr. Deevy served on the board of directors of Ticketmaster Entertainment, Inc. from August 2008 to January 2010.

- *Age:* 58

- *Board Qualification:* Mr. Deevy brings to our Board extensive executive and leadership experience in the cable industry as well as expertise in the financial sector and with strategic development of businesses.

Vote and Recommendation

The director election requires the affirmative vote of a plurality of the votes cast for the director election proposal by the holders of shares of our common stock present, in person or by proxy, and entitled to vote at the annual meeting, voting together as a single class. This means that each of Mr. Fitzgerald and Mr. Pohl will be elected if they receive more affirmative votes than any other persons.

Our Board unanimously recommends a vote **FOR** the election of the nominees to our Board.

Table of Contents**PROPOSAL 2 - THE AUDITOR RATIFICATION PROPOSAL**

We are asking our stockholders to ratify the selection of KPMG LLP as our independent auditors for the fiscal year ending December 31, 2014.

Even if the selection of KPMG LLP is ratified, the audit committee of our Board, in its discretion, may direct the appointment of a different independent accounting firm at any time during the year if our audit committee determines that such a change would be in the best interests of our company and our stockholders. In the event our stockholders fail to ratify the selection of KPMG LLP, our audit committee will consider it as a direction to select other auditors for the year ending December 31, 2014.

A representative of KPMG LLP is expected to be present at the annual meeting, will have the opportunity to make a statement if he or she so desires and is expected to be available to respond to appropriate questions.

Audit Fees and All Other Fees

The following table presents fees for professional audit services rendered by KPMG LLP for the audit of our consolidated financial statements for 2013 and 2012:

	2013	2012
Audit fees	\$ 1,061,000	669,000
Audit related fees (1)	107,000	17,000
Audit and audit related fees	\$ 1,168,000	686,000
Tax fees (2)	28,000	83,000
Total fees	\$ 1,196,000	769,000

(1) Audit related fees consist primarily of due diligence assistance.

(2) Tax related services consist primarily of tax compliance and advice.

Our audit committee has considered whether the provision of services by KPMG LLP to our company other than auditing is compatible with KPMG LLP maintaining its independence and believes that the provision of such other services is compatible with KPMG LLP maintaining its independence.

Policy on Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditor

Our audit committee adopted a policy, dated November 6, 2008, regarding the pre-approval of all audit and permissible non-audit services provided by our independent auditor. Pursuant to this policy, our audit committee has approved the engagement of our independent auditor to provide the following services (all of which are collectively referred to as **pre-approved services**):

- audit services as specified in the policy, including (i) financial audits of our company and our subsidiaries, (ii) services associated with our periodic reports, registration statements and other documents filed or issued in connection with a securities offering (including comfort letters and consents), (iii) attestations of our management's reports on internal controls and (iv) consultations with management as to accounting or disclosure treatment of transactions;
- audit-related services as specified in the policy, including (i) due diligence services, (ii) financial audits of employee benefit plans, (iii) consultations with management as to accounting or disclosure treatment of transactions not otherwise considered audit services, (iv) attestation services not required by statute or regulation, (v) certain audits incremental to the audit of our consolidated financial

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statements, (vi) closing balance sheet audits related to dispositions and (vii) general assistance with implementation of SEC rules or listing standards; and

- tax services as specified in the policy, including federal, state, local and international tax planning, compliance and review services, and tax due diligence.

Notwithstanding the foregoing general pre-approval, any individual project involving the provision of pre-approved services that is likely to result in fees in excess of \$100,000 requires the specific prior approval of our audit committee. Any engagement of our independent auditors for services other than the pre-approved services requires the specific approval of our audit committee. Our audit committee has delegated the authority for the foregoing approvals to the chairman of the audit committee, subject to his subsequent disclosure to the entire audit committee of the granting of any such approval. Philip J. Holthouse currently serves as the chairman of our audit committee.

Our pre-approval policy prohibits the engagement of our independent auditor to provide any services that are subject to the prohibition imposed by Section 201 of the Sarbanes-Oxley Act.

All services provided by our independent auditor during 2013 were approved in accordance with the terms of the policy.

Vote and Recommendation

Approval of the auditor ratification proposal requires the affirmative vote of a majority of the voting power of the shares of our common stock present, in person or by proxy, and entitled to vote at the annual meeting, voting together as a single class.

Our Board unanimously recommends a vote **FOR** the auditor ratification proposal.

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PROPOSAL 3 - THE SAY-ON-PAY PROPOSAL

Stockholders are provided with the opportunity to cast an advisory vote on executive compensation as described below. Our company values the views of its stockholders and is committed to excellence in the design and effectiveness of our company's executive compensation program.

Our first (and most recent) advisory vote on the compensation of our named executive officers was held at our 2011 annual meeting of stockholders on July 11, 2011, at which stockholders representing 92.5% of our aggregate voting power present and entitled to vote on the say-on-pay proposal approved, on an advisory basis, our executive compensation as disclosed in our proxy statement for our 2011 annual meeting of stockholders. Also at this meeting, the frequency at which future advisory votes on executive compensation would be held of once every three years received the affirmative vote of a majority of the votes cast on the say-on-frequency proposal by our stockholders that were present, in person or by proxy, and entitled to vote at the 2011 annual meeting of stockholders, voting together as a single class, and our board of directors adopted this as the frequency at which future advisory votes on executive compensation would be held. We currently expect that our next advisory vote on executive compensation will be held in 2017.

Accordingly, we are seeking stockholder approval of the compensation of our named executive officers as disclosed in this proxy statement in accordance with applicable SEC rules, which include the disclosures under Compensation Discussion and Analysis, the compensation tables (including all related footnotes) and any additional narrative discussion of compensation included herein. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the policies and practices with respect to their compensation, each as described in this proxy statement. Stockholders are encouraged to read the Compensation Discussion and Analysis section of this proxy statement, which provides an overview of our company's executive compensation policies and procedures, how they operate and are designed to achieve our company's pay-for-performance objectives, and how they were applied for 2013.

In accordance with Section 14A of the Exchange Act and Rule 14a-21(a) promulgated thereunder, and as a matter of good corporate governance, our board of directors is asking stockholders to approve the following advisory resolution at the 2014 annual meeting of stockholders:

RESOLVED, that the stockholders of Ascent Capital Group, Inc. hereby approve, on an advisory basis, the compensation paid to our company's named executive officers, as disclosed in this proxy statement pursuant to the rules of the SEC, including the Compensation Discussion and Analysis, compensation tables and any related narrative discussion.

Advisory Vote

Although this vote is advisory and non-binding on our Board and our company, our Board and the compensation committee, which is responsible for designing and administering our company's executive compensation program, value the opinions expressed by our stockholders in their vote on this proposal and will consider the outcome of the vote when making future compensation policies and decisions for named executive officers.

Vote and Recommendation

This advisory resolution, which we refer to as the say-on-pay proposal, will be considered approved if it receives the affirmative vote of a majority of the voting power of the shares of our common stock present, in person or by proxy, and entitled to vote at the annual meeting, voting together as a single class. Our board of directors recommends a vote **FOR** the approval of the say-on-pay proposal.

Table of Contents**MANAGEMENT****Executive Officers**

The following lists the executive officers of our company (other than William R. Fitzgerald, Chairman of our Board and Chief Executive Officer, whose background is described under Proposal 1 The Director Election Proposal), their ages and a description of their business experience, including positions held with our company.

Name	Positions
Michael R. Haislip Age: 62	Mr. Haislip has served as Executive Vice President of our company since April 2011. Since May 2005, Mr. Haislip has served as the President and Chief Executive Officer of Monitronics, our company's principal operating subsidiary. Prior to joining Monitronics, Mr. Haislip held multiple executive positions, mostly in the cable industry. He served in various operations and financial management positions at Cox Communications for ten years. Other positions in his career have included President of Star Cable Associates; President of Armstrong Cable; and Senior Vice President, Great Lakes Division, of Charter.
Michael R. Meyers Age: 57	Mr. Meyers has served as Senior Vice President of our company since April 2011 and as Chief Financial Officer and Treasurer since August 2011. Mr. Meyers is the Chief Financial Officer of Monitronics, and has held various positions at Monitronics since July 1996. Before joining Monitronics, Mr. Meyers, a certified public accountant, had over 15 years of accounting, finance, and operations experience. He has worked with a variety of businesses, including Fortune 500, medium, and small companies, as well as working in public accounting.
William E. Niles Age: 50	Mr. Niles has served as Executive Vice President, General Counsel and Secretary of our company since the spin-off of our company from Discovery Holding Company (DHC) in September 2008, and also served as Executive Vice President and General Counsel of AMG from January 2002 until the sale of AMG in December 2010. From August 2006 through February 2008, Mr. Niles was a member of AMG's executive committee. Prior to 2002, Mr. Niles was a senior executive handling legal and business affairs within AMG and its predecessor companies. Mr. Niles is also a director of our principal operating subsidiary, Monitronics, and also serves as its Executive Vice President and Secretary.
John A. Orr Age: 51	Mr. Orr has served as Senior Vice President, Corporate Development, of our company since September 2008. Mr. Orr served in multiple capacities with Liberty Interactive and its predecessor from August 1996 until December 2008, spearheading numerous acquisition opportunities and serving most recently as Vice President of Investor Relations from 2003 until December 2008.

Our executive officers will serve in such capacities until the next annual meeting of our Board, or until their respective successors have been duly elected or appointed, or until their earlier death, resignation or removal from office. There is no family relationship between any of our executive officers or directors, by blood, marriage or adoption.

During the past ten years, none of our directors or executive officers has had any involvement in any legal proceedings that would be material to an evaluation of his ability or integrity.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who own more than ten percent of a registered class of our equity securities, to file reports of ownership and changes in ownership

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with the SEC. Officers, directors and greater than ten-percent stockholders are required by SEC regulations to furnish us with copies of all Section 16 forms they file.

Based solely on a review of the copies of the Forms 3, 4 and 5 and amendments to those forms furnished to us during our most recent fiscal year, or written representations that no Forms 5 were required, we believe that, during the year ended December 31, 2013, all Section 16(a) filing requirements applicable to our officers, directors and greater than ten-percent beneficial owners were all met, except that one Form 4 report reporting six transactions was filed late by Michael J. Pohl.

Code of Ethics

We have adopted a code of ethics that applies to all of our employees, directors and officers, which constitutes our code of ethics within the meaning of Section 406 of the Sarbanes-Oxley Act. Our code of ethics is available on our website at www.ascentcapitalgroupinc.com/Business-Conduct-Compliance-Programs.aspx.

