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TrueBlue, Inc.
Form DEF 14A
April 03, 2014

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

Filed by the Registrant

Filed by a Party other than the Registrant
]

Check the appropriate box:

- | | | | |
|-------------------------------------|---|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Preliminary Proxy Statement | <input type="checkbox"/> | Soliciting Material Under Rule 14a-12 |
| <input type="checkbox"/> | Confidential, For Use of the
Commission Only (as permitted
by Rule 14a-6(e)(2)) | | |
| <input checked="" type="checkbox"/> | Definitive Proxy Statement | | |
| <input type="checkbox"/> | Definitive Additional Materials | | |

TrueBlue, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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| <input checked="" type="checkbox"/> | No fee required. |
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| | 1) Title of each class of securities to which transaction applies: |
| | 2) Aggregate number of securities to which transaction applies: |
| | 3) Per unit price or other underlying value of transaction computed pursuant to
Exchange Act Rule 0-11 (set forth the amount on which the filing fee is
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| | 4) Proposed maximum aggregate value of transaction: |
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| <input type="checkbox"/> | Fee paid previously with preliminary materials: |
| <input type="checkbox"/> | Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which
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| | 2) Form, Schedule or Registration Statement No.: |

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- 3) Filing Party:
 - 4) Date Filed:
-

Wednesday, May 14, 2014
10:00 a.m., Pacific Time
TrueBlue Building, 1015 A Street
Tacoma, Washington 98402

Notice of 2014 Annual Meeting of Shareholders and Proxy Statement

Schedule 14A (Rule 14a-101)

Information required in proxy statement schedule 14a information

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

- Filed by the Registrant**
- Filed by a Party other than the Registrant**

Check the appropriate box:

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

TrueBlue, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee
(Check the appropriate box):

- No fee required.**
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.**

- 1** Title of each class of securities to which transaction applies:
- 2** Aggregate number of securities to which transaction applies:
- 3** Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4** Proposed maximum aggregate value of transaction:
- 5** Total fee paid:

Fee paid previously with preliminary materials:

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

- 1** Amount previously paid:
- 2** Form, Schedule or Registration Statement No.:

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3 Filing Party:

4 Date Filed:

Page i **TrueBlue, Inc.** 2014 Proxy Statement

Letter to Shareholders

Tacoma, Washington
April 4, 2014

Dear Shareholders:

On behalf of the Board of Directors and management of TrueBlue, Inc. it is a pleasure to invite you to your Company's 2014 Annual Meeting of Shareholders, to be held at TrueBlue's corporate headquarters, 1015 A Street, Tacoma, Washington 98402, on Wednesday, May 14, 2014, at 10:00 a.m. (Pacific Daylight Time).

As in prior years, TrueBlue has elected to deliver our proxy materials to the majority of our shareholders over the internet. This delivery process allows us to provide shareholders with the information they need, while at the same time conserving resources and lowering costs to the Company. On or about April 4, 2014, we mailed to our shareholders a Notice of Internet Availability of Proxy Materials (the "Notice") containing instructions on how to access our 2014 Proxy Statement and 2013 Annual Report to Shareholders. The Notice also provides instructions on how to vote online, by telephone, or by requesting and returning a proxy card, and includes instructions on how to receive a paper copy of the proxy materials by mail.

The matters to be acted upon are described in the accompanying Notice of Annual Meeting of Shareholders and Proxy Statement.

I look forward to seeing our shareholders at the Annual Meeting of Shareholders. We will report on TrueBlue's operations and respond to questions you may have.

Your vote is very important. Whether or not you plan to attend, it is important that your shares be represented. Please vote online, by telephone, or by requesting and returning a proxy card as soon as possible in order to ensure that your vote is counted. If you are a shareholder of record and attend the Annual Meeting of Shareholders you will, of course, have the right to vote your shares in person.

Very truly yours,

/s/ **Joseph P. Sambataro, Jr.**

Joseph P. Sambataro, Jr.
Chairman of the Board

Notice of Annual Meeting of Shareholders

TrueBlue, Inc. 1015 A Street, Tacoma, Washington 98402

Notice of Annual Meeting of Shareholders

Wednesday, May 14, 2014

The Annual Meeting of Shareholders of TrueBlue, Inc., a Washington corporation (the Company), will be held at TrueBlue's corporate headquarters, 1015 A Street, Tacoma, Washington 98402, on Wednesday, May 14, 2014, at 10:00 a.m. (Pacific Daylight Time) for the following purposes:

1 to elect the Directors named in the accompanying proxy statement to serve until the next Annual Meeting of Shareholders and until their respective successors are elected and qualified;

2 to approve, by advisory vote, executive compensation; and

3 to ratify the selection of Deloitte & Touche LLP to serve as the independent registered public accounting firm of the Company for the fiscal year ending December 26, 2014.

Important notice regarding the availability of Proxy Materials for the Annual Meeting of Shareholders to be held on May 14, 2014: Our proxy statement is attached. Financial and other information concerning the Company is contained in our annual report to shareholders for the 2013 fiscal year. The proxy statement and our 2013 annual report to shareholders are available on our website at www.TrueBlue.com. Additionally, and in accordance with Securities and Exchange Commission rules, you may access our proxy materials and vote your shares at www.proxyvote.com.

Your vote is important. Whether or not you plan to attend the meeting, you are urged to vote online, by telephone, or by requesting and returning a proxy card as promptly as possible in order that the presence of a quorum may be assured. The giving of such proxy does not affect your right to revoke it later or, if you are a shareholder of record, vote your shares in person in the event that you should attend the meeting.

Only shareholders of record at the close of business on March 14, 2014, will be entitled to notice of, and to vote at, the Annual Meeting and any adjournments thereof. Brokers cannot vote for Items 1 or 2 without your instructions on how to vote.

By Order of the Board of Directors,

/s/ James E. Defebaugh

James E. Defebaugh
Secretary

Proxy Summary

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information that you should consider, and you should read the entire Proxy Statement carefully before voting.

Annual Meeting of Shareholders

Date and Time	May 14, 2014, 10:00 a.m., Pacific Time
Location	TrueBlue Building Robert J. Sullivan Auditorium 1015 A Street Tacoma, Washington 98402
Record Date	March 14, 2014
Voting	Shareholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals.

Vote Right Away

Even if you plan to attend our Annual Meeting, please read this proxy statement with care and vote right away using any of the following methods. In all cases, have your proxy card or voting instructions form in hand and follow the instructions:

By internet using your computer

Visit www.proxyvote.com

By internet using a tablet or smartphone

Scan this QR Code to vote with your mobile device

By telephone

Dial toll-free 1-800-690-6903

By requesting and mailing your proxy card

Cast your ballot, sign your proxy card, and send by U.S. mail

Voting Matters

Agenda Item		Board Vote Recommendation	Page Reference For More Information
1	Election of Directors	FOR	5
2	Approval, by advisory vote, of the compensation of our Named Executive Officers	FOR	17
3	Ratification of the selection of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 26, 2014	FOR	42

Governance Best Practices

Leadership	Separation of Chairman, Lead Independent Director, and CEO roles since 2008
Independence	All non-executive Directors are independent All members of the Governance, Audit, and Compensation committees are independent

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Elections

All board members are elected annually

Evaluations

Board members must be elected by the majority of votes cast

The full Board of Directors completes annual self evaluations

The Audit and Compensation committees complete annual self evaluations

**Aligning with
Shareholder Interests**

All board members have stock ownership guidelines

All board members receive annual equity grants

Proxy Summary

2013 Corporate Financial Highlights

Revenue	Grew to \$1.67 billion for 2013, a 20.1% increase over 2012
Net Income	Grew to \$44.9 million for 2013, a 33.6% increase over 2012
Diluted Earnings per Share	Increased to \$1.11 per share, a 32.1% increase over 2012
Acquisitions	Completed and integrated two key acquisitions in 2013

Compensation Governance Highlights

Shareholder Approval	96.6% of shareholders approved of our executive compensation program in 2013
Compensation Committee	Named Executive Officer (NEO) pay overseen and regularly reviewed by the Compensation Committee
Compensation Consultant	Compensation Committee retains external independent compensation consultant
Risk	Compensation programs do not encourage excessive or unnecessary risk-taking

2013 Compensation Best Practices

What We Do

Pay for performance by delivering the majority of compensation through performance and equity-based plans
Annual advisory say-on-pay vote
Target total compensation near the median of relevant peers
Maintain meaningful stock ownership guidelines for all NEOs
Engage an independent compensation consultant
Retain double trigger change-in-control agreements
Conduct an annual risk analysis of compensation programs
Maintain a clawback policy

What We Do Not Do

No excessive guaranteed pay targets
No cash bonus paid unless Company is profitable
No re-pricing of options or equity grants
No pension benefits
No gross-up of excise taxes or benefits
No hedging or short sales of Company stock permitted
No reward for excessive risk-taking
No executive perquisites

