

AXT INC
Form SC 13G/A
February 14, 2005

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

SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

AXT, Inc.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

00246W103

(CUSIP Number)

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 00246W103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Morris S. Young, as Trustee of the Young Family Trust and General Partner of the Morris S. Young Family Ltd. Partnership
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) y
3. SEC Use Only
4. Citizenship or Place of Organization
United States
5. Sole Voting Power
187,427 (1)
6. Shared Voting Power
1,654,069 (2)
7. Sole Dispositive Power
187,427 (1)
8. Shared Dispositive Power
1,654,069 (2)
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,841,496
10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
(3)
11. Percent of Class Represented by Amount in Row (9)
8.0%
12. Type of Reporting Person (See Instructions)
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 00246W103

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Vicke I. Young, as trustee of the Young Family Trust and General Partner of the Morris S. Young Family Ltd. Partnership
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) o
(b) y
 3. SEC Use Only
 4. Citizenship or Place of Organization
United States
- | | | | |
|---|----|--|---|
| | 5. | | Sole Voting Power -0- |
| Number of Shares Beneficially Owned by Each Reporting Person With | 6. | | Shared Voting Power 1,674,069 (4) |
| | 7. | | Sole Dispositive Power -0- |
| | 8. | | Shared Dispositive Power 1,674,069 (4) |
9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,674,069
 10. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
 11. Percent of Class Represented by Amount in Row (9)
7.2 %
 12. Type of Reporting Person (See Instructions)
IN

-
- (1) Shares held in name of Morris S. Young, as an individual, and includes 187,427 options that may be exercised within 60 days of December 31, 2004.
 - (2) Shares held in name of Young Family Trust and Young Family Limited Partnership.
 - (3) 20,000 shares held jointly by George Liu, Dr. Young's father-in-law, and Vicke Young, Dr. Young's spouse.
 - (4) Shares held in name of Young Family Trust, Young Family Limited Partnership and jointly with George Liu, Ms. Young's father.

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Item 1.

- (a) Name of Issuer
AXT, Inc.
- (b) Address of Issuer's Principal Executive Offices
4281 Technology Drive, Fremont, CA 94538

Item 2.

- (a) Name of Person Filing

Morris S. Young & Vicke I. Young, each in his/her capacity as Trustee of the Young Family Trust and as General Partner of the Morris S. Young Family Ltd. Partnership
- (b) Address of Principal Business Office or, if none, Residence
Morris S. Young
4281 Technology Drive
Fremont, CA 94538
- (c) Vicke I. Young
4281 Technology Drive
Fremont, CA 94538
Citizenship
Morris S. Young : United States
- (d) Vicke I. Young: United States
Title of Class of Securities
Common Stock, par value \$0.001
- (e) CUSIP Number
00246W103

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- Not Applicable.

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- Morris S. Young:
- (a) Amount beneficially owned:
 - 1,841,496
 - (b) Percent of class:
 - 8.0%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - 187,427 (1)
 - (ii) Shared power to vote or to direct the vote
 - 1,654,069 (2)
 - (iii) Sole power to dispose or to direct the disposition of
 - 187,427 (1)
 - (iv) Shared power to dispose or to direct the disposition of
 - 1,654,069 (2)
- Vicke I. Young:
- (a) Amount beneficially owned:
 - 1,674,069
 - (b) Percent of class:
 - 7.2%
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - (ii) Shared power to vote or to direct the vote
 - 0-
 - (iii) Sole power to dispose or to direct the disposition of
 - 1,674,069 (3)
 - (iv) Shared power to dispose or to direct the disposition of
 - 0-

(1) Shares held in name of Morris S. Young, as an individual, and includes 187,427 options that may be exercised within 60 days of December 31,2004

(2) Shares held in name of Young Family Trust and Young Family Limited Partnership.