Director Independence

It is our policy that a majority of the members of our Board be independent of our management. For a director to be deemed independent, our Board must affirmatively determine that the director has no disqualifying direct or indirect material relationship with our company. To assist our Board in determining which of our directors qualify as independent for purposes of The Nasdaq Stock Market rules as well as applicable rules and regulations adopted by the SEC, the nominating and corporate governance committee of our Board follows the Corporate Governance Rules of The Nasdaq Stock Market on the criteria for director independence.

Our Board has determined that each of Philip J. Holthouse, Brian Deevy, Michael J. Pohl and Carl E. Vogel qualifies as an independent director of our company and previously determined that Brian C. Mulligan, who ceased to be a director of our company following our 2013 annual meeting of stockholders, qualified as an independent director of our company.

Board Composition

As described above under Proposal 1 The Director Election Proposal, our Board is comprised of directors with a broad range of backgrounds and skill sets, including media, telecommunications, technology, subscription-based business, finance, transactional and advisory work, auditing and tax. For more information on our Board's position with respect to the importance of diverse viewpoints on our Board, see Committees of our Board of Directors Nominating and Corporate Governance Committee below.

Board Leadership Structure

Our bylaws currently provide that the Chairman of our Board shall be the Chief Executive Officer of our company, unless our Board determines otherwise. William R. Fitzgerald currently serves as the Chairman of our Board and Chief Executive Officer (principal executive officer) and is responsible for identifying and implementing strategic initiatives as well as executive leadership. Our Board believes that Mr. Fitzgerald is best situated to serve as Chairman of our Board because he is the director most familiar with our company's history and business and is also the person most capable of effectively identifying strategic priorities and leading the discussion and execution of strategy.

In evaluating our current Board leadership structure, our Board noted that our company is a holding company and that substantially all of our operating activities are conducted through our principal operating subsidiary, Monitronics. Michael R. Haislip serves as the President and Chief Executive Officer of Monitronics, and is responsible for the day to day operations of Monitronics. Our Board believes that the allocation of responsibilities between Mr. Fitzgerald and Mr. Haislip represents an appropriate leadership structure because, among other reasons, it enables Mr. Fitzgerald to foster clear accountability and effective decision making at the board level and with regard to holding company activities, while Mr. Haislip focuses on the daily management of our operating company.

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The key members of all committees of our Board are independent directors. Each member of the compensation committee, nominating and corporate governance committee and audit committee is independent. In addition, an independent director, Carl E. Vogel, is the chairman of the executive committee of our Board. Through these committees, we have established independent processes for the effective oversight of critical issues entrusted to independent directors, such as the integrity of our financial statements, CEO and senior management compensation, board evaluation and selection of directors. For more information on the function of the committees of our Board, see [Committees of our Board of Directors](#) below.

For the above reasons, our Board does not believe that a separation of the Chairman of the Board and Chief Executive Officer positions will provide any meaningful additional oversight. Moreover, our Board believes its current leadership structure positions our company to achieve the optimal result for its stockholders. Because Mr. Fitzgerald bears primary responsibility for the strategic management and leadership of our company, our Board believes that Mr. Fitzgerald is best suited to chair board meetings and ensure that key business issues and stockholders interests are brought to the attention of our Board.

Board Role in Risk Oversight

Our Board has an active role, as a whole and at the committee level, in overseeing the management of our company's risks. Our Board regularly reviews information regarding our credit, liquidity, strategic, operational, financial and reporting, succession and compensation, legal and compliance functions and status, as well as the risks associated with each. The compensation committee is responsible for overseeing the management of risks relating to our incentive compensation plans and arrangements. The audit committee oversees management of financial risks. The nominating and corporate governance committee manages risks associated with the independence of our Board and, together with the audit committee, potential conflicts of interest. While each committee is responsible for evaluating certain risks and overseeing the management of such risks, our entire Board is regularly informed through committee reports and management presentations about such risks.

Committees of our Board of Directors

Executive Committee

Our Board has established an executive committee consisting of Carl E. Vogel and William R. Fitzgerald, with Mr. Vogel serving as chairman. The principal purpose of the executive committee is to assist our Board in the performance of its duties and responsibilities between regularly scheduled meetings of our Board and at any time when our Board is not in session or otherwise unable to act, by exercising the power and authority of our Board to manage the business and affairs of our company with respect to (i) such matters as shall be delegated to the executive committee by resolution of our Board and (ii) any other lawful matters to the extent the executive committee, in its discretion, determines that it is necessary or advisable to attend to such matters prior to the next regularly scheduled meeting of our Board. As such, the executive committee generally has and may exercise all the powers and authority of our Board in the management of the business and affairs of our company, including without limitation the power and authority to authorize the issuance of shares of our capital stock. However, the executive committee has no power or authority in reference to the following matters:

- approving, adopting or recommending to the stockholders of our company any action or matter expressly required by the Delaware General Corporation Law to be submitted to stockholders for approval;

- adopting, amending or repealing any bylaws of our company;
- fixing the size of our Board or filling any vacancies on our Board or on any committee of our Board; or
- the matters or powers expressly conferred upon the audit committee, the compensation committee, and the nominating and corporate governance committee.

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Compensation Committee

Our Board has also established a compensation committee, whose chairman is Michael J. Pohl and whose other members are Philip J. Holthouse and Brian Deevy. The compensation committee reviews and makes recommendations to our Board regarding all forms of compensation provided to our executive officers and directors. In addition, the compensation committee reviews and makes recommendations on bonus and stock compensation arrangements for all of our employees and has sole responsibility for the administration of our incentive plans.

The compensation committee reviews and approves corporate goals and objectives relevant to the compensation of our Chief Executive Officer and our other executive officers. The compensation committee also reviews and approves the compensation of our Chief Executive Officer and certain other officers of our company. For a description of our processes and policies for consideration and determination of executive and director compensation, including the role of our Chief Executive Officer and outside consultants in determining or recommending amounts and/or forms of compensation, see *Executive Compensation Compensation Discussion and Analysis* below. The compensation committee has the authority to retain a compensation consultant to assist in the evaluation of executive compensation.

Our Board has adopted a written charter for the compensation committee, which is available on our website at www.ascentcapitalgroupinc.com/Compensation-Committee-Charter.aspx.

Compensation Committee Report

The compensation committee has reviewed and discussed with the company's management the *Compensation Discussion and Analysis* included under *Executive Compensation* below. Based on such review and discussions, the compensation committee recommended to our company's Board that the *Compensation Discussion and Analysis* be included in this proxy statement.

Submitted by the Members of the Compensation Committee

Brian Deevy

Philip J. Holthouse

Michael J. Pohl (chairman)

Compensation Committee Interlocks and Insider Participation

In 2013, the compensation committee of our Board consisted of Michael J. Pohl, Philip J. Holthouse, Brian Deevy and, prior to the expiration of his term as a director, Brian C. Mulligan. No member of the compensation committee during 2013 is, was or has been an officer or employee of our company or any of our subsidiaries, or has engaged in any related party transaction in which our company or any of our subsidiaries was a

participant.

Nominating and Corporate Governance Committee

Our Board has established a nominating and corporate governance committee, whose members are Philip J. Holthouse, Michael J. Pohl, and Carl E. Vogel. Each meeting of the nominating and corporate governance committee is chaired by a member of the committee, on a rotational basis. See [Director Independence](#) above.

The nominating and corporate governance committee:

- develops qualification criteria for selecting candidates to serve as directors of our company;
- identifies individuals qualified to become directors of our company and makes recommendations to our Board with respect thereto;
- reviews and approves related person transactions (as set forth in our corporate governance guidelines); and
- reviews, and makes recommendations with respect to changes to, our corporate governance guidelines.

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The nominating and corporate governance committee will consider candidates for director recommended by any stockholder provided that such nominations are properly submitted. Eligible stockholders wishing to recommend a candidate for nomination as a director should send the recommendation in writing to the Nominating and Corporate Governance Committee, Ascent Capital Group, Inc., 5251 DTC Parkway, Suite 1000, Greenwood Village, Colorado 80111. Stockholder recommendations must be made in accordance with our bylaws, as discussed under "Stockholder Proposals" below, and must contain the following information:

- the proposing stockholder's name and address and documentation indicating the number of shares of our common stock beneficially owned by such person and the holder or holders of record of those shares, together with a statement that the proposing stockholder is recommending a candidate for nomination as a director;
- the candidate's name, age, business and residence addresses, principal occupation or employment, business experience, educational background and any other information relevant in light of the factors considered by the nominating and corporate governance committee in making a determination of a candidate's qualifications, as described below;
- a statement detailing any relationship, arrangement or understanding that might affect the independence of the candidate as a member of our Board;
- any other information that would be required under SEC rules in a proxy statement soliciting proxies for the election of such candidate as a director;
- a representation as to whether the proposing stockholder intends to deliver any proxy materials or otherwise solicit proxies in support of the director nominee;
- a representation that the proposing stockholder intends to appear in person or by proxy at the annual stockholders meeting at which the person named in such notice is to stand for election; and
- a signed consent of the candidate to serve as a director, if nominated and elected.

In connection with its evaluation, the nominating and corporate governance committee may request additional information from the proposing stockholder and the candidate. The nominating and corporate governance committee has sole discretion to decide which individuals to recommend for nomination as directors.

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To be nominated to serve as a director, a nominee need not meet any specific, minimum criteria; however, the nominating and corporate governance committee believes that nominees for director should possess the highest personal and professional ethics, integrity, values and judgment and should be committed to the long-term interests of our stockholders. When evaluating a potential director nominee, including one recommended by a stockholder, the nominating and corporate governance committee will take into account a number of factors, including, but not limited to, the following:

- independence from management;
- his or her unique background, including education, professional experience and relevant skill sets;
- judgment, skill, integrity and reputation;
- industry experience;
- existing commitments to other businesses as a director, executive or owner;
- personal conflicts of interest, if any; and

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- the size and composition of our existing Board, including whether the potential director nominee would positively impact the composition of our Board by bringing a new perspective or viewpoint to our Board.

The nominating and corporate governance committee does not have a formal policy with respect to diversity; however, our Board and the nominating and corporate governance committee believe that it is essential that our Board members represent diverse viewpoints.

When seeking candidates for director, the nominating and corporate governance committee may solicit suggestions from incumbent directors, management, stockholders and others. After conducting an initial evaluation of a prospective nominee, the nominating and corporate governance committee will interview that candidate if it believes the candidate might be suitable to be a director. The nominating and corporate governance committee may also ask the candidate to meet with management. If the nominating and corporate governance committee believes a candidate would be a valuable addition to our Board, it may recommend to our full Board that candidate's nomination and election.