2014 Proxy Statement Table of Contents

General Information	1
Proposal 1. Election of Directors	5
Corporate Governance	8
Leadership Structure	8
Director Independence	8
Risk Assessment	8
Corporate Governance Guidelines	9
Code of Business Conduct and Ethics	9
Related Person Transactions	9
Nominations for Directors	10
Meetings and Committees of the Board	12
Shareholder Communications	13
Section 16(a) Beneficial Ownership Reporting Compliance	13
2013 Compensation of Directors	14
Annual Retainers	14
Meeting Fees	14
Equity Grants	14
Non-Employee Director Compensation	15
Equity Retainer and Deferred Compensation Plan for Non-Employee Directors	15
Director Stock Ownership Guidelines	15
Compensation Committee Report	16
Proposal 2. Advisory (Non-Binding) Vote Approving Executive Compensation	17
Executive Officers	18
Compensation Discussion and Analysis	19
Executive Summary	19
Governance and Best Pay Practices	20
Shareholder Feedback	20
Risk Management	20
Role of the Compensation Committee	21
Independent Compensation Consultant	21
Compensation Program Supports Objectives	21
Each Component has its Purpose	22
Peer Group and Market Comparison	23
2013 NEO Compensation	23
Clawback Policy	27
Stock Ownership Guidelines	27
Insider Trading Policy	28
Employment Agreements	28
Change-in-Control Agreements	28
Nonqualified Deferred Compensation	29
Pension Benefits	29
Tax and Accounting Implications	29
Executive Compensation Tables	30

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Summary Compensation Table	30
Grants of Plan-Based Awards	31
Outstanding Equity Awards at Fiscal Year-End	32
Option Exercises and Stocks Vested	33
Pension Benefits	33
Nonqualified Deferred Compensation	33
Potential Payments to Named Executive Officers upon Termination or Change-in-Control	34
Equity Compensation Plan Information	39
Audit Committee Report	40
Proposal 3. Ratification of Selection of Independent Registered Public Accounting Firm	42
Fees Paid to Independent Registered Public Accountant for Fiscal Years 2012 and 2013	42
Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm	42
Security Ownership of Certain Beneficial Owners and Management	43
Other Business	44
Form 10-K Report Available	44

General Information

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors (the **Board**) of TrueBlue, Inc. (**TrueBlue**, **Company**, **we**, **us**, or **our**) to be voted at our 2014 Annual Meeting of Shareholders (the **Meeting**) to be held at 10:00 a.m. (Pacific Daylight Time) on Wednesday, May 14, 2014, at the corporate headquarters of TrueBlue, Inc., 1015 A Street, Tacoma, Washington 98402, and at any adjournment thereof. This proxy statement contains the required information under the rules of the U.S. Securities and Exchange Commission (the **SEC**) and is designed to assist you in voting your shares.

Background

What is the purpose of the Meeting?

At the Meeting, shareholders as of the record date will vote on the items of business outlined in the Notice of Annual Meeting of Shareholders (the **Meeting Notice**). In addition, management will report on our business and respond to questions from shareholders.

When is the record date?

The Board has established March 14, 2014, as the record date for the Meeting (**Record Date**).

Why did I receive a Notice of Internet Availability or why did I receive this proxy statement and a proxy card?

You received a Notice of Internet Availability or this proxy statement and a proxy card because you owned shares of TrueBlue common stock as of March 14, 2014, the Record Date, and are entitled to vote on the items of business at the Meeting. This proxy statement describes the items of business that will be voted on at the Meeting and provides information on these items so that you can make an informed decision.

Who may vote?

In order to vote at the Meeting, you must be a shareholder of record of TrueBlue as of March 14, 2014. If on the close of business on the Record Date, your shares were registered directly in your name with our transfer agent, then you are a shareholder of record. As a shareholder of record, you may vote in person at the Meeting, or vote by proxy.

If on the close of business on the Record Date, your shares were held, not in your name, but rather in an account at a brokerage firm, bank or other agent, then you are the

beneficial owner of shares held in **street name** and these proxy materials are being made available or being forwarded to you by your broker, bank or other agent. The broker, bank or other agent holding your account is considered to be the shareholder of record for purposes of voting at the Meeting. As a beneficial owner, you have the right to direct your broker, bank, or other agent on how to vote the shares in your account. You are also invited to attend the Meeting. However, since you are not the shareholder of record, you may not vote your shares in person at the Meeting unless you request and obtain a valid legal proxy issued in your name from your broker, bank, or other agent.

How many shares of TrueBlue common stock are outstanding?

As of the Record Date, there were 41,170,375 shares of TrueBlue common stock outstanding. There are no other classes of capital stock outstanding.

Voting Procedure

On what items of business am I voting?

You are being asked to vote on the following items of business:

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1 to elect the Directors named in the accompanying proxy statement to serve until the next Annual Meeting of Shareholders, and until their respective successors are elected and qualified;

2 to approve, by non-binding vote, executive compensation; and

3 to ratify the selection of Deloitte & Touche LLP to serve as the independent registered public accounting firm of the Company for the fiscal year ending December 26, 2014.

How do I vote?

If you are a shareholder of record (that is, if your shares are owned in your name and not in street name), you may vote:

- online at www.proxyvote.com;
- by using your smart phone or tablet to scan the QR Code provided;
- by telephone (within the U.S. or Canada) toll-free at 1-800-690-6903;
- by requesting, signing, and returning a proxy card; or
- by attending the Annual Meeting and voting in person.

General Information

If you wish to vote by telephone, you must do so before 11:59 p.m., Eastern Time, on Tuesday, May 13, 2014. After that time, telephone voting will not be permitted, and a shareholder wishing to vote, or revoke an earlier proxy, must submit a signed proxy card or vote in person. Shareholders can vote in person or online during the Meeting. Shareholders of record will be on a list held by the Inspector of Elections. Street name shareholders, also known as beneficial holders, must obtain a proxy from the institution that holds their shares, whether it is their brokerage firm, a bank or other shareholder of record, and present it to the Inspector of Elections with their ballot. Shareholders attending online will need to follow the instructions at www.proxyvote.com in order to vote or submit questions at the Meeting. Voting in person or online by a shareholder will revoke and replace any previous votes submitted by proxy.

In accordance with the rules of the SEC, we are providing all shareholders all of their proxy materials via the internet, unless a shareholder as affirmatively elected to receive paper materials. You may elect to receive paper copies of proxy materials, at no cost to you, by following the instructions contained in the Notice of Internet Availability.

How are my voting instructions carried out and how does the Board recommend I vote?

When you vote via proxy by properly executing and returning a proxy card or by voting online or by telephone, you appoint the individuals named on the proxy card (your Proxy) as your representatives at the Meeting. The Proxy will vote your shares at the Meeting, or at any adjournment of the Meeting, as you have instructed them on the proxy card. We urge you to specify your choices by marking the appropriate boxes on a proxy card, or following the instructions carefully for voting online or by telephone. However, if you return a properly executed proxy card without specific voting instructions, the Proxy will vote your shares: (i) FOR Proposal 1 (for the election of the director nominees named in the proxy statement); (ii) FOR Proposal 2 (for the non-binding approval of executive compensation); and (iii) FOR Proposal 3 (for the ratification of the selection of Deloitte & Touche LLP to serve as our independent registered public accounting firm). With proxy voting, your shares will be voted regardless of whether you attend the Meeting. Even if you plan to attend the Meeting, it is advisable to vote your shares via proxy in advance of the Meeting in case your plans change.

If any nominee for director is unable to serve or for good cause will not serve, or if an item that is not described in the Meeting Notice properly comes up for vote at the Meeting, or at any postponement or adjournment of the Meeting, your Proxy will vote the shares as recommended by the Board of Directors pursuant to the discretionary authority granted in the proxy. At the time this proxy statement was printed, we were not aware of any other matters to be voted on.

How many votes do I have?

You have one vote for each share you own, and you can vote those shares for each item of business to be addressed at the Meeting.

How many shares must be present to hold a valid Meeting?

For us to hold a valid Meeting, we must have a quorum, which means that a majority of the outstanding shares of our common stock that are entitled to cast a vote are present in person or by proxy at the Meeting. Proxies received but marked as abstentions and Broker Non-Votes (discussed below) will be treated as shares that are present and entitled to vote for purposes of determining a quorum. Your shares will be counted as present at the Meeting if you:

- vote online or by telephone;
- properly submit a proxy card (even if you do not provide voting instructions); or
- attend the Meeting and vote in person.

How many votes are required to approve an item of business?

As described in more detail under Proposal 1, Election of Directors, the Company has adopted majority voting procedures for the election of Directors in uncontested elections. As this is an uncontested election, each of the nominees for election as Directors will be elected by the vote of the majority of the votes cast. A majority of votes cast means that the number of shares cast For a director's election exceeds the number of votes cast Against that director. There is no cumulative voting for the Company's Directors. Abstentions and Broker Non-Votes are not considered votes cast. Likewise, a share otherwise present at the Meeting as

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to which a shareholder gives no authority or direction to vote is also not considered a vote cast.

General Information

The proposal to approve, by non-binding vote, executive compensation will be approved under Washington law if the number of votes cast For the proposal exceeds the number of votes cast Against the proposal.

The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered accounting firm will be approved under Washington law if the number of votes cast For the proposal exceeds the number of votes cast Against the proposal.

What if my shares are held by a brokerage firm?

If you are a beneficial owner whose shares are held on record by a broker, you should instruct the broker how to vote your shares. The rules of the New York Stock Exchange (NYSE) allow brokerage firms to vote their clients' shares on routine matters if the clients do not provide voting instructions at least 10 days prior to the shareholder meeting. The ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm is considered a routine matter under NYSE rules. However, the other proposals, including the election of directors and the approval of executive compensation, are not considered routine matters under NYSE rules. The NYSE rules do not allow brokerage firms to vote their clients' shares on non-routine matters, in the absence of affirmative voting instructions. It should be noted that NYSE rules previously considered the election of directors to be a routine matter for which brokerage firms could vote in the election of directors if the record holder had not received instructions on how to vote from the beneficial owner. Accordingly, it is particularly important that the beneficial owners instruct their brokers how they wish to vote their shares.