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- (3) Shares held in name of Young Family Trust. Young Family Limited Partnership and jointly with George Liu, Ms. Young's father.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2005
Date

/s/ Morris S. Young
Signature

Morris S. Young
Name/Title

February 14, 2005
Date

/s/ Vicke I. Young
Signature

Vicke I. Young
Name/Title

Attention: International misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

EXHIBIT A
JOINT FILING AGREEMENT

WHEREAS, the statement on Schedule 13G to which this agreement is an exhibit (the Joint Statement) is being filed on behalf of two or more persons (collectively, the Reporting Persons); and

WHEREAS, the Reporting Persons prefer to file the Joint Statement on behalf of both Reporting Persons rather than individual statements on Schedule 13G on behalf of each of the Reporting Persons;

NOW, THEREFORE, the undersigned hereby agree as follows with each of the other Reporting Persons:

1. Each of the Reporting Persons is individually eligible to use the Joint Statement.
2. Each of the Reporting Persons is responsible for the timely filing of the Joint Statement and any amendments thereto.
3. Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning such person contained in the Joint Statement.
4. None of the Reporting Persons is responsible for the completeness or accuracy of the information concerning the other Reporting Persons contained in the Joint Statement, unless such person knows or has reason to believe that such information is inaccurate.
5. The undersigned agree that the Joint Statement is, and any amendment thereto will be, filed on behalf of each of the Reporting Persons.

Date: February 14, 2005

/s/ Morris S. Young
Morris S. Young

/s/ Vicke I. Young
Vicke I. Young

8

lign="left" valign="top" width="2%">

(6)

\$500

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—

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\$ 9,074

- (1) Consists of \$13,190 in medical, dental and vision insurance premium contributions and \$38 in life insurance premium contributions for \$15,000 in life insurance benefits.
- (2) Consists of \$15,175 in medical, dental and vision insurance premium contributions and \$38 in life insurance premium contributions for \$15,000 in life insurance benefits.
- (3) Consists of \$17,136 in medical, dental and vision insurance premium contributions and \$38 in life insurance premium contributions for \$15,000 in life insurance benefits.
- (4) Consists of \$6,602 in medical, dental and vision insurance premium contributions and \$38 in life insurance premium contributions for \$15,000 in life insurance benefits.
- (5) Consists of \$7,558 in medical, dental and vision insurance premium contributions and \$38 in life insurance premium contributions for \$15,000 in life insurance benefits.
- (6) Consists of \$8,536 in medical, dental and vision insurance premium contributions and \$38 in life insurance premium contributions for \$15,000 in life insurance benefits.
- (7) Mr. Zucker has a severance agreement with j2 Global pursuant to which he is entitled to receive severance payments equal to six months' salary in the event of a termination by j2 Global without cause.
- (8) Represents reimbursement for taxes owed under Section 409A of the Internal Revenue Code, grossed up for federal and state income taxes. The Company does not anticipate making any additional payments for reimbursement of taxes in the future.

Grants of Plan-Based Awards Table

| Name | Grant Date | Estimated Future Payouts Under Non-Equity Incentive Plan Awards | | | Estimated Future Payouts Under Equity Incentive Plan Awards | | | All Other Stock Awards: Number of Shares or Units (#) | All Other Option Awards: Number of Securities Underlying Options (#) | Exercise or Base Price of Option Awards (\$ / Sh) |
|--------------------|-------------|---|-------------|--------------|---|------------|-------------|---|--|---|
| | | Threshold (\$) | Target (\$) | Maximum (\$) | Threshold (#) | Target (#) | Maximum (#) | | | |
| Nehemia Zucker | 6/8/2011(1) | 209,625(3) | 419,250 | 628,875 | - | - | - | - | - | - |
| | (2) | - | 209,625 | - | | | | | | |
| R. Scott Turicchi | 6/8/2011(1) | 97,500(3) | 195,000 | 292,500 | - | - | - | - | - | - |
| | (2) | - | 97,500 | - | | | | | | |
| Jeffrey D. Adelman | 6/8/2011(1) | 49,000(3) | 98,000 | 147,000 | - | - | - | - | - | - |
| Kathleen M. Griggs | 6/8/2011(1) | 50,225(3) | 100,450 | 150,675 | - | - | - | - | - | - |