Prior to nominating an incumbent director for re-election at an annual meeting of stockholders, the nominating and corporate governance committee will consider the director's past attendance at, and participation in, meetings of our Board and its committees and the director's formal and informal contributions to the various activities conducted by our Board and our Board committees of which such individual is a member.

The nominating and corporate governance committee believes that Mr. Fitzgerald and Mr. Pohl continue to be qualified to serve as directors of our company and supports their nomination for re-election. The nominations of Mr. Fitzgerald and Mr. Pohl have been approved by our entire Board.

Our Board has adopted a written charter for the nominating and corporate governance committee and corporate governance guidelines, which are available on our website at www.ascentcapitalgroupinc.com/Nominating-Corporate-Governance-Committee-Charter.aspx and www.ascentcapitalgroupinc.com/Corporate-Governance-Guidelines.aspx, respectively.

Audit Committee

Our Board has established an audit committee, whose chairman is Philip J. Holthouse and whose other members are Brian Deevy, Michael J. Pohl and Carl E. Vogel. See [Director Independence](#) above.

The audit committee reviews and monitors the corporate financial reporting and the internal and external audits of our company. The committee's functions include, among other things:

- appointing or replacing our independent auditors;

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- reviewing and approving in advance the scope and the fees of our annual audit and reviewing the results of our audits with our independent auditors;
- reviewing and approving in advance the scope and the fees of non-audit services of our independent auditors;
- reviewing compliance with and the adequacy of our existing major accounting and financial reporting policies;
- reviewing our management's procedures and policies relating to the adequacy of our internal accounting controls and compliance with applicable laws relating to accounting practices;
- reviewing compliance with applicable SEC and stock exchange rules regarding audit committees; and
- preparing a report for our annual proxy statement.

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Our Board has adopted a written charter for the audit committee, which is available on our website at www.ascentcapitalgroupinc.com/Audit-Committee-Charter.aspx.

Audit Committee Report

Each member of the audit committee is an independent director as determined by our Board, based on the listing standards of The Nasdaq Stock Market. Each member of the audit committee also satisfies the SEC's independence requirements for members of audit committees. Each of Mr. Holthouse, Mr. Deevy and Mr. Vogel is an audit committee financial expert under applicable SEC rules and regulations.

The audit committee reviews our financial reporting process on behalf of our Board. Management has primary responsibility for establishing and maintaining adequate internal controls, for preparing financial statements and for the public reporting process. Our independent auditor, KPMG LLP, is responsible for expressing opinions on the conformity of our audited consolidated financial statements with U.S. generally accepted accounting principles. Our independent auditor also expresses its opinion as to the effectiveness of our internal control over financial reporting.

The audit committee has reviewed and discussed with management and KPMG LLP our most recent audited consolidated financial statements, as well as management's assessment of the effectiveness of our internal control over financial reporting and KPMG LLP's evaluation of the effectiveness of our internal control over financial reporting. The audit committee has also discussed with KPMG LLP the matters required to be discussed by Auditing Standard No. 16 relating to communications between the independent auditors and the audit committee, plus the additional matters required to be discussed by the Statement on Auditing Standards No. 114 (The Auditor's Communication with Those Charged with Governance), as modified or supplemented, including that firm's judgment about the quality of our accounting principles, as applied in its financial reporting.

KPMG LLP has provided the audit committee with the written disclosures and the letter required by the Public Company Accounting Oversight Board Ethics and Independence Rule 3526, as modified or supplemented, and the audit committee has discussed with KPMG LLP that firm's independence from the company and its subsidiaries.

Based on the reviews, discussions and other considerations referred to above, the audit committee recommended to our Board that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2013, which was filed on February 27, 2014 with the SEC.

*Submitted by the Members of the Audit Committee
Philip J. Holthouse (chairman)*

Brian Deevy

Michael J. Pohl

Carl E. Vogel

Other

Our Board, by resolution, may from time to time establish other committees of our Board, consisting of one or more of our directors. Any committee so established will have the powers delegated to it by resolution of our Board, subject to applicable law.

Board Meetings

During 2013, there were 8 meetings of our full Board, 2 meetings of our compensation committee, 4 meetings of our audit committee, 1 meeting of our nominating and corporate governance committee, 15 meetings of the special committee formed in connection with John C. Malone's sale of shares of Series B common stock to our company (as described in more detail below) and 1 meeting of our executive committee.

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Director Attendance at Annual Meetings

Our Board encourages all members of our Board to attend each annual meeting of our stockholders. Two of our Board members then serving attended our 2013 annual meeting of stockholders.

Stockholder Communication with Directors

Our stockholders may send communications to our Board or to an individual director, in each case, c/o Ascent Capital Group, Inc., 5251 DTC Parkway, Suite 1000, Greenwood Village, Colorado 80111. All such communications from stockholders will be forwarded to our directors on a timely basis.

Executive Sessions

In 2013, the independent directors of our company met at 3 executive sessions without management participation. Any interested party who has a concern regarding any matter which it wishes to have addressed by our independent directors, as a group, at an upcoming executive session may send its concern in writing addressed to Independent Directors of Ascent Capital Group, Inc., c/o Ascent Capital Group, Inc., 5251 DTC Parkway, Suite 1000, Greenwood Village, Colorado 80111. The current independent directors of our company are Philip J. Holthouse, Brian Deevy, Michael J. Pohl and Carl E. Vogel.

Risk Assessment in Compensation Programs

Following the completion of a risk assessment of our compensation programs applicable to all employees, we have concluded that the design and operation of our compensation programs do not provide our employees with incentive to engage in business activities or other actions that would threaten the value of our company or the investment of our stockholders. We have also concluded that any risks associated with our compensation programs are not reasonably likely to have a material adverse effect on our company.

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EXECUTIVE COMPENSATION

This section sets forth information relating to, and an analysis and discussion of, compensation paid by our company to:

- William R. Fitzgerald;
- Michael R. Haislip;
- Michael R. Meyers;
- William E. Niles; and
- John A. Orr.

Mr. Fitzgerald is our principal executive officer; Mr. Meyers is our principal financial officer; and Messrs. Haislip, Niles and Orr are our three other executive officers (together, our **named executive officers**).

Compensation Discussion and Analysis

Overview

The compensation committee of our Board has responsibility for overseeing the compensation of our named executive officers and ensuring that their compensation packages are consistent with the company's compensation objectives. In furtherance of this purpose, our compensation committee considers and approves all components of the named executive officers' compensation packages, including periodic corporate goals and objectives upon which compensation decisions are made. The compensation committee also administers our equity incentive plan and has the authority to make and modify grants under, and to approve or disapprove participation in, such plans.

Objectives

The compensation program for our named executive officers was designed to meet the following objectives that align with and support our strategic business goals:

- attracting and retaining executive managers with the industry knowledge, skills, experience and talent to help our company attain its strategic objectives and build long-term company value;
- emphasizing variable performance-based compensation components, which include equity-based compensation, by linking individual compensation with corporate operating metrics as well as individual professional achievements; and
- aligning the interests of management of our company with the interests of our stockholders.

Principles

The following principles are used to guide the design of our executive compensation program and to ensure that the program is consistent with the objectives described above:

Competitive Positioning. We believe that our executive compensation program must provide compensation to our named executive officers that is both reasonable in relation to, and competitive with, the compensation paid to similarly situated employees of companies in our similar industries and companies with which we compete for talent, taking into account many factors, including cost-of-living considerations. See *Setting Executive Compensation* below.

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Pay for Performance Philosophy. We believe our compensation program should align the interests of our named executive officers with the interests of our company and our stockholders by strengthening the link between pay and company and individual performance. Accordingly, our compensation committee believes variable compensation, including plan-based awards, should represent a significant portion of the total compensation mix for our named executive officers.

At our 2011 annual stockholders meeting, our stockholders representing 92.5% of our aggregate voting power present and entitled to vote on our say-on-pay proposal approved, on an advisory basis, our executive compensation, as disclosed in our proxy statement for our 2011 annual meeting of stockholders. The compensation committee did not implement any material changes to our executive compensation program as a result of that vote.

Role of Chief Executive Officer in Compensation Decisions

As a general matter, our Chief Executive Officer provides recommendations to the compensation committee with respect to all elements of compensation proposed to be paid to the other named executive officers in conjunction with his evaluation of their performance. No significant changes were recommended by Mr. Fitzgerald with respect to the 2013 compensation packages of each other named executive officer as all of our named executive officers were subject to existing employment agreements during 2013, with the exception of Mr. Orr, whose employment agreement expired in accordance with its terms in September of 2013, as described in more detail below.

Setting Executive Compensation

Consistent with the principles outlined above, the compensation committee considers compensation data relating to other companies in reviewing and approving the compensation packages of our named executive officers. Historically, the compensation committee had focused on a select group of peer companies that operated in various markets within the technology, media, communications and entertainment industries. However, in connection with our company's transition out of the media and entertainment business, the compensation committee hired Compensia, Inc., a compensation consultant (**Compensia**), in May 2011 to assist the compensation committee in identifying a new peer group of companies, gathering market data on competitive market practices with respect to cash and equity-based compensation and developing an updated compensation framework, including with respect to equity awards (such as award types, vesting parameters and individual allocations).

Along with Compensia, our compensation committee developed our peer group list taking into account our company's focus on the alarm monitoring and security business (a technology business supported by subscription-based revenue), our range of financial performance metrics and our aggregate market capitalization. Compensia advised the compensation committee that our peer group of companies should be comprised of those in the technology space and those with a subscription/service-based business model, which together most closely correlate to our current business and operations. Accordingly, the companies in our peer are set forth below:

Technology

Ancestry.com, Inc.

J2 Global, Inc.

National Cinemedia, Inc.

Bally Technologies, Inc.

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Cardtronics Inc.

Scientific Games Corporation
Shutterfly, Inc.

Subscription/Service-based

Belo Corp.

Mobile Mini, Inc.

Fair Isaac Corporation

Ntelos Holdings Corp.

Iridium Communications, Inc.
Interval Leisure Group, Inc.

TiVo, Inc.

Additionally, the following companies comprised a supplemental peer group which was used, along with our peer group list described above, in connection with the evaluation of Mr. Fitzgerald's compensation (as described in more detail below):

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The ADT Corporation	DISH Network Corporation
Charter Communications, Inc.	Netflix, Inc.
Coinstar, Inc.	Stanley Black & Decker, Inc.
Earthlink Inc.	