If your brokerage firm lacks discretionary voting power with respect to an item that is not a routine matter and you do not provide voting instructions (a Broker Non-Vote), your shares will be counted for purposes of establishing a quorum to conduct business at the Meeting but will not be counted in determining the number of shares voted for or against the non-routine matter.

What effect will Abstentions and Broker Non-Votes have?

Abstentions and Broker Non-Votes will have no practical effect on any of the proposals because abstentions and Broker Non-Votes do not represent votes cast For or Against the proposals.

What if I change my mind after I vote via proxy?

You may revoke your proxy at any time before your shares are voted by:

- submitting a later dated proxy prior to the Meeting (by mail, online or telephone);
- delivering a written request to return the executed proxy;
- voting in person at the Meeting; or
- providing written notice of revocation to the Corporate Secretary of the Company at 1015 A Street, Tacoma, Washington 98402.

Where can I find the voting results of the Meeting?

We will announce preliminary voting results at the Meeting. We plan to publish the final voting results in a Current Report on Form 8-K (Form 8-K) filed within four business days of the Meeting. If final voting results are not available within the four-business-day time frame, we plan to file a Form 8-K disclosing preliminary voting results within the required four business days, to be followed as soon as practicable by an amendment to the Form 8-K containing final voting results.

How can multiple shareholders sharing the same address request the receipt of only one set of proxy materials and other investor communications?

If you opt to continue to receive paper copies of our proxy materials, you may elect to receive future proxy materials, as well as other investor communications, in a single package per address. This practice, known as householding, is designed to reduce our paper use, printing, and postage costs. To make the election, please indicate on your proxy card under Household Election your consent to receive such communications in a single package per address. Once we receive your consent, we will send a single

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package per household until you revoke your consent by notifying our Investor Relations Department at 1015 A Street, Tacoma, Washington 98402. We will start sending you individual copies of proxy materials and other investor communications within 30 days of your revocation.

Can I receive the proxy materials electronically?

Yes. Shareholders who have not affirmatively opted to receive paper proxy materials through the mail will receive a Notice of Internet Availability and may access our proxy materials online. On or about April 4, 2014, we mailed to our shareholders a Notice of Internet Availability of Proxy

General Information

Materials (Notice) directing shareholders to the website where they can access our 2014 proxy statement and fiscal 2013 annual report and view instructions on how to vote online or by phone. If you received the Notice only and would like to receive a paper copy of the proxy materials, please follow the instructions printed on the Notice to request that a paper copy be mailed to you.

We will arrange with brokerage firms and other custodians, nominees and fiduciaries to forward proxy solicitation materials to certain beneficial owners of common stock and will reimburse such brokerage firms, custodians, nominees and fiduciaries for reasonable out-of-pocket expenses that they incur as a result of forwarding the proxy materials.

Who may solicit proxies?

Proxies may be solicited by our officers, Directors, and regular supervisory and executive employees, none of whom will receive any additional compensation for their services.

Who will count the votes?

Broadridge Investor Services will count the votes and will serve as the independent inspector of the election.

Proposals by Shareholders

How can a shareholder submit a proposal to be voted on at the 2015 Annual Meeting?

The Company anticipates that the 2015 Annual Meeting will be held no later than June 2015. A shareholder proposal to be presented at the Company's 2015 Annual Meeting of Shareholders and included in the Company's proxy statement relating to such meeting must be received by the Company at its executive offices at 1015 A Street, Tacoma, Washington 98402, not earlier than the close of business on the 120th day and not later than the 90th day prior to the first anniversary of the date of the 2014 Annual Meeting. Please send the proposal to the attention of the Company's Secretary. A proposal for action to be presented by any shareholder at an annual meeting will be out of order and will not be acted upon unless: (i) specifically described in the Company's proxy statement relating to such meeting; (ii) such proposal has been submitted in writing to the Secretary at the above address not earlier than the close of business on the 120th day and not later than the 90th day prior to the first anniversary of the 2014 Annual Meeting (proposals must be submitted between January 14, 2015, and February 13, 2015); and (iii) such proposal is, under law, an appropriate subject for shareholder action.

All shareholder proposals related to the nomination of a director must comply with the provisions set forth below in the section Nominations by Shareholders. Shareholder proposals not related to the nomination of a director, in addition to the information about the proposing shareholder, must set forth:

A a brief description of the business desired to be brought before the Meeting, the reasons for conducting such business at the Meeting and any material interest of such shareholder in such business; and

B a description of all agreements, arrangements and understandings, whether direct or indirect, between such shareholder, and any other person or persons (including their names) in connection with the proposal of such business by such shareholder.

Additional Information

Where can I find additional information about TrueBlue?

Our reports on Forms 10-K, 10-Q, and 8-K, and other publicly available information should be consulted for other important information about TrueBlue. You can also find additional information about us on our website at www.TrueBlue.com. The principal executive office of the Company and its mailing address is at 1015 A Street, Tacoma, Washington 98402. The telephone number for the Company is (253) 383-9101.

Proposal 1. Election of Directors

The Nominees

The Board of Directors has nominated the following persons for election as Directors, all of whom are currently Directors. **The Board of Directors recommends a vote FOR each of the nominees.** Proxies cannot be voted for a greater number of persons than the number of nominees named. The biographies of each of the nominees and continuing Directors below contain information regarding the person's service as a Director, business experience, director positions held currently or at any time during the last five years and information regarding involvement in certain legal or administrative proceedings, if applicable. Each biographic summary is followed by a brief summary of certain experiences, qualifications, attributes or skills that led the Corporate Governance and Nominating Committee (the Governance Committee) and the Board to determine that each nominee should serve as a director for the Company. The summaries do not include all of the experiences, qualifications, attributes or skills of the nominees. General information regarding the nomination process is included in the Corporate Governance Section under the Nominations for Directors heading.

Steven C. Cooper

Steven C. Cooper, 51, has served as a Director and the Company's Chief Executive Officer since 2006, and has served as President since 2005. From 2001 to 2005, Mr. Cooper served as the Company's Executive Vice President and Chief Financial Officer. Prior to joining the Company in 1999, Mr. Cooper held various senior management positions with Deloitte & Touche LLP, providing professional services, and with Albertsons, Inc., a NYSE-listed retail company. Currently, Mr. Cooper is a board member of the Washington Roundtable, a nonprofit, public policy organization representing major private sector employers throughout Washington State. He is also a member of the American Cancer Society's CEOs Against Cancer and a chair of the United Way of Pierce County's fundraising committee.

Mr. Cooper has extensive experience in strategic planning, operations, finance and accounting. Mr. Cooper is the only management member of the Board, thus his participation on the Board fulfills a critical communication and leadership role.

Thomas E. McChesney

Thomas E. McChesney, 67, has served as a Director of the Company since 1995. Mr. McChesney currently serves as a Director of ConnectSoft, Inc. From 2004 to 2009, Mr. McChesney was President of SR Footwear, LLC. From 1998 to 2005, he was Director of Investment Banking with Blackwell Donaldson and Company. Mr. McChesney was previously a Director of Nations Express, Inc.

Mr. McChesney contributes his long experience as a Director of the Company, including 14 years as the Chair of our Compensation Committee, qualifies as an audit committee financial expert, and has extensive financial and entrepreneurial experience as an executive and board member in the financial services industry as well as a wide variety of other enterprises.

Gates McKibbin

Gates McKibbin, 67, has served as a Director of the Company since 2001. Since 1996, Ms. McKibbin has been self-employed as a consultant developing comprehensive strategy and leadership programs for large, nationally respected organizations. Prior to 1996, Ms. McKibbin held numerous executive and consulting positions.

Ms. McKibbin has a Ph.D. in organizational theory and research, spends significant time visiting and consulting with management and staff at all levels throughout the Company, and provides the Board with her unique and insightful observations, especially those involving human relations, strategic and organizational change and leadership development.

Jeffrey B. Sakaguchi

Jeffrey B. Sakaguchi, 52, has served as a Director of the Company since December 2010. Mr. Sakaguchi serves as the Chairman of the Board of Neah Power Systems, Inc., a publicly-held fuel cell development and manufacturing company. He also serves as a director of Eccentex, Inc., a privately-held early-stage software company. Mr. Sakaguchi is a former Chairman of the Board of Directors for the Los Angeles Region of the American Red Cross, a nonprofit humanitarian organization, for which he currently serves as Chairman of

Proposal 1. Election of Directors

the Governance & Nominating Committee. Mr. Sakaguchi has also served as a partner of the Technology Solutions Group, a management consulting firm, and as President and Chief Operating Officer of Evolution Robotics Retail, Inc., an early-stage technology company. Prior to these positions, he was a senior partner with Accenture, a global management consulting firm, where he led the North American Energy Strategy Practice. Prior to that, he was a senior engagement manager for McKinsey & Company, a global strategy consulting firm.

Mr. Sakaguchi's experience in a number of leadership roles helps the Company improve performance and build market share. His background and expertise in emerging technology, start-ups, and strategy will provide valuable guidance to the Company's strategy, innovation, and technology efforts. His experience provides a valuable resource to the Company.

Joseph P. Sambataro, Jr.

Joseph P. Sambataro, Jr., 63, has served as a Director since 2000 and as Chairman of the Board since October 2008. Mr. Sambataro served as the Company's Chief Executive Officer from 2001 until 2006, and served as the Company's President from 2001 until 2005. Mr. Sambataro joined the Company in 1997 and served as Chief Financial Officer, Executive Vice President, Treasurer, and Assistant Secretary until 2001. Prior to joining the Company, he worked with BDO Seidman, LLP, KPMG Peat Marwick and in senior management of biotechnology firms in Seattle.