- (1) These amounts were calculated based on each named executive officer's contribution to the bonus pool under the Senior Management Bonus Program. Although these amounts serve as a baseline for individual bonus awards, individual bonuses are granted at the discretion of the Compensation Committee in accordance with the methodology outlined under "Compensation Discussion and Analysis – Bonus" above.
- (2) Represents potential bonuses payable under the Supplemental Plan discussed under "Compensation Discussion and Analysis – Bonus" above.
- (3) The Senior Management Bonus Program is only funded if at least 95% of the Threshold Earnings Targets were achieved in a manner consistent with the Other Corporate Objectives, as more fully described in the "Compensation Discussion and Analysis – Bonus" above. If less than 95% of the Operating Income Targets were achieved, the bonus pool would not be funded at all and the named executive officers would not receive any bonus under the Senior Management Bonus Program.

Outstanding Equity Awards at Fiscal Year-End

The following table provides information on the holdings of stock options and restricted stock by the named executive officers at December 31, 2011.

| Name | Option Awards | | Equity Incentive Plan Awards: | | | Stock Awards | | Equity Incentive Plan Awards: | |
|--------------------|---|---|---|----------------------------|------------------------|---|---|--|--|
| | Number of Securities Underlying Unexercised Options Exercisable (#) | Number of Securities Underlying Unexercised Options Unexercisable (#) | Number of Securities Underlying Unexercised Options (#) | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units of Stock That Have Not Vested(1) (\$) | Number of Shares, Units or Other Rights That Have Not Vested (#) | |
| Nehemia Zucker | 12,000 | 3,000 | – | \$32.45 | 8/3/2017(2) | 117,750(5) | \$3,313,485 | – | |
| | – | 93,000 | – | \$17.19 | 3/5/2019(3) | – | – | – | |
| R. Scott Turicchi | 9,600 | 2,400 | – | \$32.45 | 8/3/2017(2) | 76,200(6) | \$2,144,268 | – | |
| | – | 60,000 | – | \$17.19 | 3/5/2019(3) | – | – | – | |
| Jeffrey D. Adelman | 7,200 | 1,800 | – | \$32.45 | 8/3/2017(2) | 33,150(7) | \$ 932,841 | – | |
| | – | 25,800 | – | \$17.19 | 3/5/2019(3) | – | – | – | |
| Kathleen M. Griggs | 72,000 | 18,000 | – | \$33.51 | 6/15/2017(4) | 41,250(8) | \$1,160,775 | – | |
| | – | 25,800 | – | \$17.19 | 3/5/2019(3) | – | – | – | |

(1) The market value is determined by multiplying the number of shares by \$28.14, the closing trading price of j2 Global common stock on the Nasdaq Global Select Market on December 30, 2011, the last trading day of the fiscal year.

(2) The option was granted on August 3, 2007. The option vests and becomes exercisable in five equal annual installments. The first installment vested on August 3, 2008. The option will become fully vested on August 3, 2012.

(3) The option was granted on March 5, 2009. The option vests and becomes exercisable in five equal annual installments. The first installment vested on March 5, 2010. The option will become fully vested on March 5, 2014.

(4) The option was granted on June 15, 2007. The option vests and becomes exercisable in five equal annual installments. The first installment vested on June 15, 2008. The option will become fully vested on June 15, 2012.

(5)

Consists of the following restricted stock awards: (a) 5,000 restricted shares of j2 Global common stock granted on August 3, 2007, with the following vesting schedule: 10% on August 3, 2008, 15% on August 3, 2009, 20% on August 3, 2010, 25% on August 3, 2011, and 30% on August 3, 2012; and (b) 155,000 restricted shares of j2 Global common stock granted on March 5, 2009, with the following vesting schedule: 10% on March 5, 2010, 15% on March 5, 2011, 20% on March 5, 2012, 25% on March 5, 2013, and 30% on March 5, 2014.