The compensation committee did not apply specific benchmarking parameters that formed the basis for any of the named executive officers employment agreements. Rather, the compensation committee incorporated the competitive market data received from Compensia, including as to the compensation paid by the peer groups described above, into the compensation committee's total mix of information (including its members general business and industry knowledge and experience and its evaluation of each named executive officer's job performance) in establishing what the compensation committee believed to be reasonable and competitive variable elements of each named executive officer's compensation package. The compensation committee did, however, focus on the peer data in determining to increase the equity-based portion of Mr. Fitzgerald's overall compensation on a going forward basis. In that regard, Mr. Fitzgerald's employment agreement was amended and restated, effective January 1, 2013, to extend his term of employment and to grant Mr. Fitzgerald certain long-term equity awards. Also, under the amended and restated employment agreement, Mr. Fitzgerald now devotes his entire productive business time, attention and energies to the performance of his duties for our company (and no longer provides any services to Liberty Media Corporation (formerly known as Liberty Spinco, Inc., **Liberty Media**)).

Elements of 2013 Executive Compensation

For 2013, the principal components of compensation for our named executive officers were:

- base salary;
- performance-based bonuses and, in the case of Mr. Meyers, an additional discretionary bonus;
- the remaining vestiges of AMG's non-equity incentive plan;
- equity incentive compensation; and
- limited perquisites and personal benefits.

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A summary of each element of our compensation program is set forth below. We believe that each element complements the others and that together they serve to achieve our compensation objectives.

Base Salary

We provide competitive base salaries to attract and retain high-performing executive talent. We believe that a competitive base salary is an important component of compensation, as it provides a degree of financial stability for executives. The base salary level of each named executive officer is generally determined based on the responsibilities performed by such officer, his or her experience, overall effectiveness and demonstrated leadership ability, the performance expectations set for such officer, and competitive market factors. Prior to 2013, a portion of Mr. Fitzgerald's salary was paid by Liberty Media pursuant to Mr. Fitzgerald's dual employment agreements with our company and Liberty Media. Effective January 1, 2013 and continuing through the term of his amended and restated employment agreement, 100% of Mr. Fitzgerald's salary is paid by our company. With respect to 2013, Mr. Fitzgerald received an increase in his base salary pursuant to the terms of his amended and restated employment agreement. In recognition of the favorable performance of each of our named executive officers of his respective duties as an officer of our company, with respect to 2013, each of Messrs. Haislip, Meyers, Niles and Orr received an increase in their base salary ranging from 2% to 3.7%.

Bonuses: Performance-Based and Other. Our compensation committee adopted a performance-based bonus program for 2013 in which each of the named executive officers was eligible to participate. The program is designed to comply with Section 162(m) of the Internal Revenue Code (the **Code**). In order for any named executive officer to be eligible to receive any bonus under the program, our company had to achieve a consolidated

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Adjusted EBITDA (as defined in our Annual Report on Form 10-K for the year ended December 31, 2012 (the **2012 Form 10-K**)) for the year ended December 31, 2013 of no less than 105% of our consolidated Adjusted EBITDA for the year ended December 31, 2012 (as reported in the 2012 Form 10-K), subject to such adjustments (to the extent permissible under Section 162(m) of the Code) as the compensation committee may determine to be necessary or appropriate to provide year-over-year comparability (including, for example, in the event of any acquisitions, dispositions, changes in accounting policies or other extraordinary events). As this threshold performance metric was met for 2013, the compensation committee then determined, in its sole discretion, the actual portion of each grantee's target (which was also his maximum) bonus amount that was payable under the program (which could have been zero) after taking into account each grantee's personal performance over the year based on a set of key performance indicators (**KPIs**) adopted for each named executive officer with respect to 2013. Each named executive officer's target and maximum bonus amount for 2013 (which was determined by the committee in accordance with each named executive officer's applicable employment agreement (which, in the case of Mr. Fitzgerald, was his employment agreement in effect in 2013, and, in the case of Mr. Orr, was his employment agreement in effect prior to September 2013)) was as follows: Mr. Fitzgerald \$1,200,000; Mr. Haislip \$330,000; Mr. Meyers \$224,000; Mr. Niles \$309,000; and Mr. Orr \$270,000. The KPIs considered for each named executive officer were as follows:

Name	KPIs
William R. Fitzgerald	<ul style="list-style-type: none"> • Provision of leadership in support of the company's corporate governance and financial oversight and reporting responsibilities • Support of Monitronics leadership team in efforts to achieve their financial, operating, management development and capital objectives • Provision of leadership, guidance and support to both our company and Monitronics in efforts to pursue acquisition and investment opportunities • Leadership in investor relations messaging strategy and execution • Assist our company's and Monitronics management with achieving strategic, operational, financial performance and capital management objectives and drive financial performance expectations • Realization of a targeted 15% increase in the price of our company's Series A common stock from the year ended 2012 or at least the same growth rate as the Russell 2000 Index
Michael R. Haislip	<ul style="list-style-type: none"> • Achievement of superior financial and operating performance • Lowering of cellular, interactive and home automation costs per incremental unit • Creation of new account and revenue sources which generate 10,000 equivalent units per year • Refinancing of Monitronics' existing Term B loan under more favorable terms if supported by the market • Identification of acquisition opportunities for our company and/or Monitronics and assistance in evaluation and diligence efforts as required • Creation of management succession plan for Monitronics' senior leadership team • Pursuit of objectives and strategies consistent with improving the company's near-term and long-term financial performance, which serves to enhance shareholder value
Michael R. Meyers	<ul style="list-style-type: none"> • Achievement of superior financial and operating performance

- Continued expertise in financial markets and financing alternatives for our company and Monitronics and ensure that our company maintains sufficient growth capital to support its long range plan
- Completion of transition to a stronger financial planning and operational analysis group to support growth and acquisitions, including streamlining and strengthening of management reporting infrastructure
- Development in 2013 of portfolio management system to track contract purchases and preparation for implementation in 2014
- Continued compliance with SEC reporting
- Identification of acquisition opportunities for our company and/or Monitronics and

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assistance in evaluation and diligence efforts as required

- Pursuit of objectives and strategies consistent with improving the company's near-term and long-term financial performance, which serves to enhance shareholder value

William E. Niles

- Provision of sound legal counsel to our Chief Executive Officer, the Board and its committees on all legal matters relating to our company
- Management of our company's litigation portfolio, legal compliance with SEC reporting, enterprise level risk insurance policies and real estate portfolio
- Continued awareness of evolving legal issues relating to corporate governance and SEC compliance
- Collaboration with our Chief Executive Officer on corporate strategy and the development of opportunities to enhance shareholder value

John A. Orr

- Identification, evaluation, negotiation and execution of strategic acquisitions of high quality alarm monitoring or residential security alarm assets that serve to enhance the Monitronics business and create value for our company's stockholders
- Expansion and further development of relationships in the venture capital, private equity and banking communities
- Pursuit of alternative industry sector investment opportunities possessing business characteristics consistent with defined investment objectives and, as appropriate, presentation of investment and/or acquisition opportunities and pursuit of potential transactions
- Completion of hiring and training of analyst to assist in (i) sourcing, evaluation and completion of acquisitions, (ii) creating a database of security alarm industry participants and acquisition/investment targets, (iii) cash management and (iv) other financial and corporate matters
- Continued execution of plans relating to cash management, protection of liquidity and principal and cash investment portfolio
- Production of materials for the Board regarding our company's status, strategy, developments, achievements and challenges
- Continued assistance with our company's investor relations function
- Pursuit of objectives and strategies consistent with improving the company's near-term and long-term financial performance, which serves to enhance shareholder value

After evaluating each named executive officer's performance over the year and taking into account the aggregate amount of each named executive officer's other compensation outside of the program, the compensation committee determined the appropriate blend of compensation components for each named executive officer and exercised its discretionary authority to determine the amount payable to each named executive officer under the program. The compensation committee also exercised its discretionary authority to pay the bonus amount payable to each named executive officer approximately (i) one-half in cash and (ii) one-half in a number of shares of Series A common stock that was determined based on the closing price of the Series A common stock on December 20, 2013 of \$86.53. The performance-based bonus for each named executive officer was paid as follows:

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Name	Target/ Maximum Bonus	Percentage of Target Bonus Payable	Total Payout	Cash Portion of Total Payout	Stock Portion of Total Payout
William R. Fitzgerald	\$ 1,200,000	91.67%	\$ 1,100,000	\$ 550,015	\$ 549,985
Michael R. Haislip	\$ 330,000	100%	\$ 330,000	\$ 165,073	\$ 164,926
Michael R. Meyers	\$ 224,000	101.54%	\$ 225,000	\$ 111,511	\$ 112,489
William E. Niles	\$ 309,000	97.09%	\$ 300,000	\$ 150,044	\$ 149,956
John A. Orr	\$ 270,000	92.59%	\$ 250,000	\$ 125,051	\$ 124,949

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In light of Mr. Meyers' exceptional performance in 2013, the compensation committee determined to grant Mr. Meyers a performance-based award that exceeded his target/maximum bonus amount under the program. Therefore, this additional bonus amount of \$1,000 was awarded to Mr. Meyers as a discretionary bonus outside of the program.

For more information on these awards, see Summary Compensation Table and Grant of Plan-Based Awards below.

LTIP. AMG's 2006 Long-Term Incentive Plan as amended and restated as of September 9, 2008 (which we refer to as the **LTIP**) was terminated in connection with the sale of AMG on December 31, 2010, and all continuing obligations arising out of the LTIP were transferred to our company. Historically, the LTIP provided for the grant by AMG of awards which we refer to as **phantom appreciation rights** or **PARs** to key employees of AMG. Subject to vesting in accordance with the LTIP, each PAR measured the increase, if any, in the Value (as defined below) of a phantom unit under the LTIP from the grant date to the date of exercise, in each case as defined in accordance with the LTIP. Mr. Niles participated in the LTIP, which was subject to the approval of our compensation committee.

Prior to the termination of the LTIP on December 31, 2010, Mr. Niles had received multiple grants, including those made as of July 9, 2010 of 9,000 PARs (which we refer to as the **July 2010 Grants**), subject to vesting. The initial value of the PARs granted pursuant to the July 2010 Grants was \$17.19 as of the date of such grant.

The amount, if any, by which the Value of a phantom unit on the exercise date of a PAR exceeds the grant date Value of a phantom unit is referred to under the LTIP as the **PAR Value** of such PAR. Upon the termination of the LTIP on December 31, 2010, the PARs granted pursuant to the July 2010 Grants had a PAR Value of \$12.46 per PAR. These were the only outstanding LTIP awards held by Mr. Niles with a positive unpaid PAR Value as of the termination of the LTIP.