Mr. Sambataro's long and successful tenure as CEO and CFO for the Company during its formative years combined with his effective leadership and coaching skills, financial and accounting expertise and unique ability to develop consensus are among the contributions he makes to the Board and the primary reasons why he serves as our Chairman.

Bonnie W. Soodik

Bonnie W. Soodik, 63, has served as a Director since March 2010. Ms. Soodik's career spanned 30 years with The Boeing Company, where she most recently served as a Senior Vice President, Office of Internal Governance and a member of the Boeing Executive Council. Ms. Soodik also served in various Vice President roles within Boeing and McDonnell Douglas Corporation, where she began her career in 1977.

Ms. Soodik has experience from a broad number of functions at Boeing, from operations to human resources and has overseen governance, compliance and regulatory affairs. Her experience with such a large organization provides a valuable resource to the Company.

William W. Steele

William W. Steele, 77, has served as a Director of the Company since August 2001, Chair of the Governance Committee since June 2003 and the Lead Independent Director since October 2008. Mr. Steele is currently a Director, and Chairman of the Corporate Citizen Communication Committee of ABM Industries, a large facilities services contractor traded on the NYSE. In the course of his 43-year career with ABM Industries, Mr. Steele was appointed its President in 1991 and its Chief Executive Officer in 1994, and served in those capacities until his retirement in October of 2000.

Mr. Steele's long-term operating, executive, strategic and continuing board experience with ABM, a multi-unit service company that shares many attributes with our Company, is invaluable to the Board in its decision-making and leadership processes. As Chair of our Governance Committee and Lead Independent Director, Mr. Steele is a student and champion of good governance and best practices.

Proposal 1. Election of Directors

Craig E. Tall

Craig E. Tall, 68, has served as a Director of the Company since 2006. Mr. Tall was previously employed by Washington Mutual from 1985 to 2007, was a member of its Executive Committee from 1995 through 2004, and served as its Vice Chair of Corporate Development from 1999 to 2004. Mr. Tall's management responsibilities included a variety of assignments, such as mergers and acquisitions, commercial banking, consumer finance, managing Washington Mutual's life insurance company, strategic planning, real estate, special credits and venture capital fund. Before joining Washington Mutual, Mr. Tall was president of Compensation Programs, Inc., a national employee benefits consulting firm.

Mr. Tall's extensive and high level experience in the financial services industry, as well as his executive and board involvement with numerous other businesses and organizations, enables Mr. Tall to make very significant contributions to the Board's decision-making processes especially in strategic planning and financial matters. The depth and breadth of Mr. Tall's experience and skills are also evident in the fact that he qualifies as an audit committee financial expert and serves as Chair of our Audit Committee.

Majority Voting

The Company's Directors are elected each year at the Annual Meeting of Shareholders to serve until their successors are elected and qualified, or until they resign, are removed, or are otherwise disqualified to serve. The Company's Board of Directors currently consists of eight Directors.

A nominee for director in an uncontested election who does not receive a majority vote but who was a director at the time of the election shall not be elected, but shall continue to serve as a holdover director until the earliest of: (a) 90 days after the date on which an inspector determines the voting results as to that director pursuant to Section 23B.07.280 of the Washington Business Corporation Act; (b) the date on which the Board of Directors appoints an individual to fill the office held by such director, which appointment shall constitute the filling of a vacancy by the Board of Directors; or (c) the date of the director's resignation. Any vacancy resulting from the non-election of a director under these circumstances may be filled by the Board of Directors as provided in Article II, Section 2.11 of the Company's Bylaws. The Governance Committee will consider promptly whether to fill the position of a nominee failing to receive a majority vote and make a recommendation to the Board of Directors about filling the position. The Board of Directors will act on the Governance Committee's recommendation and within ninety (90) days after the certification of the shareholder vote will publicly disclose its decision. Except as provided in the next sentence, a director who fails to receive a majority vote for election will not participate in the Governance Committee's recommendation or Board of Directors decision about filling his or her office. If no director receives a majority vote in an uncontested election, then the incumbent Directors: (i) will nominate a slate of nominee directors and hold a special meeting for the purpose of electing those nominees as soon as practicable; and (ii) may in the interim fill one or more director positions with the same director(s) who will continue in office until their successors are elected.

The Governance Committee and the Board of Directors recommend a vote FOR the election of each nominee named above.

Corporate Governance

Leadership Structure

The Company has divided its leadership among three Directors:

- Steven C. Cooper serves as Chief Executive Officer;
- Joseph P. Sambataro, Jr. serves as Chairman of the Board of Directors; and
- William W. Steele serves as Lead Independent Director.

The Board has appointed different individuals to fulfill the roles of the Chairman of the Board and the Chief Executive Officer for over ten years and believes that it is in the best interest of the shareholders and an efficient allocation of the time and responsibilities for Company leadership.

Mr. Steele was appointed as the Lead Independent Director in 2008. The Lead Independent Director presides at meetings of the Board and the shareholders in the absence of the Chairman and specifically during all executive sessions of the independent Directors except where he has a conflict or elects to delegate such responsibility to another independent Director. In addition, the Lead Independent Director is responsible for:

- maintaining effective communication between the independent Directors, the Chairman, and the Chief Executive Officer including the right to direct the distribution of information to the independent Directors and the calling of special meetings of committees and, if not a member of the committee, participating on a non-voting basis in any such committee meetings;
- representing the independent Directors in meetings and discussions with institutional or other major shareholders or stakeholders;
- reviewing and approving agendas for and the scheduling of Board, committee, and shareholder meetings; and
- generally representing the Board during emergency situations and whenever such representation, in his reasonable judgment, is required or the Company will benefit from participation by the Lead Independent Director.

The Chairman generally presides at and, with consultation and input from the Chief Executive Officer and all other Directors, proposes the agendas for meetings of the Board and the shareholders, except in the case of executive sessions of independent Directors or where the Chairman has a conflict or elects to delegate such responsibility to another Director. The Chairman also meets or confers with the Chief Executive Officer on a regular basis and is responsible for maintaining effective communication between the Board and the Chief Executive Officer.

Director Independence

The Board affirmatively determines the independence of each Director and nominee for election as a director in accordance with criteria set forth in the Company's Corporate Governance Guidelines (the Guidelines), which include all elements of independence set forth in the NYSE listing standards and related SEC Rules and Regulations. At a regularly scheduled portion of each Board meeting or as part of the Governance Committee meetings, the independent Directors meet in executive session without management or any non-independent Directors present.

Based on these standards, at its meeting held on March 12-13, 2014, the Governance Committee and the Board determined that each of the following non-employee Directors is independent and has no material relationship with the Company, except as a Director and shareholder of the Company:

- Thomas E. McChesney
- Gates McKibbin
- Jeffrey B. Sakaguchi
- Joseph P. Sambataro, Jr.
- Bonnie W. Soodik
- William W. Steele
- Craig E. Tall

In addition, based on the NYSE Rules, the Board determined that Steven C. Cooper is not independent because he is the Chief Executive Officer of the Company.

Risk Assessment

The Company has an Enterprise Risk Management (ERM) program. During 2013, risk responsibilities were integrated within the current management structure. Specific risks were assigned to business area experts, and an ERM committee, consisting of senior leaders and executives, which met regularly to discuss the risk environment. The Board is actively involved in oversight of risks that could affect the Company. The Board is assisted in this regard by the Audit Committee, which has responsibility for periodically reviewing the guidelines, policies, and procedures by which the Company assessed and managed its exposure to risk

Corporate Governance

and reviewed the risk exposures and the steps management used to identify, monitor, assess, and respond to such exposures. Both the Audit Committee and the Board discussed specific risks with management throughout the year, as appropriate. The Board believes the administration of this risk oversight function does not negatively affect the Board's leadership structure.

Corporate Governance Guidelines

The Guidelines are available at www.TrueBlue.com by first selecting Investors, then Corporate Governance and then Guidelines. The Guidelines are also available in print to any shareholder who requests them. The Guidelines were adopted by the Board to best ensure that the Board is independent from management, that the Board adequately performs its function as the overseer of management, and that the interests of the Board and management align with the interests of the shareholders.

On an annual basis, each Director and executive officer is obligated to complete a Director or Officer Questionnaire which, among other things, requires disclosure of any transactions with the Company in which the Director or executive officer, or any member of his or her immediate family, has a direct or indirect material interest.

Code of Business Conduct and Ethics

Our Code of Business Conduct and Ethics (Code of Conduct) is applicable to all Directors and employees of the Company. Our Code of Conduct is available at www.True-Blue.com by selecting Investors, then Code of Business Conduct. Shareholders may also request a free printed copy from: TrueBlue, Inc., Investor Relations, 1015 A Street, Tacoma, Washington 98402.

The Company intends to disclose any amendments to the Code of Conduct (other than technical, administrative or non-substantive amendments), and any waivers of a provision of the Code of Conduct for Directors or executive officers, on the Company's website at www.TrueBlue.com. Information on the Company's website, however, does not form a part of this proxy statement.