- (6) Consists of the following restricted stock awards: (a) 4,000 restricted shares of j2 Global common stock granted on August 3, 2007, with the following vesting schedule: 10% on August 3, 2008, 15% on August 3, 2009, 20% on August 3, 2010, 25% on August 3, 2011, and 30% on August 3, 2012; and (b) 100,000 restricted shares of j2 Global common stock granted on March 5, 2009, with the following vesting schedule: 10% on March 5, 2010, 15% on March 5, 2011, 20% on March 5, 2012, 25% on March 5, 2013, and 30% on March 5, 2014.

- (7) Consists of the following restricted stock awards: (a) 3,000 restricted shares of j2 Global common stock granted on August 3, 2007, with the following vesting schedule: 10% on August 3, 2008, 15% on August 3, 2009, 20% on August 3, 2010, 25% on August 3, 2011, and 30% on August 3, 2012; and (b) 43,000 restricted shares of j2 Global common stock granted on March 5, 2009, with the following vesting schedule: 10% on March 5, 2010, 15% on March 5, 2011, 20% on March 5, 2012, 25% on March 5, 2013, and 30% on March 5, 2014.
- (8) Consists of the following restricted stock awards: (a) 30,000 restricted shares of j2 Global common stock granted on June 15, 2007, with the following vesting schedule: 10% on June 15, 2008, 15% on June 15, 2009, 20% on June 15, 2010, 25% on June 15, 2011, and 30% on August 3, 2012; and (b) 43,000 restricted shares of j2 Global common stock granted on March 5, 2009, with the following vesting schedule: 10% on March 5, 2010, 15% on March 5, 2011, 20% on March 5, 2012, 25% on March 5, 2013, and 30% on March 5, 2014.

Option Exercises and Stock Vested

The following table sets forth certain information with respect to stock options exercised and vested stock awards by j2 Global's executive officers during the fiscal year ended December 31, 2011.

| Name | Option Awards | Value Realized on Exercise (\$) | Stock Awards | Value Realized on Vesting (\$) |
|--------------------|---|---------------------------------------|--|--------------------------------------|
| | Number of Shares Acquired on Exercise (#) | | Number of Shares Acquired on Vesting (#) | |
| Nehemia Zucker | 31,000 | \$ 419,354 | 24,500 | \$721,633 |
| R. Scott Turicchi | 383,000 | \$6,033,063 | 16,000 | \$471,430 |
| Jeffrey D. Adelman | 8,600 | \$ 110,073 | 7,200 | \$212,405 |
| Kathleen M. Griggs | 8,600 | \$ 106,572 | 13,950 | \$401,195 |

Equity Compensation Plan Information

The following table provides information as of December 31, 2011, regarding shares outstanding and available for issuance under j2 Global's existing stock option plans:

| Plan Category | Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a) | Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b) | Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c) |
|---------------|--|--|--|
| | 2,087,695(1) | \$20.99 | 3,688,488(2) |

Equity compensation plans
approved by security holders

Equity compensation plans not
approved by security holders

— — —

-
- (1) Consists of shares issued upon exercise of stock options under the Second Amended and Restated 1997 Stock Option Plan and the 2007 Stock Plan.
 - (2) Of these, as of December 31, 2011, 2,037,090 shares remained available for grant under the 2007 Stock Plan and 1,651,398 shares remained available for grant under the 2001 Employee Stock Purchase Plan. The Second Amended and Restated 1997 Stock Option Plan terminated on October 24, 2007, and no additional shares were available for grant under that plan after the termination date.