Awards under the LTIP were subject to vesting. However, in accordance with the terms of the LTIP, all outstanding PARs became 100% vested, and were deemed automatically exercised, on December 31, 2010 as a result of the change in control that occurred when our company sold AMG. Following this deemed automatic exercise, the LTIP was terminated, and each grantee was entitled to receive consideration in the amount of the applicable PAR Value, including interest from the date of exercise to the date of payment at the rate of three month LIBOR as published in the Wall Street Journal. Accordingly, Mr. Niles was entitled to receive the consideration with respect to his July 2010 Grants on the earlier of (i) March 31, 2014 and (ii) six months following his separation from service as such term is defined in Section 409A of the Code. Our company expects that Mr. Niles will receive the consideration owed to him with respect to his July 2010 Grants in 2014. The value of Mr. Niles' LTIP awards, as of December 31, 2010, is included under the heading Non-Equity Incentive Plan Compensation in the Summary Compensation Table below.

Under the LTIP, we had a right to require Mr. Niles to repay or return to our company any payments made to him under the LTIP, in the event of a material restatement of our financial statements resulting from his material noncompliance with any financial reporting requirement under applicable securities laws, provided that such material noncompliance resulted from Mr. Niles' misconduct.

Equity Incentive Compensation. Consistent with our compensation philosophy, we seek to align the interests of our named executive officers with those of our stockholders by awarding equity-based incentive compensation, ensuring that our executives have a continuing stake in the long-term success of our company and our subsidiaries. Accordingly, the compensation committee believes that an executive's overall mix of

compensation should be weighted more heavily toward equity-based incentives.

The Ascent Capital Group, Inc. 2008 Incentive Plan (which we refer to as the **incentive plan**) provides for the grant of a variety of incentive awards, including non-qualified stock options, stock appreciation rights (which we refer to as **SARs**), restricted shares, restricted stock units, cash awards and performance awards and is administered by our compensation committee. On December 20, 2013, pursuant to the incentive plan, the compensation committee granted to each of Messrs. Haislip, Meyers and Niles an award of restricted shares of Series A common stock to reward them for their unique contributions to the 2013 acquisition by Monitronics of Security Networks,

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LLC and the related financing transactions (the **2013 short-term awards**). The 2013 short-term awards vest in two equal installments on each of December 31, 2014 and December 31, 2015. Mr. Orr received a grant of restricted shares of Series A common stock in consideration for and subject to his entry into an amended and restated employment agreement, as described in more detail below. For more information regarding these awards, see [Grants of Plan-Based Awards](#) below.

In 2012, the compensation committee granted Mr. Fitzgerald a mix of options and restricted shares with a long-term vesting schedule (the **multi-year awards**). The multi-year awards were one-time grants that are meant to align the executive's interests with the long-term goals of our company. The compensation committee conveyed its views to Mr. Fitzgerald that these multi-year awards are not intended to be annual grants, and the compensation committee will take these multi-year awards into account when determining future grants to Mr. Fitzgerald. In light of Mr. Fitzgerald's receipt of the multi-year awards, no new equity incentive awards were granted to Mr. Fitzgerald during 2013. Mr. Fitzgerald did, however, receive half of his 2013 performance bonus in the form of shares of Series A common stock, as described above under [Bonus: Performance-Based and Other](#).

Satisfaction of Performance Conditions Relating to Multi-Year Awards. As described above, a portion of the multi-year awards granted to Mr. Fitzgerald constituted restricted shares with a long-term vesting schedule. The vesting of these restricted shares was subject to the satisfaction of a performance condition, such that the restricted shares would not vest and would be subject to forfeiture by Mr. Fitzgerald if the consolidated Adjusted EBITDA (as defined in 2012 Form 10-K) of our company for the year ended December 31, 2013 did not exceed 105% of the consolidated Adjusted EBITDA of our company for the year ended December 31, 2012 (as reported in the 2012 10-K) (the **RSA performance condition**). On December 20, 2013, the compensation committee determined that the RSA performance condition with respect to these restricted shares had been met and accordingly determined that such restricted shares were no longer subject to forfeiture by Mr. Fitzgerald. These restricted shares remain subject to vesting, however. For more information regarding these awards, see [Grants of Plan-Based Awards](#) below.

Award of Restricted Shares to Mr. Orr. As described in more detail below under [Employment Agreements](#), the term of Mr. Orr's original employment agreement with our company ended on September 16, 2013. In consideration for, but subject to, Mr. Orr's entry into an amended and restated employment agreement with our company, the compensation committee granted to Mr. Orr in December 2013 an award of restricted shares of Series A common stock. These restricted shares will vest 40% on December 31, 2015 and 60% on December 31, 2016. However, these restricted shares remain subject to forfeiture by Mr. Orr in the event he does not execute his new employment agreement.

Perquisites and Personal Benefits. For the year ended December 31, 2013, the limited perquisites and personal benefits provided to our named executive officers consisted generally of term life insurance premiums and 401(k) matching contributions. We offer our named executive officers other benefits that are also available on the same basis to all of our salaried employees, such as medical and disability insurance premiums.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Option Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total (\$)
William R. Fitzgerald	2013	808,431		549,985		550,015	8,616(2)(3)	1,917,047

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<i>Chairman and Chief Executive Officer</i>	2012	611,769		8,099,981	8,450,017	550,000	5,648(2)(3)	17,717,415
	2011	553,823		2,236,856	1,028,882		3,430(2)(3)	3,822,991
<i>Michael R. Haislip Senior Vice President</i>	2013	446,088		467,781		165,073	12,721(3)(4)(6)	1,091,663
	2012	436,295				300,000	2,500(6)	738,795
	2011	432,778	319,125(5)	1,084,677	877,500		2,450(6)	2,716,530
<i>Michael R. Meyers Executive Vice President and Chief Financial Officer</i>	2013	381,964	1,000(7)	372,079		111,511	2,545(3)(6)	869,099
	2012	374,147	17,500(7)			182,500	2,500(6)	576,647
	2011	364,820	188,132(5)	655,795	526,500		2,450(6)	1,737,697
<i>William E. Niles Executive Vice President, General Counsel and Secretary</i>	2013	421,503		409,546		150,044	3,235(3)(6)	984,328
	2012	406,417				290,000	3,430(3)(6)	699,847
	2011	461,950	255,000	1,438,520	998,931	112,140(8)	33,609(3)(6)(9)	3,300,150
<i>John A. Orr Senior Vice President</i>	2013	368,993		773,924		125,051	3,135(3)(6)	1,271,103
	2012	357,616				180,000	4,628(3)(6)	542,244
	2011	348,673	175,000	114,980			5,160(3)(6)	643,813

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(1) The aggregate grant date fair value of stock awards and option awards has been computed in accordance with FASB ASC Topic 718, but (pursuant to SEC regulations) without reduction for estimated forfeitures. For a description of the assumptions applied in these calculations, see Note 17 to our consolidated financial statements for the year ended December 31, 2013 (which are included in our Annual Report on Form 10-K as filed with the SEC on February 27, 2014).

(2) Includes amounts paid to Mr. Fitzgerald for tax preparation fees and, with respect to 2011, amounts paid to Liberty Media for health and welfare benefits under a services agreement with Liberty Media.

(3) Includes the following term life and AD&D insurance premiums:

Name	Amounts (\$)		
	2013	2012	2011
William R. Fitzgerald	1,116	648	556
Michael R. Haislip	45		
Michael R. Meyers	45		
William E. Niles	735	530	380
John A. Orr	635	378	260

(4) Includes health club dues reimbursed to Mr. Haislip by the Company.

(5) Represents bonus amounts paid during the year ended December 31, 2011 with respect to the following periods:

Name	Amounts (\$)	
	July 1, 2010 - June 30, 2011	July 1, 2011 - December 31, 2011
Michael R. Haislip	190,125	129,000
Michael R. Meyers	115,132	73,000

(6) Includes the following matching contributions to the applicable named executive officer's 401(k) account:

Name	Amounts (\$)		
	2013	2012	2011
Michael R. Haislip	2,500	2,500	2,450
Michael R. Meyers	2,500	2,500	2,450
William E. Niles	2,500	2,900	4,900
John A. Orr	2,500	4,250	4,900

(7) Represents the portion of Mr. Meyers' performance-based award that exceeded his maximum bonus amount under the plan, which was thus granted to Mr. Meyers as a discretionary bonus. With respect to such amount for 2013, see Compensation Discussion and Analysis Elements of 2013 Executive Compensation Bonuses: Performance-Based and Other.

(8) Represents the Par Value, as of December 31, 2010, of the 9,000 PARs granted to Mr. Niles under the LTIP in July 2010. These PARs vested on December 31, 2010, and our company expects to

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pay the amounts owed to Mr. Niles in 2014 as described under Compensation Discussion and Analysis Elements of 2013 Executive Compensation LTIP.

(9) Includes \$28,329 of moving expenses paid to Mr. Niles in connection with his relocation to the Denver area.

Employment Agreements

Each of Messrs. Fitzgerald, Haislip, Meyers and Niles has entered into an employment agreement with our company, which agreement, in each case, sets forth the respective terms and conditions of the applicable named executive officer's employment. Mr. Fitzgerald entered into an amended and restated employment agreement with our company, effective January 1, 2013, under which he devotes his entire productive business time, attention and energies to the performance of his duties to the company. The term of Mr. Orr's original employment agreement ended on September 16, 2013, and Mr. Orr and the company are currently in the process of negotiating an amended and restated employment agreement.

The material terms of the existing employment agreements of Messrs. Fitzgerald, Haislip, Meyers and Niles and the material terms of the employment agreement of Mr. Orr which was in effect during 2013 are set forth below.

Term

The term of the employment agreement of Mr. Fitzgerald is five years, commencing effective as of January 1, 2013 and ending on December 31, 2017. The term of the employment agreement of Mr. Orr was five years, commencing effective as of September 17, 2008 (the date of the spin-off of our company from DHC) and ending on September 16, 2013. The term of Mr. Niles' employment agreement is five years, commencing effective March 1, 2011 and ending on February 29, 2016. The term of the employment agreements of each of Messrs. Haislip and Meyers is five years, commencing effective as of June 15, 2011 and ending on June 14, 2016.

Base Salary

Pursuant to their respective employment agreements, each of our named executive officers receives a base salary that is subject to an annual review for increase by the compensation committee. The 2013 base salaries for each of our named executive officers are set forth in the Summary Compensation Table above.

Bonus

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Each of our named executive officers is eligible to receive a bonus in a certain range based on percentages of the applicable named executive officer's base salary (75% to 150% in the case of Mr. Fitzgerald, 60% to 75% in the case of Mr. Haislip, 50% to 75% in the case of Messrs. Niles and 40% to 50% in the case of Mr. Meyers). Pursuant to the terms of his former employment agreement, Mr. Orr was eligible to receive a bonus in the range of 50% to 75%. Each such officer's entitlement to receive such bonus, and the actual amount thereof, is determined by the compensation committee in its sole discretion based on the applicable named executive officer's achievement of certain performance criteria as the compensation committee may establish in its sole discretion.