Related Person Transactions

The Board has adopted a Related Person Transaction Policy, which is attached as Annex A to the Guidelines, that sets forth the policies and procedures for the review and approval or ratification of Related Person Transactions, which are defined to include transactions, arrangements

or relationships in which the Company is a participant; the amount involved exceeds \$120,000; and a Related Person has or will have a direct or indirect material interest. Related Persons is defined to include Directors, executive officers, director nominees, beneficial owners of more than 5% of the Company's common stock, and members of their immediate families. A Related Person Transaction must be reported to the Company's General Counsel and reviewed and approved by the Governance Committee. Under certain circumstances a transaction may be approved by the Chair of the Governance Committee subject to ratification by the full Governance Committee at its next meeting. In determining whether to approve or ratify a Related Person Transaction, the Governance Committee, as appropriate, shall review and consider:

- the Related Person's interest in the Related Person Transaction;
- the approximate dollar value of the amount involved in the Related Person Transaction;
- the approximate dollar value of the amount of the Related Person's interest in the Related Person Transaction without regard to the amount of any profit or loss;
- whether the Related Person Transaction was undertaken in the ordinary course of business of the Company;
- whether the Related Person Transaction with the Related Person is proposed to be, or was, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;
- the purpose of, and the potential benefits to the Company of, the Related Person Transaction; and
- any other information regarding the Related Person Transaction or the Related Person in the context of the proposed Related Person Transaction that would be material to investors in light of the circumstances of the particular transaction.

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After reviewing all facts and circumstances, the Governance Committee may approve or ratify the Related Person Transaction only if it determines that the transaction is in, or is not inconsistent with, the best interests of the Company.

The Governance Committee reviewed and approved the following transaction in accordance with the Related Person Transaction Policy: Mr. McChesney's adult son, who does not share his residence, owns Steeldog Safety Gear LLC (Steeldog), which sells work boots to the Company.

Corporate Governance

In 2013, the total amount of sales by Steeldog to the Company was approximately \$122,000. Mr. McChesney is not in any way involved with the business of Steeldog and does not have any ownership or other financial interest in our relationship with Steeldog.

Nominations for Directors

Qualifications of Nominees

The Guidelines include the criteria our Board believes are important in the selection of director nominees. While the Board has not established any minimum qualifications for nominees, the Board does consider the composition of the Board as a whole, the requisite characteristics (including independence, diversity, and experience in industry, finance, administration and operations) of each candidate and the skills and expertise of its current members while taking into account the overall operating efficiency of the Board and its committees. With respect to diversity, we broadly construe diversity to mean not only diversity of race, gender and ethnicity, but also diversity of opinions, perspectives, and professional and personal experiences. Nominees are not discriminated against on the basis of race, gender, religion, national origin, sexual orientation, disability or any other basis proscribed by law. Service on other boards and other commitments by Directors will be considered by the Governance Committee and the Board when reviewing Board candidates and in connection with the Board's annual self-assessment process for current members of the Board.

Change in Director's Principal Business Association

Each time a Director's principal occupation or business association changes substantially, the Director is required to tender a proposed resignation from the Board to the Chair of the Governance Committee (or, in the case of the Chair of the Governance Committee's occupation or association changing, to the Chairman of the Board and the Lead Independent Director, if one has been elected). The Governance Committee shall review the Director's continuation on the Board, and recommend to the Board whether, in light of all the circumstances, the Board should accept such proposed resignation or request that the Director continue to serve.

Nominee Identification and Evaluation

The Governance Committee may employ a variety of methods for identifying and evaluating nominees for director. The Governance Committee regularly assesses the size of the Board, the need for particular expertise on the Board, the need for diversity on the Board, and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated or arise, the Governance Committee considers various potential candidates for director which may come to the Governance Committee's attention through current Board members, professional search firms, shareholders, or other persons. These candidates will be evaluated at regular or special meetings of the Governance Committee and may be considered at any time during the year.

The Governance Committee will consider candidates recommended by shareholders. The Governance Committee will make an initial analysis of the qualifications of any candidate recommended by shareholders or others pursuant to the criteria summarized above to determine whether the candidate is qualified for service on the Board before deciding to undertake a complete evaluation of the candidate. If a shareholder or professional search firm provides any materials in connection with the nomination of a director candidate, such materials will be forwarded to the Governance Committee as part of its review. If the Governance Committee determines that additional consideration is warranted, it may engage a third-party search firm to gather additional information about the prospective nominee's background and experience and to report its findings to the Governance Committee. Other than the verification of compliance with procedures and shareholder status and the initial analysis performed by the Governance Committee, the Governance Committee will treat a potential candidate nominated by a shareholder like any other potential candidate during the review process. In connection with this evaluation, the Governance Committee will determine whether to interview the prospective nominee. One or more members of the Governance Committee, and others as appropriate, will interview the prospective nominees in person or by telephone. After completing this evaluation and interview, the Governance Committee will make a recommendation to the full Board as to the persons who should be nominated by the Board, and the Board will determine the nominees after considering the recommendation and report of the Governance Committee.

Corporate Governance

Nominations by Shareholders

The Governance Committee will consider director candidates recommended by shareholders on the same basis as are candidates recommended by the Governance Committee. In accordance with the Company's Bylaws, shareholders wishing to nominate a candidate should deliver the name and address of the shareholder as they appear on the Company's books (or if the shareholder holds for the benefit of another, the name and address of such beneficial owner) in a letter addressed to the Chair of the Governance Committee in care of the Company's Secretary not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the 2014 annual meeting (nominations for the 2015 annual meeting must be submitted between January 14, 2015, and February 13, 2015). In addition, the submitting shareholder should provide the following information:

- the class or series and number of shares of the Company which are, directly or indirectly, owned beneficially and/or of record;
- any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Company or with a value derived in whole or in part from the value of any class or series of shares of the Company, whether or not such instrument or right shall be subject to settlement in the underlying class or series of capital stock of the Company or otherwise (a Derivative Instrument) that is, directly or indirectly, owned beneficially and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Company;
- any proxy, contract, arrangement, understanding, or relationship pursuant to which the shareholder has a right to vote or has been granted a right to vote any shares of any security of the Company;
- any short interest in any security of the Company;
- any rights to dividends on the shares of the Company owned beneficially by the shareholder that are separated or separable from the underlying shares of the Company;
- any proportionate interest in shares of the Company or Derivative Instruments held, directly or indirectly, by a general or limited partnership or limited liability

company or similar entity in which the shareholder is a general partner or, directly or indirectly, beneficially owns an interest in a general partner, is the manager, managing member or directly or indirectly beneficially owns an interest in the manager or managing member of a limited liability company or similar entity;

- any performance-related fee (other than an asset-based fee) that the shareholder is entitled to which is based on any increase or decrease in the value of shares of the Company or any Derivative Instruments; and
- the information called for above for any members of the shareholder's immediate family sharing the same household.

For each person who the shareholder proposes to nominate for election or re-election to the Board of Directors, the shareholder should also provide:

- all information relating to the nominee that would be required to be disclosed in a proxy statement or other filings required in connection with solicitations of proxies for election of Directors in a contested election pursuant to Section 14 of the Securities Exchange Act of 1934 (the Exchange Act) and the rules and regulations promulgated thereunder (including the nominee's written consent to being named in the proxy statement as a nominee and to serving as a director if elected);
- a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years; and
- any other material relationships, between or among the shareholder and its respective affiliates and associates, or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand, including, without limitation all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K if the shareholder making the nomination or on whose behalf the nomination is made, if any, or any affiliate or associate thereof or person acting in concert therewith, were the registrant for purposes of such rule and the nominee were a director or executive officer of such registrant.

Corporate Governance

To be eligible to be a nominee for election or re-election as a director of the Company, pursuant to a nomination by a shareholder, a person must deliver (in accordance with the time periods prescribed) to the Secretary at the principal executive office of the Company a written questionnaire (provided by the Secretary upon written request) with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made and a written representation and agreement (in the form provided by the Secretary upon written request) that such person:

- in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, if elected as a director of the Company, will comply with all applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading policies and guidelines of the Company, and
- is not and will not become a party to:
 - > any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of the Company, will act or vote on any issue or question (a Voting Commitment) that has not been disclosed to the Company;
 - > any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Company, with such person's fiduciary duties under applicable law; or
 - > any agreement, arrangement or understanding with any person or entity other than the Company with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein.

Additional information may be requested to assist the Governance Committee in determining the eligibility of a proposed candidate to serve as a director. This may include requiring that a prospective nominee complete a Director questionnaire and provide any follow-up information requested. In addition, the nominee must meet all other requirements contained in the Company's Bylaws.

Meetings and Committees of the Board

The Board

Each Director is expected to devote sufficient time, energy and attention to ensure diligent performance of his or her duties and to attend all Board, committee and shareholders' meetings. The Board met eleven times during 2013. All Directors attended at least 75% of the meetings of the Board and of the committees on which they served during the fiscal year ended December 27, 2013. Directors are expected to attend the annual meetings and special meetings of shareholders, if any. All of the Directors attended the 2013 Annual Meeting of Shareholders on May 15, 2013.

Committees of the Board

The Board has four standing committees to facilitate and assist the Board in the execution of its responsibilities. These committees are the Audit Committee, the Compensation Committee, the Innovation and Technology Committee, and the Nominating and Corporate Governance Committee (Governance Committee). All the committees are comprised solely of non-employee, independent Directors. Charters for each committee are available on the Company's website at www.TrueBlue.com by first selecting Investors and then Corporate Governance. The charter of each committee is also available in print to any shareholder who requests it. The table below shows membership during 2013 for each of the standing Board committees.