Potential Payments Upon Termination or Change in Control

j2 Global has not provided change of control or severance arrangements to any of its executive officers, except Mr. Zucker. Mr. Zucker has an employment agreement which has no specified term and is terminable at will by either party. The agreement provides for severance payments equal to six months' salary in the event of a termination by j2 Global without cause. Under Mr. Zucker's employment agreement, "cause" means (i) any act or failure to act, done or omitted in bad faith, (ii) persistent unavailability for service, habitual neglect, material misconduct (after notice and a reasonable opportunity to cure) or dishonesty, or (iii) conviction of a felony (other than ordinary traffic violations or similar minor offenses). If Mr. Zucker had been terminated without cause on December 31, 2011, he would have been entitled to receive \$279,500.

In the event of a change of control of j2 Global, each option granted under the Second Amended and Restated 1997 Stock Option Plan or the 2007 Stock Plan will become immediately vested and exercisable in full and all outstanding restrictions on each share of restricted stock and each restricted stock unit shall immediately be canceled in full unless the Board of Directors determines that the holder has been offered substantially identical replacement options, replacement shares of restricted stock or replacement restricted stock units, as the case may be, and a comparable position at the acquiring company.

As of December 31, 2011, the named executive officers would have realized the following gains from the acceleration of unvested stock options, measured by the difference between the closing price of j2 Global common stock on the Nasdaq Global Select Market on December 30, 2011, or \$28.14, and the option grant price, multiplied by the number of options that remain subject to vesting: Nehemia Zucker – \$1,018,350; R. Scott Turicchi – \$657,000; Jeffrey D. Adelman – \$282,510 and Kathleen M. Griggs – \$282,510.

In addition, the named executive officers would have realized the following gains from the acceleration of unvested restricted stock, measured by multiplying the number of unvested restricted shares by the closing price of j2 Global common stock on the Nasdaq Global Select Market on December 30, 2011, or \$28.14: Nehemia Zucker – \$3,313,485; R. Scott Turicchi – \$2,144,268; Jeffrey D. Adelman – \$932,841 and Kathleen M. Griggs – \$1,160,775.

Notwithstanding anything to the contrary set forth in any of j2 Global's filings under the Securities Act or the Exchange Act that might incorporate future filings, including this proxy statement, in whole or in part, the following Audit Committee Report shall not be deemed to be "Soliciting Material," is not deemed "filed" with the SEC and shall not be incorporated by reference into any filings under the Securities Act or Exchange Act whether made before or after the date hereof and irrespective of any general incorporation language in such filings.

AUDIT COMMITTEE REPORT

j2 Global's management has the primary responsibility for establishing and maintaining adequate internal financial controls, for preparing the financial statements and for the public reporting process. SingerLewak LLP, j2 Global's independent auditor for 2011, was responsible for expressing opinions on the conformity of j2 Global's 2011 audited financial statements with generally accepted accounting principles and on the effectiveness of j2 Global's internal control over financial reporting as of December 31, 2011. The Audit Committee reviewed j2 Global's financial reporting process on behalf of the Board of Directors. As part of this review for fiscal 2011, the Audit Committee met privately with SingerLewak and j2 Global's internal auditors to discuss the Company's financial statements and disclosures, accounting policies and their application, internal controls over financial reporting, and other matters of importance to the Audit Committee, SingerLewak or the internal auditors.

In this context, the Audit Committee reviewed and discussed with management and SingerLewak the audited financial statements for the year ended December 31, 2011, j2 Global's internal control over financial reporting and SingerLewak's evaluation of j2 Global's internal control over financial reporting. The Audit Committee discussed with SingerLewak the matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees), as may be modified or supplemented. The Audit Committee has received the written disclosures and the letter from SingerLewak required by applicable requirements of the Public Company Accounting Oversight Board regarding SingerLewak's communications with the Audit Committee concerning independence, and has discussed with SingerLewak that firm's independence. The Audit Committee concluded that SingerLewak's provision of audit and non-audit services to j2 Global and its affiliates through December 31, 2011, was compatible with SingerLewak's independence.

Based on the considerations referred to above, the Audit Committee recommended to j2 Global's Board of Directors that the audited financial statements for the fiscal year ended December 31, 2011, be included in j2 Global's Annual Report on Form 10-K for 2011.