Equity Incentive Awards

Each of Mr. Fitzgerald's employment agreement and Mr. Orr's former employment agreement memorialized stock option and restricted stock grants previously made under the incentive plan to the applicable named executive officer. Mr. Fitzgerald's employment agreement provided for the grant of the following equity awards: (i) options to purchase 380,460 shares of our Series A common stock at an exercise price of \$61.21 expiring at the close of business on November 30, 2019 and (ii) 119,540 restricted shares of our Series A common stock (which were subject to certain performance conditions, as described above). Mr. Fitzgerald was also entitled to receive, and did receive, a grant of 12,791 restricted shares of our Series A common stock effective as of the first full trading day following the expiration of the company's regularly scheduled black-out period during the first calendar quarter of 2013, as determined pursuant to its insider trading policy. Messrs. Haislip and Meyers also

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received equity incentive awards in connection with their entrance into new employment agreements in 2011. See Outstanding Equity Awards at Fiscal Year-End below.

Termination

The terms and conditions of compensation payable upon termination of the employment of each named executive officer are summarized in Potential Payments Upon Termination or Change-in-Control below.

Gross-Up

Under Mr. Fitzgerald's employment agreement, if any payment or distribution in the nature of compensation (as defined in Section 280G(b)(2) of the Code) to or for the benefit of Mr. Fitzgerald would be subject to excise tax imposed by Section 4999 of the Code, Mr. Fitzgerald will be entitled to receive a gross-up payment equivalent on an after-tax basis to the amount of such excise tax.

Grants of Plan-Based Awards

The following table contains information regarding plan-based incentive awards granted during the year ended December 31, 2013 to our named executive officers.

William R. Fitzgerald				
	2/25/2013(1)	1,200,000	1,200,000	
	12/20/2013(4)			6,356
				549,985
Michael R. Haislip				
	2/25/2013(1)	330,000	330,000	
	12/20/2013(4)			1,906
	12/20/2013(5)			3,500
				302,855
Michael R. Meyers				
	2/25/2013(1)	224,000	224,000	
	12/20/2013(4)			1,300
	12/20/2013(5)			3,000
				112,489
				259,590

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William E. Niles				
	2/25/2013(1)	309,000	309,000	
	12/20/2013(4)		1,733	149,956
	12/20/2013(5)		3,000	259,590
John A. Orr				
	2/25/2013(1)	270,000	270,000	
	12/20/2013(4)		1,444	124,949
	12/20/2013(6)		7,500	648,975

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- (1) Reflects the date on which our compensation committee established the terms of the 2013 performance-based bonus program, as described under Compensation Discussion and Analysis Elements of 2013 Executive Compensation Bonuses: Performance-Based and Other.
- (2) Our 2013 performance-based bonus program did not provide for a threshold bonus amount.
- (3) Represents the target and maximum bonus amounts payable under the program, as determined by the compensation committee in accordance with the terms of each named executive officer's employment agreement. Such bonus amounts were paid in a combination of cash and shares of Series A common stock. See Compensation Discussion and Analysis Elements of 2013 Executive Compensation Bonuses: Performance-Based and Other.
- (4) Represents shares of Series A common stock awarded in partial payment of the named executive officer's 2013 performance-based bonus award. See Compensation Discussion and Analysis Elements of 2013 Executive Compensation Bonuses: Performance-Based and Other.
- (5) Represents Series A restricted stock which will vest in equal amounts on December 31, 2014 and December 31, 2015.
- (6) Represents Series A restricted stock of which 40% will vest on December 31, 2015 and 60% will vest on December 31, 2016 and which is subject to forfeiture in the event Mr. Orr fails to execute an amended and restated employment agreement. See Compensation Discussion and Analysis Elements of 2013 Executive Compensation Equity Incentive Compensation.

Outstanding Equity Awards at Fiscal Year-End

The following table contains information regarding unexercised options to acquire shares of our common stock, and unvested restricted stock awards, which were outstanding as of December 31, 2013 and held by our named executive officers.

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Name	Number of Securities Underlying Unexercised Options- Exercisable	Option Awards			Stock Awards	
		Number of Securities Underlying Unexercised Options- Unexercisable	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 (\$)
William R. Fitzgerald						
<i>Option Awards</i>						
Series A	332,059		21.81	9/17/2018		
Series A	31,644	18,990(1)	48.15	3/29/2018		
Series A		380,460(2)	61.21	11/30/2019		
<i>Stock Awards</i>						
Series A					8,967(1)	767,217
Series A					2,236(1)	191,312
Series A					119,540(3)	10,227,842
Series A					12,791(3)	1,094,398
Michael R. Haislip						
<i>Option Awards</i>						
Series A	15,000	60,000(4)	48.00	12/31/2017		
<i>Stock Awards</i>						
Series A					18,000(4)	1,540,080
Series A					3,500(5)	299,460
Michael R. Meyers						
<i>Option Awards</i>						
Series A	9,000	36,000(4)	48.00	12/31/2017		
<i>Stock Awards</i>						
Series A					10,800(4)	924,048
Series A					3,000(5)	256,680
William E. Niles						
<i>Option Awards</i>						
Series A	17,640		25.09	1/16/2019		
Series A	27,038	22,122(6)	48.15	3/29/2018		
<i>Stock Awards</i>						
Series A					10,449(6)	894,016
Series A					2,604(6)	222,798
Series A					3,000(5)	256,680
John A. Orr						
<i>Option Awards</i>						
Series A	121,799		\$ 23.16	9/17/2018		
<i>Stock Awards</i>						
Series A					7,500(7)	641,700

(1) Vests quarterly over four years from April 1, 2011.

(2) Vests in accordance with the following schedule: (a) 20% of the options will vest in four equal quarterly installments during 2015, (b) 30% of the options will vest in four equal quarterly installments during 2016 and (c) 50% of the options will vest in four equal quarterly installments during 2017 beginning on March 31, 2015.

(3) Vests in accordance with the following schedule: (a) 20% of the restricted shares will vest in four equal quarterly installments during 2015, (b) 30% of the restricted shares will vest in four equal quarterly installments during 2016 and (c) 50% of the restricted shares will vest in four equal quarterly installments during 2017, beginning with March 2015. The vesting of this award was subject to the satisfaction of a performance condition, which was met. See Compensation Discussion and Analysis Elements of 2013 Executive Compensation Equity Incentive Compensation.

(4) Vests in accordance with the following schedule: (a) 20% of the restricted shares and options will vest in four equal quarterly installments during 2013, (b) 30% of the restricted shares and options

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will vest in four equal quarterly installments during 2014 and (c) 50% of the restricted shares and options will vest in four equal quarterly installments during 2015.

(5) Vests in two equal installments on December 31, 2014 and December 31, 2015.

(6) Vests quarterly over five years from March 1, 2011.

(7) Represents a grant of restricted shares of Series A common stock which vests 40% on December 31, 2015 and 60% on December 31, 2016 and is subject to forfeiture in the event Mr. Orr does not execute an amended and restated employment agreement. See Compensation Discussion and Analysis Elements of 2013 Executive Compensation Equity Incentive Compensation.

Option Exercises and Stock Vested

The following table sets forth information regarding the vesting of restricted stock held by our named executive officers (other than Mr. Orr, who had no vesting of restricted stock during 2013), in each case, during the year ended December 31, 2013. None of our named executive officers had any exercises of option awards during the year ended December 31, 2013.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)(1)	Value Realized on Vesting (\$)
William R. Fitzgerald		
<i>Series A</i>	7,467	555,794
Michael R. Haislip		
<i>Series A</i>	5,081	400,209
Michael R. Meyers		
<i>Series A</i>	3,065	241,253
William E. Niles		
<i>Series A</i>	5,800	440,416

(1) Includes shares withheld in payment of withholding taxes at election of holder.

Potential Payments Upon Termination or Change-in-Control

Each of the employment agreements of our named executive officers, as in effect on December 31, 2013, and each of our incentive plans provides for rights upon certain termination events, with adjustments to be made to the amounts payable to certain named executive officers if the termination occurs concurrently with or following a change of control of our company. As of December 31, 2013, all of our named executive officers had employment agreements with our company with the exception of Mr. Orr, whose employment agreement expired in September 2013.

Change of Control

Under each of the employment agreements of Messrs. Fitzgerald, a change of control of our company would be deemed to have occurred if any of the following occurs:

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- (i) any person or group (other than Mr. Malone and certain affiliates, each of whom we refer to as an **Ascent Permitted Holder**) acquires, together with stock already held by such person or group, more than 50% of the total fair market value or more than 50% of the total voting power of the stock of our company;

- (ii) any person or group (other than an Ascent Permitted Holder) acquires, in a single transaction or in multiple transactions during a 12-month period, assets of our company having a gross fair market value of 40% or more of the total gross fair market value of all of our company's assets immediately prior to such acquisition or acquisitions;

- (iii) any person or group (other than an Ascent Permitted Holder) acquires, in a single transaction or in multiple transactions during a 12-month period, 30% or more of the total voting power of the stock of our company; or

- (iv) a majority of our company's board of directors is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of our board of directors before the date of appointment or election.

Any such change of control results in an increase in each such executive's severance, as described under "Termination Without Cause" below.

Termination for Cause

If our company terminated any of our named executive officers for Cause, we would have no further liability or obligations under the applicable agreement to such named executive officer other than accrued and unpaid base salary and vacation time, all approved and unpaid bonus amounts and all incurred and unpaid expenses. Cause is generally defined to include: breaches of material obligations under the applicable employment agreement; continued failure to perform the applicable named executive officer's duties; material violations of company policies or applicable laws and regulations; fraud, dishonesty or misrepresentation; gross negligence in the performance of duties; conviction of a felony or crime of moral turpitude; and other misconduct that is materially injurious to our financial condition or business reputation.

Termination Without Cause

If our company terminated the employment of Mr. Fitzgerald without Cause, our company would become obligated to pay Mr. Fitzgerald all accrued and unpaid base salary and vacation time, all approved and unpaid bonus amounts and all incurred and unpaid expenses, as well as a severance payment equal to:

- (i) if termination occurs prior to a change of control, as defined in his employment agreement, the product of 2 times the sum of (A) Mr. Fitzgerald's base salary plus (B) his minimum target bonus (equal to 75% of Mr. Fitzgerald's base salary); or

(ii) if termination occurs concurrently with or following a change of control, the product of 2.5 times the sum of (A) Mr. Fitzgerald's base salary plus (B) his minimum target bonus (equal to 75% of Mr. Fitzgerald's base salary).