Membership of Board Committees

Audit

Craig E. Tall, Chair
Gates McKibbin
Thomas E. McChesney

Compensation

Bonnie W. Soodik, Chair
Jeffrey B. Sakaguchi
William W. Steele

Governance

Innovation and Technology

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William W. Steele, Chair
Thomas E. McChesney
Gates McKibbin
Jeffrey B. Sakaguchi
Bonnie W. Soodik
Craig E. Tall

Jeffrey B. Sakaguchi, Chair
Joseph P. Sambataro
Bonnie W. Soodik
Craig E. Tall

Corporate Governance

Audit Committee

The Audit Committee met four times in fiscal 2013. The Audit Committee is comprised solely of non-employee Directors, all of whom the Board determined are independent pursuant to the NYSE rules and the independence standards set forth in Rule 10A-3 of the Exchange Act. The Governance Committee and the Board have determined that all the members of the Audit Committee are financially literate pursuant to the NYSE rules. The Board also has determined that Messrs. Tall and McChesney are Audit Committee Financial Experts within the meaning stipulated by the SEC. The Board has adopted a charter for the Audit Committee, which is available at www.TrueBlue.com by selecting Investors and then Corporate Governance. The charter is also available in print to any shareholder who requests it.

Compensation Committee

The Compensation Committee met five times in fiscal 2013. The Compensation Committee is comprised solely of non-employee Directors, all of whom the Board determined are independent pursuant to the NYSE rules. The Board has adopted a charter for the Compensation Committee, which is available on the Company's website at www.TrueBlue.com by selecting Investors and then Corporate Governance. The charter is also available in print to any shareholder who requests it. Additional information regarding the Compensation Committee, and its procedures and processes for the consideration and determination of executive and director compensation are included under the Compensation Discussion and Analysis section of this proxy statement.

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee (Governance Committee) met four times in fiscal 2013. The Governance Committee is comprised solely of non-employee Directors, all of whom the Board determined are independent pursuant to the NYSE rules. The Board has adopted a charter for the Governance Committee, which is available on the Company's website at www.TrueBlue.com by selecting Investors and then Corporate Governance. The charter is also available in print to any shareholder who requests it.

Innovation and Technology Committee

The Innovation and Technology Committee (IT Committee) met four times in fiscal 2013. The Board has adopted a charter for the IT Committee, which is available on the Company's website at www.TrueBlue.com by selecting Investors and then Corporate Governance. The charter is also available in print to any shareholder who requests it. The IT Committee's primary functions are to oversee the Company's information technology strategy and programs, and to consider emerging innovation and business trends and their alignment with the Company's business strategies and objectives.

Shareholder Communications

Any shareholder or interested party who wishes to communicate with our Board of Directors or any specific Directors, including non-management directors, may write to: Board of Directors, TrueBlue, Inc. c/o Corporate Secretary, 1015 A Street, Tacoma, Washington 98402.

The mailing envelope must contain a clear notation indicating that the enclosed letter is a Board Communication or Director Communication. All such letters must indicate whether or not the author is a shareholder and clearly state whether the intended recipients are all members of the Board or just certain specified individual Directors. The Corporate Secretary will make copies of all such letters and circulate them to the appropriate Director or Directors. If the Company develops any other procedures, they will be posted on the Company's corporate website at www.TrueBlue.com. Procedures addressing the reporting of other concerns by shareholders, employees, or other third parties are set forth in our Code of Conduct and Ethics.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act, requires the Company's officers and directors and certain other persons to timely file certain reports regarding ownership of, and transactions in, the Company's securities with the SEC. Copies of the required filings must also be furnished to the Company. Based solely on its review of such forms received by it, or representations from certain reporting persons, the Company believes that during 2013 all applicable Section 16(a) filing requirements were met, and that all such filings were timely except the Form 4 that was filed for Craig Tall on March 20, 2014, for the reporting of a gift of shares.

Compensation of Directors

Annual Retainers

The Chairman of the Board of Directors and the Lead Independent Director each received an annual retainer of \$60,000. All other non-employee Directors received an annual cash retainer of \$40,000. Committee Chairs received an additional annual retainer payment of \$10,000.

Meeting Fees

Each non-employee Director received meeting fees for attendance during each regular or special Board of Directors or committee meeting in accordance with the schedule below.

Meeting	In Person	Telephonic
Board of Directors	\$1,500	\$750/1,500*
Audit Committee Chair	\$1,500	\$750
Audit Committee, Member	\$1,250	\$750
Compensation Committee Chair or Member	\$1,250	\$750
Governance Committee Chair or Member	\$1,250	\$750
IT Committee Chair or Member	\$1,250	\$750

* Directors are paid \$750 for telephonic Board of Director meetings lasting less than three hours. Directors are paid \$1,500 for a telephonic Board of Director Meetings lasting three hours or longer.

Equity Grants

Each non-employee Director received an annual grant of unrestricted common stock worth \$100,000. The Chairman of the Board of Directors and the Lead Independent Director each received an additional \$48,000 grant. The Audit Committee Chair received an additional \$35,000 grant while all other committee Chairs received an additional \$25,000 grant. In 2013, the Company determined the number of shares of each such annual grant of common stock based on the average closing price of our stock during the 60 trading days prior to the second full trading day after the announcement of the Company's fourth quarter and year-end financial results, which was \$15.67 per share. Non-employee Directors appointed during the year are entitled to receive a pro rata grant as follows: 100% if appointed prior to the first quarterly meeting, 75% if appointed prior to the second quarterly meeting, 50% if appointed prior to the third quarterly meeting, and 25% if appointed prior to the last quarterly meeting of the year. The target equity awards received by each non-employee Director are set forth in the table below.

Name	Target Equity Award Value
Thomas E. McChesney	\$100,000
Gates McKibbin	\$100,000
Jeffrey B. Sakaguchi	\$125,000
Joseph P. Sambataro, Jr.	\$148,000
Bonnie W. Soodik	\$125,000
William W. Steele	\$173,000
Craig E. Tall	\$135,000

Compensation of Directors

Non-Employee Director Compensation

The following table discloses the cash, equity awards and other compensation earned by each of the Company's non-employee directors during the last completed fiscal year.

Name	Fees Earned	Stock Award	All Other	Grant
	or Paid in Cash	Grant Date	Compensation	Date Fair
		Fair Value ¹		Value Total
Thomas E. McChesney	\$62,500	\$117,493		\$179,993
Gates McKibbin ²	\$65,000	\$117,493		\$182,493
Jeffrey B. Sakaguchi	\$77,000	\$146,857		\$223,857
Joseph P. Sambataro, Jr.	\$86,250	\$173,882		\$260,132
Bonnie W. Soodik	\$77,000	\$146,857		\$223,857
William W. Steele	\$93,250	\$203,246		\$296,496
Craig E. Tall	\$76,500	\$158,602		\$235,102

¹This column represents the grant date fair value of shares awarded to each of the non-employee Directors in 2013 in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Accounting for Stock Compensation (Topic 718). The amounts are calculated using the closing price of our stock on the grant date, which was \$18.41. For additional information, refer to Note 11 to the Notes to Consolidated Financial Statements found in Item 8 of Part II of our 2013 Form 10-K (listed under Stock-Based Compensation).

²Under the Director Deferred Compensation Plan, Ms. McKibbin elected to receive 40% of her equity retainer in 2,553 shares of vested Company stock and to defer 60% of her equity retainer in the form of 3,829 shares of Company stock. Delivery of these shares to Ms. McKibbin will be made in 25% increments starting ninety days after her separation from the Board of Directors, and in three annual installments thereafter.

Equity Retainer and Deferred Compensation Plan for Non-Employee Directors

Each non-employee Director is able to participate in the Equity Retainer and Deferred Compensation Plan for Non-Employee Directors. Under this plan, a Director may elect to modify the manner in which he or she receives the annual retainer from the Company. Directors are given the option to make an irrevocable election to convert up to 100% of his or her cash retainer to an equity retainer, and then further elect to receive up to 50% of the equity retainer in the form of stock options, rather than unrestricted common stock. In addition, a Director may make an irrevocable election to defer all or part of the stock award of his or her equity retainer to a time after he or she leaves the Board of Directors.

Director Stock Ownership Guidelines

Each Director is expected to hold shares of the Company's common stock having a value of not less than five times the Director's base annual cash retainer. For the purpose of determining compliance, the Company will determine the number of shares required on an annual basis with the value of the shares to be determined on a trailing twelve month average daily stock price. New Directors are allowed five years in which to reach the ownership guidelines.

Compensation Committee Report

The Compensation Committee of the Company has reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K. Based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

Compensation Committee Membership and Processes

Compensation for our executives is determined by the Compensation Committee. As discussed under the Corporate Governance section, each of the members satisfies all of the independence requirements of the NYSE. Each member also meets applicable requirements under the regulations issued by the SEC for non-employee Directors and the Internal Revenue Service for outside Directors.

The Compensation Committee's mission, as stated in its charter, is to further shareholder value by helping to create compensation plans that provide financial incentives to employees for producing results that fairly reward shareholders.

The Compensation Committee has regularly scheduled in-person meetings each quarter and has additional in-person or telephonic meetings as appropriate. During 2013, the Compensation Committee met five times. The agenda for each meeting is set by the Chair. The Compensation Committee has full authority to directly retain the services of outside counsel and compensation consultants and has done so on a regular basis. Our Chief Executive Officer and other Named Executive Officers (NEOs) have also attended portions of Committee meetings in order to provide information and help explain data relating to matters under consideration by the Compensation Committee but are not present during deliberations or determinations of their respective compensation or during executive sessions that occur in connection with each meeting. Outside counsel also regularly attends Compensation Committee meetings.