Submitted by the Audit Committee of
j2 Global's Board of Directors,

Robert J. Cresci, Chairman
W. Brian Kretzmer
Stephen Ross

INFORMATION ABOUT j2 GLOBAL'S AUDITORS

Audit Fees

SingerLewak served as j2 Global's independent auditors for fiscal 2011. The fees billed to j2 Global by SingerLewak for services rendered relating to fiscal 2011 and 2010 are set forth below.

| | 2011 | | 2010 | |
|--------------------|-----------|-----|-----------|-----|
| Audit Fees | \$899,365 | (a) | \$819,307 | (a) |
| Audit-Related Fees | 12,000 | (b) | 12,000 | (b) |
| Tax Fees | — | (c) | 25,024 | (c) |
| All Other Fees | — | | — | |
| Total | \$911,365 | | \$856,331 | |

(a) Includes professional services rendered in connection with the annual audit and quarterly reviews of the financial statements.

(b) Includes fees for services related to the benefit plan audit.

(c) Includes fees for services related to an enterprise zone study and other tax-related discussions.

Availability of Representatives of Independent Accountant at the Annual Meeting

Representatives of SingerLewak are expected to be present at the Annual Meeting, and will have the opportunity to make a statement at the meeting if they desire to do so. In addition, they are expected to be available at the meeting to respond to appropriate questions.

Pre-Approval Procedure for Services

The Audit Committee pre-approves all audit and non-audit services. Requests for the independent auditors to provide any services to j2 Global must be submitted to the Audit Committee by both the independent auditors and the Chief Financial Officer and must be pre-approved. The Audit Committee may delegate pre-approval authority to one or more of its members.

REVIEW AND APPROVAL OF TRANSACTIONS WITH RELATED PERSONS

j2 Global has adopted a written policy requiring disclosure by certain employees, including all executive officers, of all transactions involving j2 Global, if the employee or a family member, significant other, employer or close associate will receive a benefit or gain. All such transactions are reviewed by the Chief Executive Officer and/or President and/or the Board of Directors, as appropriate. The employee with an interest in the transaction may be asked to recuse himself or herself from any discussion and/or final decision relating to the transaction and/or any oversight of any ongoing relationship associated with such transaction.

Any proposed transactions requiring disclosure as discussed above may only proceed or continue if j2 Global determines that it will realize at least the same business advantage from the transaction as it would from operating at arms-length with any third party or, alternatively, that the transaction does not represent an actual conflict of interest.

In addition, j2 Global's Board of Directors has a policy that all transactions between a Board member and j2 Global be approved by a majority of members of the Board of Directors with the interested Board member recusing himself from such vote.

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CERTAIN TRANSACTIONS

Consulting Agreements

j2 Global has entered into the following consulting agreements with directors, officers and beneficial owners of more than five percent (5%) of j2 Global's common stock:

Richard S. Ressler's services as Chairman of the Board are provided pursuant to a consulting arrangement with Orchard Capital, a company controlled by Mr. Ressler. Under this consulting arrangement, which runs for consecutive six-month terms, Orchard Capital receives compensation of \$23,000 per month. The agreement is terminable by either party by written notice delivered at least 30 days prior to commencement of the next six-month term.

Effective October 1, 2008, j2 Global entered into a Consultancy Agreement with Mr. Rieley, pursuant to which Mr. Rieley assists in developing and implementing public relations programs for j2 Global. The Consultancy Agreement has a one-year term and automatically renews for successive one-year terms unless terminated by either party at any time and for any reason. Under the Consultancy Agreement, Mr. Rieley receives annual compensation of \$60,000, payable monthly in advance, and, in the event that j2 Global requests that Mr. Rieley work more than 20 hours in any calendar month, an additional \$500 for each hour that Mr. Rieley works in excess of 20 hours in such month.