If our company terminated the employment of Messrs. Haislip, Meyers or Niles without Cause, our company would become obligated to pay the applicable named executive officer all accrued and unpaid base salary and vacation time, all approved and unpaid bonus amounts and all incurred and unpaid expenses, as well as a severance payment equal to:

(i) in the case of Mr. Haislip, an amount equal to the sum of (A) 1.5 times his annual base salary plus (B) his minimum target bonus of 60% of his base salary (which shall be pro rated for the number of days worked during the year of such termination);

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(ii) in the case of Mr. Meyers, an amount equal to the sum of (A) 1.25 times his annual base salary plus (B) his minimum target bonus of 40% of his base salary (which shall be pro rated for the number of days worked during the year of such termination); and

(iii) in the case of Mr. Niles, an amount equal to the sum of (A) 1.5 times his annual base salary plus (B) his minimum target bonus of 50% of his base salary (which shall be pro rated for the number of days worked during the year of such termination).

In addition, the multi-year awards of Messrs. Fitzgerald and Niles provide for certain acceleration events (other than upon a change of control, death or disability). If either of Messrs. Fitzgerald or Niles is terminated without Cause, their multi-year stock option awards (with respect to 50,634 and 49,160 Series A shares, respectively) will vest as to the portion of such awards that would have vested through the end of the calendar year in which the termination occurred. Mr. Niles' multi-year award of 23,212 Series A restricted shares also provides for full vesting in the event he is terminated without Cause. In addition, if Mr. Fitzgerald had been terminated without Cause following the satisfaction of certain performance conditions (which our Board had determined has been satisfied on December 20, 2013, as described above), his 2012 award of 119,540 Series A restricted shares and 2013 award of 12,791 Series A restricted shares would have vested as to a portion such award equal to (i) the total number of shares subject to the award multiplied by the quotient of (ii) the number of calendar quarters having passed since the date of grant (including the quarter of termination) divided by twenty.

Similarly, the equity grants made in September 2011 to Messrs. Haislip and Meyers provide for certain acceleration events (other than upon a change of control, death or disability). If either of Messrs. Haislip or Meyers is terminated without Cause, their stock option awards and restricted stock awards will vest as to the portion of such awards that would have vested through the end of the calendar year in which the termination occurred.

Termination with Good Reason

Subject to certain notice provisions and our rights with respect to a cure period or a renegotiation period, as applicable, each of Messrs. Fitzgerald, Haislip, Meyers and Niles may terminate his employment for "Good Reason" and receive the same rights and payments as if such named executive officer's employment was terminated without Cause. "Good Reason" is defined in each employment agreement to include:

(i) in the case of Mr. Fitzgerald, a material reduction in base salary, a material reduction in Mr. Fitzgerald's responsibilities with our company, a material change in the office or location at which Mr. Fitzgerald is required to perform services and a material breach by our company of any provision of his employment agreement;

(ii) in the case of Messrs. Haislip and Meyers, a material reduction in base salary, the company requiring the applicable named executive officer to devote a majority of such officer's time to the performance of duties that are materially inconsistent with such officer's position at the company, the relocation of the applicable named executive officer's principal place of employment by more than 75 miles, and a material breach by our company of any provision of the applicable named executive officer's employment agreement; and

(iii) in the case of Mr. Niles, a reduction in base salary, the relocation of his principal place of employment by more than 35 miles and a material breach by our company of any provision of his employment agreement.

Death or Disability

In the event any of our named executive officers dies or becomes disabled during such named executive officer's term of employment, we become obligated to pay such named executive officer (or his legal representative, as applicable) all accrued and unpaid base salary and vacation time, all approved and unpaid bonus amounts and all incurred and unpaid expenses. In addition:

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(i) Mr. Fitzgerald is entitled to a lump sum amount equal to his annual base salary in effect on the date of termination multiplied by 2, provided that in the event Mr. Fitzgerald is eligible to participate in, and is covered by, the company's basic life insurance group benefit plan at the time of Mr. Fitzgerald's termination due to death, the company's obligation to pay such amount will be reduced by the amount paid pursuant to such basic life insurance group benefit plan; and

(ii) Mr. Niles is entitled to a lump sum amount equal to his monthly base salary in effect on the date of termination for the lesser of six months or the remainder of the term of his employment agreement.

Non-Renewal

Each of the employment agreements of Messrs. Fitzgerald, Haislip, Meyers and Niles provides that, if (i) we do not offer him a new employment agreement beyond the term of his existing employment agreement or (ii) we do offer him such a new employment agreement but it is generally not as favorable, in all material respects, as his existing employment agreement, then such named executive officer will be deemed terminated without Cause and entitled to the severance benefits described under "Termination Without Cause" above. In addition, Mr. Fitzgerald's agreement provides that if the company elects to renew Mr. Fitzgerald's employment agreement and Mr. Fitzgerald does not accept such offer for renewal within the time period specified under the employment agreement, Mr. Fitzgerald will be treated as having been terminated without Cause, except that if such termination occurs prior to a change in control, the company will instead pay to Mr. Fitzgerald an amount equal to any unpaid bonus to which he has become entitled for the calendar year prior to the year in which such termination occurs, plus the product of (i) the sum of Mr. Fitzgerald's then base salary plus the minimum target bonus then in effect, multiplied by (ii) 1 (as opposed to 2, as described above).

LTIP

As described under "Compensation Disclosure and Analysis - LTIP" above, the LTIP provided for full vesting of all outstanding PARs in connection with a change of control of AMG, which occurred on December 31, 2010. The table below includes the amounts accrued, as of December 31, 2013, that are payable to Mr. Niles in accordance with the LTIP.

Incentive Plan

Under certain conditions, including the occurrence of certain approved transactions, a board change or a control purchase (all as defined in the incentive plan), options and SARs will become immediately exercisable, the restrictions on restricted shares will lapse and restricted stock units will become fully vested, unless individual agreements state otherwise. At the time an award is granted, the compensation committee will determine, and the relevant agreement will provide for, any vesting or early termination, upon a holder's termination of employment with our company, of any unvested options, SARs, restricted stock units or restricted shares, and the period following any such termination during which any vested options, SARs and stock units must be exercised. Unless otherwise provided in the relevant agreement, (1) no option or SAR may be exercised after its scheduled expiration date, (2) if the holder's service terminates by reason of death or disability (as defined in the incentive plan), his or her options or SARs shall remain exercisable for a period of at least one year following such termination (but not later than the scheduled expiration date) and (3) any termination of the holder's service for cause (as defined in the incentive plan) will result in the immediate termination of all options, SARs and restricted stock units and the forfeiture of all rights to any restricted shares retained distributions, unpaid dividend equivalents and related cash amounts held by such terminated holder. If a holder's service terminates due to death or disability, options

and SARs will become immediately exercisable, the restrictions on restricted shares will lapse and stock units will become fully vested, unless individual agreements state otherwise.

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The following table sets forth benefits that would have been payable to each named executive officer if the employment of such named executive officer had been terminated on December 31, 2013, and assumes that all salary, vacation, bonus and expense reimbursement amounts accrued and payable on or before December 31, 2013 had been paid in full as of such date.

Name	Voluntary Termination	Termination for Cause	Termination Without Cause or for Good Reason (After a Change in Control)	Termination Without Cause or for Good Reason (Without a Change in Control)	Death	Disability
William R. Fitzgerald						
Severance			\$ 3,500,000	\$ 2,800,000	\$ 1,600,000	\$ 1,600,000
Restricted Stock			\$ 12,280,769(2)	2,209,728	\$ 12,280,769(2)	\$ 12,280,769(2)
Options	\$ 22,352,563(1)		\$ 32,327,180(2)	\$ 22,352,563(1)	\$ 32,327,180(2)	\$ 32,327,180(2)
Total	\$ 22,352,563		\$ 48,107,949	\$ 27,362,291	\$ 46,207,949	\$ 46,207,949
Michael R. Haislip						
Severance			\$ 669,000	\$ 669,000		
Restricted Stock			\$ 1,839,540(2)	(3)	\$ 1,839,540(2)	\$ 1,839,540(2)
Options	\$ 563,400(1)		\$ 2,817,000(2)	\$ 563,400(3)	\$ 2,817,000(2)	\$ 2,817,000(2)
Total	563,400		\$ 5,325,540(4)	\$ 1,232,400(4)	4,656,540	\$ 4,656,540
Michael R. Meyers						
Severance			\$ 477,500	\$ 477,500		
Restricted Stock			\$ 1,180,728(2)	(3)	\$ 1,180,728(2)	\$ 1,180,728(2)
Options	\$ 338,040(1)		\$ 1,690,200(2)	\$ 338,040(3)	\$ 1,690,200(2)	\$ 1,690,200(2)
Total	\$ 338,040		\$ 3,348,428(4)	\$ 815,540(4)	2,870,928	\$ 2,870,928
William E. Niles						
Severance			\$ 633,000	\$ 633,000	\$ 211,000	\$ 211,000
Restricted Stock			\$ 1,373,495(2)	\$ 894,016(5)	\$ 1,373,495(2)	\$ 1,373,495(2)
Options	\$ 2,078,182(1)		\$ 2,905,766(2)	\$ 2,078,182(1)	\$ 2,905,766(2)	\$ 2,905,766(2)
LTIP	\$ 112,140(6)		\$ 112,140(6)	\$ 112,140(6)	\$ 112,140(6)	\$ 112,140(6)
Total	\$ 2,190,322		\$ 5,024,401	\$ 3,717,338	\$ 4,602,401	\$ 4,602,401
John A. Orr						
Severance			\$	\$		
Restricted Stock(7)						
Options	\$ 7,600,258(1)		\$ 7,600,258(1)	\$ 7,600,258(1)	\$ 7,600,258(1)	\$ 7,600,258(1)
Total	\$ 7,600,258		\$ 7,600,258	\$ 7,600,258	\$ 7,600,258	\$ 7,600,258

(1) Based on the number of vested options held by each named executive officer at year-end. For more information, see Outstanding Equity Awards at Fiscal Year-End above.

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(2) Based on (i) the number of vested options and (ii) the number of unvested options and the number of shares of restricted stock, in each case, held by each named executive officer at year-end. For more information, see Outstanding Equity Awards at Fiscal Year-End above.

(3) Based the portion of such named executive officer's equity grants made in September 2011 that would have vested through the end of the calendar year in which the termination occurred.

(4) Amounts payable to Messrs. Haislip and Meyers are conditioned upon continued compliance with the terms of the non-competition and non-solicitation covenants contained in their respective employment agreements.