Prior to each regular meeting the Compensation Committee receives and reviews meeting materials including the agenda, minutes from prior meetings, a summary of

outstanding equity awards and other briefing and background materials relating to agenda items. Tally sheets for each of our NEOs are made available to the Compensation Committee for each meeting at which the Compensation Committee considers material changes to existing compensation arrangements or exercises discretion under existing plans. The tally sheets summarize: (i) all material aspects of the executive compensation program for each NEO for the last two full years as well as year-to-date information for the current year including base salary, cash awards under the short-term incentive plan, equity awards (restricted stock and performance share units) under the long-term incentive plan and all other miscellaneous compensation and benefits; (ii) equity ownership information for the last two years and the current year, including current holdings, option vesting and exercises, restricted stock vesting and any other purchases or sales of our stock; and (iii) amounts payable to NEOs in the event of termination under various scenarios, including voluntary and involuntary termination with and without cause or good reason. The regular availability of tally sheets provides the Compensation Committee with up-to-date and relevant information and has enabled the Compensation Committee members to assess the effect of individual decisions and new proposals in the context of the existing programs and prior awards and benefits taken as a whole. No specific changes were made as a result of maintaining the tally sheets but the availability of the information has proven to be a valuable and convenient reference.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee is comprised entirely of independent Directors. During 2013, none of the Company's executive officers served as a member of a compensation committee or board of directors of any other entity that had an executive officer serving as a member of the Company's Board of Directors.

Members of the Compensation Committee

Bonnie W. Soodik, Chair
Jeffrey B. Sakaguchi
William W. Steele

Proposal 2. Advisory (Non-Binding) Vote Approving Executive Compensation

Our board has adopted a policy providing for an annual say-on-pay advisory vote. In accordance with this policy and Section 14A of the Securities Exchange Act of 1934, as amended, and as a matter of good corporate governance, we are asking shareholders to approve the following advisory resolution at the Annual Meeting of Shareholders:

Resolved, that the shareholders of TrueBlue, Inc. (the Company) approve, on an advisory basis, the compensation of the Company s Named Executive Officers disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables, notes and narrative in the Proxy Statement for the Company s Annual Meeting of Shareholders.

This vote is mandated by Section 951 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and SEC regulations. As an advisory vote, this proposal is not binding upon the Company. However, the Compensation Committee, which is responsible for designing and administering our executive compensation program, values the feedback received from shareholders in their vote on this proposal, and will consider the outcome of the vote when making future compensation decisions for Named Executive Officers. In addition, the non-binding advisory votes described in this Proposal 2 will not be construed as: (1) overruling any decision by the Company, the Board of Directors, or the Compensation Committee relating to the compensation of the Named Executive Officers, or (2) creating or changing any fiduciary duties or other duties on the part of the Board of Directors, or any committee of the Board of Directors, or the Company.

Our Board of Directors recommends a vote FOR the Advisory (Non-Binding) Vote Approving Executive Compensation.

Executive Officers

The names, ages and positions of the current executive officers of the Company are listed below, along with their prior business experience. No family relationships exist among any of the Directors or executive officers of the Company.

Kimberly A. Cannon, 48, has served as the Company's Executive Vice President, Human Resources, since November 2010. Prior to joining the Company, Ms. Cannon served as Vice President, Human Resources, Talent Management and Reward Systems for T-Mobile USA from 2009 to 2010 and, between 2001 and 2009, held a variety of positions with Washington Mutual Bank, including Senior Vice President of Talent, Organizational Development, Recruiting, and Total Rewards. Before this, Ms. Cannon was employed at Microsoft Corporation in numerous Human Resources roles from 1989 to 2000.

Steven C. Cooper, 51, has served as a Director and the Company's Chief Executive Officer since 2006, and has served as President since 2005. From 2001 to 2005, Mr. Cooper served as the Company's Executive Vice President and Chief Financial Officer. Prior to joining the Company in 1999, Mr. Cooper held various senior management positions with Deloitte & Touche LLP, providing professional services, and with Albertsons, Inc., a NYSE-listed retail company. Currently, Mr. Cooper is a board member of the Washington Roundtable, a nonprofit, public policy organization representing major private sector employers throughout Washington State. He is also a member of the American Cancer Society's CEOs Against Cancer and a chair of the United Way of Pierce County's fundraising committee.

James E. Defebaugh, 59, has served as Executive Vice President, General Counsel and Secretary of the Company since 2006, after serving as Vice President, General Counsel and Secretary of the Company since joining the Company in 2005. Prior to joining the Company, Mr. Defebaugh held various positions with Kmart Holding Corporation, including Senior Vice President and Chief Legal Officer (2004-2005), Senior Vice President and Chief Compliance Officer (2002-2004), Vice President and Corporate Secretary (2001-2002), and Vice President, Legal (2001). Mr. Defebaugh also served as Vice President and Chief Compliance Officer of Sears Holdings Corporation in 2005. Mr. Defebaugh is currently on the Board of Trustees for the Museum of Glass, in Tacoma, Washington, and serves there as Secretary, Audit Committee Chair, and a member of the Executive Committee.

Derrek L. Gafford, 43, has served as the Company's Executive Vice President and Chief Financial Officer since 2006, after serving as Vice President and Chief Financial Officer since 2005 and as the Company's Vice President of Finance and Accounting beginning in 2004. Mr. Gafford is a Certified Public Accountant and first joined the Company in 2002, serving as Vice President and Treasurer. Prior to joining the Company, Mr. Gafford served as Chief Financial Officer for Metropolitan Market, a grocery retailer, from 2001 to 2002, and held various management positions with Deloitte & Touche LLP, providing professional services, and with Albertsons, Inc., a NYSE-listed retail company.

Wayne Larkin, 48, has served as Executive Vice President of Branch Operations for TrueBlue since 2012 and as President of Labor Ready since May 2008. Prior to this position, he had been the Executive Vice President for Labor Ready since 2007, and the Senior Vice President of Operations for Labor Ready in 2006. Mr. Larkin originally joined the Company in 1996 and was promoted in 1998 to Labor Ready Area Director of Operations. Between 1999 and 2002, Mr. Larkin worked for Staffmark, serving first as a Business Development Manager and then as a General Manager. Mr. Larkin rejoined the Company in 2002. Prior to working for the Company, Mr. Larkin held various management positions with Avis Rent-A-Car. Currently, Mr. Larkin is a board member of the Pierce County YWCA.

Billie R. Otto, 47, has served as Executive Vice President and Chief Information Officer since December of 2012, after serving as Senior Vice President and Chief Information Officer since 2010. Ms. Otto has been with the Company since 1998, serving in a number of roles, including as Vice President and Corporate Controller prior to 2004. Prior to joining the Company, Ms. Otto worked in public accounting, from 1990 to 1998, with the firm now known as RSM McGladrey. Ms. Otto also currently serves on the YWCA Pierce County Board of Directors and the Advisory Board of the Western Washington University College of Business & Economics.

Compensation Discussion and Analysis

Executive Summary

We achieved strong performance in 2013 through organic growth in our core business as well as growth through acquisitions. Revenue for 2013 grew 20.1% to a record high of \$1.67 billion, and EBITDA, adjusted for non-recurring costs related to acquisitions, which is a key metric in our executive compensation program, grew 21.6% to \$87 million.

We delivered strong organic revenue results throughout 2013. Our sales and service teams became increasingly specialized in the industries of our customers to better help them solve their unique business challenges. Following the implementation of our electronic pay solutions in 2012, we implemented mobile texting solutions in 2013 which increased the geographic reach of our branches, reduced the time to fill orders, and increased the quality of our applicant pool. Our specialized approach and ability to leverage technology in meaningful ways increased the relevancy of our business model to both customers and workers while improving the efficiency of our operations.

We completed two key acquisitions in 2013. These acquisitions improved our ability to serve our customers, added profitable market share, and increased the quality of our talent. We integrated both acquisitions in record time while successfully retaining customers and generating meaningful business synergies.

Our management team, which is led by the Named Executive Officers (NEOs), was critical to our success. In 2013, the NEOs were:

- Mr. Cooper, President and Chief Executive Officer;
- Mr. Gafford, EVP and Chief Financial Officer;
- Ms. Cannon, EVP Human Resources;
- Mr. Defebaugh, EVP, General Counsel and Secretary; and
- Mr. Larkin, EVP Branch Operations.

Pay-for-Performance Alignment

Our executive compensation program was designed by the Compensation Committee (Committee) to ensure the interests of the Company s management team are appropriately aligned with those of its shareholders by rewarding performance that meets and exceeds business and individual goals. Key pay-for-performance features of our 2013 compensation program included:

We continued the emphasis on performance-based equity for the management team. In 2013, we continued the balancing of our equity award mix to emphasize performance-based equity where payable compensation, if any, was tied to long-term company EBITDA and revenue growth. Target equity grant values are now split evenly between performance share units (50%) and restricted stock grants (50%). In addition, we lowered the overall value of the executive equity awards to allow for the addition of non-NEOs into the 2013 Performance Share Unit Program without significantly increasing equity expense over the prior year.

One-half of CEO s total direct compensation package is performance-basedAs a result of the changes to our equity award mix in 2013, 50% of Mr. Cooper s targeted annual total direct compensation (short-term incentive and performance share unit awards) was performance-based and at-risk, while 37% of the targeted annual total direct compensation for the other NEOs was performance-based and at-risk if performance goals were not met.