Office Lease

Until the fourth quarter of 2011, the Company leased its headquarters office from CIM/Hollywood, LLC ("CIM"), a limited liability company indirectly controlled by j2 Global's Chairman of the Board, Richard S. Ressler. For fiscal years 2011, 2010 and 2009, j2 Global paid \$1.2 million, \$1.2 million and \$1.1 million, respectively, in rent to CIM. CIM sold its interest in the Company's headquarters to a third-party during the fourth quarter 2011.

j2 Global believes that the transactions described above were made on terms no less favorable than could have been obtained from third parties. All transactions were negotiated at arms' length. j2 Global intends to have all future transactions between j2 Global and certain of its employees, its directors and affiliates approved by the Chief Executive Officer, President or a majority of disinterested members of j2 Global's Board of Directors or one of its committees, as appropriate, in each case in accordance with its policies described above and in a manner consistent with Nasdaq listing standards, Delaware law and the fiduciary duties of j2 Global's directors.

DEADLINE FOR SUBMITTING STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS FOR THE NEXT ANNUAL MEETING

Under Rule 14a-8 of the Exchange Act, certain stockholder proposals may be eligible for inclusion in j2 Global's proxy statement and form of proxy. The date by which stockholder proposals must be received by j2 Global so that they may be considered for inclusion in the proxy statement and form of proxy for j2 Global's 2013 Annual Meeting of Stockholders is December 8, 2012 (or if the date of the next j2 Global annual meeting of stockholders is changed by more than 30 days from the date of the Annual Meeting, a reasonable time before j2 Global begins to print and mail its proxy materials). Assuming j2 Global holds the 2013 Annual Meeting of Stockholders on the anniversary of the Annual Meeting, stockholder proposals which a stockholder does not seek to include in the proxy statement and form of proxy pursuant to Rule 14a-8 of the Exchange Act must be received by j2 Global no earlier than February 9, 2013 and no later than March 11, 2013 (unless there are fewer than 70 days between the date the next annual meeting is announced and the date it is held, in which case such advance notice must be given not more than 10 days after the date of the announcement).

Notice of a stockholder's intent to nominate candidates for election as directors must be submitted within the deadline for submission of stockholder proposals. Stockholder proposals or notices of intent to nominate candidates for election as directors should be submitted to j2 Global, Inc. at its principal executive offices at 6922 Hollywood Boulevard, Suite 500, Los Angeles, California 90028.

COST OF ANNUAL MEETING AND PROXY SOLICITATION

j2 Global is paying the expenses of this solicitation. j2 Global also will reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable expenses in sending proxy material to principals and obtaining their instructions. In addition to solicitation by mail, the directors, officers and employees may solicit proxies in person or by telephone, fax, email or similar means.

HOUSEHOLDING

As permitted by the Exchange Act, only one copy of this proxy statement is being delivered to stockholders residing at the same address, unless such stockholders have notified j2 Global of their desire to receive multiple copies of the proxy statement.

j2 Global will promptly deliver, upon oral or written request, a separate copy of the proxy statement, or annual reports and proxy statements in the future, to any stockholder residing at an address to which only one copy was mailed. Additionally, stockholders sharing an address may request delivery of a single copy of annual reports and proxy statements if they are receiving multiple copies of such documents. All such requests should be directed to j2 Global's Secretary, 6922 Hollywood Boulevard, Suite 500, Los Angeles, California 90028, (323) 860-9200.

OTHER MATTERS

The Board of Directors knows of no other business that will be presented at the Annual Meeting. If any other business is properly brought before the Annual Meeting, proxies in the enclosed form will be voted in respect thereof as the proxy holders deem advisable.

It is important that the proxies be returned promptly and that your shares be represented. Stockholders are urged to mark, date, sign and promptly return the accompanying proxy card in the enclosed envelope or, for stockholders who own j2 Global stock through a bank or broker that provides for voting by telephone or over the Internet, submit voting instructions by telephone or the Internet.

The form of proxy and this proxy statement have been approved by the Board of Directors and are being mailed and delivered to stockholders by its authority.