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- (5) Based on 10,449 of the unvested restricted shares subject to Mr. Niles' multi-year award on December 31, 2013.
- (6) Represents the aggregate PAR Value, as of December 31, 2010, which our company expects to pay to Mr. Niles in 2014.
- (7) As of December 31, 2013, our company and Mr. Orr had not executed a new employment arrangement. Accordingly, pursuant to the terms of the restricted stock award granted to Mr. Orr in December 2013, Mr. Orr's restricted stock award would have been forfeited upon his termination for any reason.

Compensation of Directors

Our directors who are also employees of our company receive no additional compensation for their services as directors. Each of our non-employee directors receives compensation for services as a director and, as applicable, for services as a member of any Board committee, as described below. All of our directors are reimbursed for travel expenses relating to their attendance at our Board or committee meetings.

Compensation Policy. On December 13, 2012, our Board approved the compensation package for our non-employee directors for their services to be rendered in 2013. For 2013, each of our non-employee directors was paid an annual cash retainer fee of \$55,000, payable quarterly in arrears. In addition, for their services to be rendered to our Board in 2013 each non-employee director received an award of Series A restricted stock with a grant date value of \$75,000, vesting quarterly over a two-year period. For service on each of our audit committee, compensation committee and nominating and corporate governance committee, each member received an award of Series A restricted stock with a grant date value of \$5,000 per committee, other than the chairman of each such committee who instead received an award of Series A restricted stock with a grant date value of \$15,000 per committee chaired, with each such Series A restricted award vesting over a two-year period. Any non-employee director serving in the role of chairman of our executive committee received an award of Series A restricted stock with a grant date value of \$15,000, with each such Series A restricted award vesting over a two-year period. All such Series A restricted stock awards were made in December 2012 under our director plan (as described below).

On January 20, 2014, our Board approved the compensation package for our non-employee directors for their services to be rendered in 2014. For 2014, each of our non-employee directors was awarded an annual cash retainer fee of \$60,000, payable quarterly in arrears. In addition, for their services to be rendered to our Board in 2014 each non-employee director received an award of Series A restricted stock with a grant date value of \$100,000, vesting quarterly over a two-year period. For service on each of our executive, compensation and nominating and corporate governance committee, each member received an award of Series A restricted stock with a grant date value of \$5,000 per committee, other than the chairman of each such committee, who instead received an award of Series A restricted stock with a grant date value of \$15,000 per committee chaired, with each such Series A restricted award vesting over a two-year period. For service on our audit committee, each member received an award of Series A restricted stock with a grant date fair value of \$7,500, other than the chairman of the audit committee who instead received an award of Series A restricted stock with a grant date value of \$20,000, with each such Series A restricted award vesting over a two-year period. Any non-employee director serving in the role of chairman of our executive committee received an award of Series A restricted stock with a grant date value of \$15,000. All such Series A restricted stock awards were made in January 2014 under our director plan (as described below).

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Special Committee Fee. On August 28, 2013, our Board formed a special committee (the **special committee**) comprised of Messrs. Holthouse and Pohl for purposes of evaluating a transaction pursuant to which certain of John C. Malone's shares of our Series B common stock, par value \$0.01 per share, were sold to our company. For their service on this special committee, each of Messrs. Holthouse and Pohl received a cash payment of \$25,000.

Director Plan. The Ascent Capital Group, Inc. 2008 Non-Employee Director Incentive Plan (which we refer to as the **director plan**) is administered by our entire Board. Our Board has full power and authority to grant eligible persons the awards described below and to determine the terms and conditions under which any awards are

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made. The director plan is designed to provide our non-employee directors with additional remuneration for services rendered, to encourage their investment in our common stock (thereby increasing their proprietary interest in our business and increasing their personal interest in the continued success and progress of our company) and to aid in attracting persons of exceptional ability to become non-employee directors of our company. Our Board may grant non-qualified stock options, SARs, restricted shares, stock units and cash awards or any combination of the foregoing under the director plan (which we refer to, collectively, as **director awards**).

The maximum number of shares of our common stock with respect to which director awards may be issued under the director plan is 500,000, subject to anti-dilution and other adjustment provisions of the director plan. Shares of our common stock issuable pursuant to director awards are made available from either authorized but unissued shares or shares that have been issued but reacquired by us (including shares purchased in the open market).

Director Compensation Table

The following table sets forth compensation paid to our non-employee directors during the year ended December 31, 2013.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)(2)(3)	Option Awards (\$)(3)	Total (\$)
Philip J. Holthouse	81,250(4)			81,250
Brian Deevy	7,500			7,500
Michael J. Pohl	81,250(4)			81,250
Brian C. Mulligan	13,750			13,750(5)
Carl E. Vogel	56,250	5,000(6)		61,250

(1) The aggregate grant date fair value of stock awards has been computed in accordance with FASB ASC Topic 718, but (pursuant to SEC regulations) without reduction for estimated forfeitures. For a description of the assumptions applied in these calculations, see Note 17 to our consolidated financial statements for the year ended December 31, 2013 (which are included in our Annual Report on Form 10-K as filed with the SEC on February 27, 2014).

(2) As described above, our non-employee directors (with the exception of Mr. Deevy, who did not join our Board until November 2013) received the following restricted stock awards on December 13, 2012 in recognition of services that were to be rendered to our Board during 2013. Such shares of restricted stock will vest in eight equal quarterly installments over a period of two years. These awards of restricted stock are not included in the table above, as they were granted during the year ended December 31, 2012, but are included below for reference.

Name	Shares of Restricted Stock
Philip J. Holthouse	1,626
Brian C. Mulligan	1,626
Michael J. Pohl	1,626
Carl E. Vogel	1,545

(3) As of December 31, 2013, our non-employee directors, including Mr. Mulligan, held the following stock incentive awards:

	Philip J. Holthouse	Brian Deevy	Michael J. Pohl	Brian C. Mulligan	Carl E. Vogel
<i>Options</i>					
Series A	17,692		14,692	17,692	6,329
<i>Restricted Stock</i>					
Series A	814		814		811

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- (4) Includes a cash payment of \$25,000 for service on the special committee.
- (5) Mr. Mulligan did not stand for re-election to the Board upon the expiration of his term as a Class II director in 2013, and he ceased to be a director as of the close of our company's 2013 annual meeting of stock holders on May 22, 2013.
- (6) Represents a grant of restricted shares of our Series A common stock to Mr. Vogel in connection with his appointment to the nominating and corporate governance committee of our Board.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth information as of December 31, 2013, with respect to shares of our common stock authorized for issuance under our equity compensation plans.

Plan Category	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 first column)
Equity compensation plans approved by security holders:			
Ascent Capital Group, Inc. 2008 Incentive Plan:			238,222(1)
Series A common stock	1,226,734	\$ 41.68	
Series B common stock			
Ascent Capital Group, Inc. 2008 Non-Employee Director Incentive Plan:			393,574(1)
Series A common stock	61,402	\$ 36.41	
Series B common stock			
Equity compensation plans not approved by security holders None:			
Total:	1,288,136		631,796(1)
Series A common stock	1,288,136		
Series B common stock			

(1) Each plan permits grants of, or with respect to, shares of our Series A common stock or Series B common stock subject to a single aggregate limit.

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CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Review and Approval of Related Party Transactions

We adopted a code of ethics and corporate governance guidelines to govern the review and approval of related party transactions. Under our code of ethics, any transaction which may involve an actual or potential conflict of interest and is required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the SEC, such transaction must be approved by the audit committee or another independent body of our Board designated by our Board. Under our corporate governance guidelines, if a director has an actual or potential conflict of interest, the director must promptly inform our Chief Executive Officer and the chair of our audit committee. All directors must recuse themselves from any discussion or decision that involves or affects their personal, business or professional interests. In addition, an independent committee of our Board, designated by our Board, will resolve any conflict of interest issue involving a director, our Chief Executive Officer or any other executive officer. No related party transaction (as defined by Item 404(a) of Regulation S-K promulgated by the SEC) may be effected without the approval of such independent committee.

Purchase of Series B Shares from John C. Malone

Pursuant to a Stock Purchase Agreement, dated as of October 25, 2013, by and between Columbus Holding LLC (which is owned by John C. Malone and his wife) and our company (the **Stock Purchase Agreement**), Mr. Malone sold 351,734 shares of our Series B common stock to our company in a private transaction at a price of \$93.00 per share, which represented a negotiated price based on a 10% premium to the volume weighted average trading prices of our Series A common stock during the weeks leading up to the sale. The aggregate cash consideration was approximately \$32.7 million. Also pursuant to the Stock Purchase Agreement, our company agreed to (i) pay all of Mr. Malone's expenses and (ii) indemnify Mr. Malone for any and all claims, in each case, in connection with the sale.

STOCKHOLDER PROPOSALS

This proxy statement relates to our annual meeting of stockholders for the calendar year 2014 which will take place on May 22, 2014. We currently expect that our annual meeting of stockholders for the calendar year 2015 will be held within 30 days of the anniversary of this year's meeting. In order to be eligible for inclusion in the proxy materials for the 2015 annual meeting, any stockholder proposal must have been submitted in writing to our Corporate Secretary and received at our executive offices at 5251 DTC Parkway, Suite 1000, Greenwood Village, Colorado 80111, on or before the close of business on December 12, 2014, unless a later date is determined and announced in connection with the actual scheduling of the annual meeting. To be considered for presentation at the 2015 annual meeting, any stockholder proposal must have been received at our executive offices at the foregoing address on or before the close of business on March 23, 2015 or such later date as may be determined and announced in connection with the actual scheduling of the annual meeting.

All stockholder proposals for inclusion in our proxy materials will be subject to the requirements of the proxy rules adopted under the Exchange Act and, as with any stockholder proposal (regardless of whether it is included in our proxy materials), our charter and bylaws and Delaware law.

ADDITIONAL INFORMATION

We file periodic reports, proxy materials and other information with the SEC. You may read and copy any document that we file at the Public Reference Room of the SEC at 450 Fifth Street, NW, Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. You may also inspect our filings at the regional offices of the SEC or over the Internet at the SEC's website at www.sec.gov. Additional information can also be found on our website at <http://www.ascentcapitalgroupinc.com>. (Information contained on any website referenced in this proxy statement is not incorporated by reference in this proxy statement.) **If you would like to receive a copy of our Annual Report on Form 10-K for the year ended December 31, 2013, or any of the exhibits listed therein, please call or submit a request in writing to Investor Relations, Ascent Capital Group, Inc., 5251 DTC Parkway, Suite 1000, Greenwood Village, Colorado 80111, telephone: (303) 628-5600, and we will provide you with the Annual Report without charge, or any of the exhibits listed therein upon the payment of a nominal fee (which fee will be limited to the expenses we incur in providing you with the requested exhibits).**