By Order of the Board of Directors,

/s/ Richard S. Ressler

Richard S. Ressler
Chairman of the Board

Los Angeles, California
Dated: April 6, 2012

j2 GLOBAL, INC.

IMPORTANT ANNUAL MEETING
INFORMATION

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

x

Annual Meeting Proxy Card

PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

A Proposals — THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL LISTED DIRECTOR NOMINEES, AND FOR PROPOSALS 2, 3 AND 4

1. To elect six directors to serve the ensuing year and until their successors are elected.

| | | | |
|----|---------------------|---------------------------|--------------------------------|
| 01 | Douglas Y. Bech | <input type="radio"/> FOR | <input type="radio"/> WITHHOLD |
| 02 | Robert J. Cresci | <input type="radio"/> FOR | <input type="radio"/> WITHHOLD |
| 03 | W. Brian Kretzmer | <input type="radio"/> FOR | <input type="radio"/> WITHHOLD |
| 04 | Richard S. Ressler | <input type="radio"/> FOR | <input type="radio"/> WITHHOLD |
| 05 | Stephen Ross | <input type="radio"/> FOR | <input type="radio"/> WITHHOLD |
| 06 | Michael P. Schulhof | <input type="radio"/> FOR | <input type="radio"/> WITHHOLD |

2. To ratify the appointment of SingerLewak LLP to serve as the Company's independent auditors for fiscal 2012.

FOR AGAINST ABSTAIN

3. To approve, in an advisory vote, the compensation of the named executive officers.

FOR AGAINST ABSTAIN

4. To transact such other business as may properly come before the meeting or any postponements or adjournments thereof.

FOR AGAINST ABSTAIN

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

Note: This proxy should be marked, dated and signed by the stockholder(s) exactly as his or her name appears hereon and returned promptly in the enclosed envelope. Persons in a fiduciary capacity should so indicate. If shares are held by joint tenants or as community property, each person should sign.

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

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.

/ /

IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD.

PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proxy – j2 GLOBAL, INC.

ANNUAL MEETING OF STOCKHOLDERS - MAY 10, 2012
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned stockholder(s) of j2 Global, Inc., a Delaware corporation, hereby acknowledge(s) receipt of the Proxy Statement dated April 6, 2012, and hereby appoint(s) Nehemia Zucker, R. Scott Turicchi, and Jeffrey D. Adelman, and each of them, proxies and attorneys-in-fact, with full power to each of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the Annual Meeting of Stockholders of j2 Global, Inc., to be held May 10, 2012, at 10:00 a.m., local time, at the Renaissance Hollywood Hotel, 1755 N. Highland Avenue, Los Angeles, California 90028, and at any continuation or adjournment thereof, and to vote all shares of Common Stock which the undersigned would be entitled to vote if then and there personally present, on all matters set forth on the reverse side.

THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO CONTRARY DIRECTION IS INDICATED, WILL BE VOTED FOR THE APPROVAL OF ALL PROPOSALS SET OUT ON THE REVERSE SIDE, INCLUDING FOR THE ELECTION OF THE NOMINEES TO BE DIRECTORS OF j2 GLOBAL, FOR THE RATIFICATION OF THE APPOINTMENT OF SINGERLEWAK LLP TO SERVE AS THE COMPANY'S INDEPENDENT AUDITORS FOR FISCAL 2012, FOR APPROVAL OF AN ADVISORY RESOLUTION APPROVING THE COMPENSATION PAID TO THE NAMED EXECUTIVE OFFICERS AND AS SAID PROXIES DEEM ADVISABLE ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY CONTINUATION OR ADJOURNMENT THEREOF.

Please date, sign and mail your proxy card back as soon as possible.

(CONTINUED AND TO BE SIGNED ON THE REVERSE SIDE)

C Non-Voting Items

Change of Address — Please print new address below.

IF VOTING BY MAIL, YOU MUST COMPLETE SECTIONS A - C ON BOTH SIDES OF THIS CARD.