Performance metrics used in incentive plans are linked to Company s strategic business planThe financial measures under the 2013 incentive award programs were linked directly to the annual and long-term strategic business plans reviewed and approved by the Board of Directors. Further, if minimum financial goals under the annual cash incentive award plan and the performance share unit awards under the long-term incentive program had not been met, no payouts would be made under these awards.

Outstanding Company performance relative to goals resulted in above target payouts under incentive plans. Company EBITDA and revenue performance exceeded the performance share unit plan growth goals for 2011-2013, allowing performance share unit payout of the 2011 performance share unit grant at 146.7% of target. Company EBITDA performance exceeded short-term incentive plan EBITDA goals for 2013, leading to payouts for short-term incentive payout at 116% of target.

Compensation Discussion and Analysis

We Are Committed to Strong Governance and Best Pay Practices

Our executive compensation philosophy is reflected in the programs and practices we embrace and how they align with shareholders' long-term interests. Below is a summary of these programs and practices.

What We Do

Pay for performance by delivering the majority of compensation through performance and equity-based plans
 Annual advisory say-on-pay vote
 Target total compensation near the median of relevant peers
 Maintain meaningful stock ownership guidelines for all NEOs
 Engage an independent compensation consultant
 Retain double trigger change-in-control agreements
 Conduct an annual risk analysis of compensation programs
 Maintain a clawback policy

What We Do Not Do

No excessive guaranteed pay targets
 No cash bonus paid unless Company is profitable
 No re-pricing of options or equity grants
 No pension benefits
 No gross-up of excise taxes or benefits
 No hedging or short sales of Company stock permitted
 No reward for excessive risk-taking
 No executive perquisites

We Consider Shareholder Feedback

Beginning in 2011, the Company began requesting that shareholders provide an annual say on pay advisory vote on its executive compensation program.

At our 2013 Annual Meeting of Shareholders, shareholders expressed substantial support for the compensation of our NEOs, with 96.6% of the votes cast for approval of the say on pay advisory vote. The Committee evaluated the results of the 2013 advisory vote in evaluating the Company's executive compensation programs. The Committee also considered many other factors as discussed in this Compensation Discussion and Analysis, including the Committee's assessment of the interaction of our compensation programs with our corporate business objectives, evaluations of our programs by external consultants, and review of pay data of a relevant group of peers. Each of these factors was evaluated in the context of the Committee's fiduciary duty to act in shareholders' best interests and bore on the Committee's decisions regarding our NEOs' compensation. The Committee did not make any changes to our executive compensation program and policies as a result of the 2013 say on pay advisory vote.

We Effectively Manage Risk

As part of its oversight of our compensation programs, the Committee also regularly reviews our various compensation plans, and has concluded they do not create risks reasonably likely to have a material adverse effect on the Company. Additionally, the Committee evaluated the current design of the compensation program for our NEOs and concluded that it encourages appropriate, but not excessive, levels of risk-taking.

The short-term incentive plan focused on multiple goals such as resource management, leadership development, change management and company profitability and provided relatively moderate awards for achievement of the goals. As discussed above, a significant portion of the executive compensation for the NEOs was received under the Long-Term Executive Equity Incentive Plan, which included vesting and performance requirements and provided meaningful shareholder value primarily in the form of sustained long-term growth of our common stock.

Compensation Discussion and Analysis

The Committee believed the following features of our 2013 compensation program, as described in greater detail throughout this document, served to mitigate excessive or unnecessary risk-taking:

- short- and long-term incentives included financial and non-financial metrics or objectives that required substantial performance on a broad range of material initiatives and/or sustained financial performance and growth;
- the maximum amount of annual cash bonus that could be earned was capped;
- a substantial portion of the total compensation for NEOs was delivered via equity awards that included a mix of restricted stock that vests over three years and performance share units that vest based on meeting certain performance targets and that encourage retention and sustained performance over time;
- stock ownership guidelines for the NEOs, insider trading and anti-hedging policies for NEOs and Directors; and
- the Company has adopted a clawback policy.

The Compensation Committee Oversees NEO Compensation

The Committee oversees, regularly reviews, and approves compensation programs for our NEOs. The Committee reviews and approves corporate goals and objectives relevant to the compensation plans applicable to the NEOs, and together with the Governance Committee, evaluates the performance of the Chief Executive Officer in light of the corporate goals and objectives established for him.

In making compensation recommendations to the Board, the Committee considers its compensation objectives, compensation practices of our peers, the roles and responsibilities of each NEO, and internal pay equity. The Committee seeks to align compensation with our current and long-term business strategy and goals. There is no formal weighting of any of these factors; the Committee uses its informed judgment in determining pay targets and amounts. The Committee reviews and discusses annual pay elements (base salary, bonus targets, and equity awards) each year. It evaluates other programs as needed based on changes in compensation objectives, alignment with overall Company direction and business strategy, competitive trends, accounting rules, and changes in tax and other laws and regulations. Based on a review of these factors and the Committee's recommendations, the Board has approved our executive compensation programs.

The Committee Retains Its Own Independent Compensation Consultant

The Committee retains its own external independent compensation consultant, Mercer (US) Inc. (Mercer), to provide an in-depth external review of its executive compensation programs every two years based on peer group benchmarking. Mercer attends key meetings of the Committee and is available to the Committee as necessary.

In 2012, the Committee reaffirmed its consulting relationship with Mercer through an evaluation process that included the evaluation of other independent compensation consultants. At the time, and on an annual basis, the Committee evaluates the independence of Mercer to ensure that no conflicts of interest of any kind exist between Mercer and the Company, including personal or business relationships between Mercer and Company or Company executive officers, Company stock ownership by Mercer, or engagement of Mercer by the Company for other material services; however, the Company's EVP Human Resources may engage Mercer, on occasion, to provide compensation market expertise for non-NEO positions.

Information provided by Mercer is considered by the Committee but does not directly determine any of our actual compensation arrangements. The Committee applies its informed judgment when establishing the compensation elements, targets and final

awards.

Our Compensation Programs Are Carefully Designed to Support Specific Objectives

In making compensation recommendations to the Board, the Committee considers its compensation objectives, including structuring compensation programs that demonstrate our commitment to pay for performance in both short- and long-term incentive elements, the compensation practices of our peers, the roles and responsibilities of each NEO, and internal pay equity. The Committee designs our executive compensation programs with a goal to achieve the following objectives:

- align, focus, attract and retain the key executive talent needed to achieve our long-term business strategies;
- provide a significant portion of each NEO's annual compensation based on both Company and individual performance;
- establish performance targets for incentive compensation that align with both our annual and long-term business strategies;

Compensation Discussion and Analysis

- reflect the role, scope, and complexity of each NEO's position relative to other NEOs;
- balance the need to be competitive against our industry peers with our commitment to control costs;
- focus on performance and align NEOs' interests with both short- and long-term business objectives;
- motivate NEOs to create long-term shareholder value;
- target total compensation near the median of our peers; and
- provide strong incentives for NEOs to join and remain at TrueBlue.

Each Component of Compensation Has Its Purpose

Our compensation program is made up of several components as summarized below. Each has a specific purpose and contributes to a well-balanced, competitive program.

The 2013 NEO total compensation program incorporates the elements described below in a manner that emphasizes pay for performance.

Component	Purpose
Base Salary	An annually fixed level of pay that reflects the role, scope and complexity of each NEO's position relative to other NEOs.
Cash Bonus	Performance-based compensation payable only upon our achievement of annual Company performance measures and the NEO's achievement of specific individual objectives that are aligned with the business strategy and shareholders' interests.
Restricted Shares	Retention-based compensation time-vested ratably over three years.
Performance Shares	Performance-based compensation that delivers shares of our stock only if the Company meets certain performance measures over a multi-year period.

The 2013 NEO total compensation program incorporates the elements described above in a manner that emphasizes pay for performance in both short- and long-term incentive elements. The charts below reflect the percentages of our 2013 NEO compensation package that represent base salary (Base Salary), short-term bonus target (STI Target), performance share unit target (PSU Target), and restricted share awards (RSA).

Compensation Discussion and Analysis

Peer and External Market Data is Considered in Setting NEO Pay Targets

The market analysis completed by Mercer in 2011 contributed to the changes in the compensation target values, effective January 2012. These values were largely carried forward into 2013.

To establish the 2012 compensation program, at its September 2011 meeting, the Committee received a summary from Mercer of external peer group pay practices relating to base salaries, actual and target short-term incentives, long-term incentives and total compensation. The summary was based on information compiled from both peer group proxy data and published salary surveys compiled by Mercer. The companies in the peer group were selected because they were engaged in staffing or were in industries that operate multi-unit branches on a national basis.

The selected peer group:

CDI Corp

Kforce, Inc.

Dollar Thrifty Automotive Group, Inc.

Resources Connection, Inc.

G&K Services, Inc.

Robert Half International, Inc.

H&E Equipment Services, Inc.

RSC Holdings, Inc.

Healthcare Services Group, Inc.

SFN Group, Inc.

Hudson Global, Inc.
(formerly Hudson Highland Group, Inc.)

Unifirst Corp

Insperty, Inc.
(formerly Administristaff Company)

The data from this peer group was combined with national published surveys compiled by Mercer (Mercer: US Global Premium Executive Remuneration Suite January 2011 Release) and Towers Watson Data Services (Survey Report on Top Management Compensation).

At the time of peer group selection in Spring 2011, the Mercer study showed that the Company's peer group had the following financial statistics (in millions):

	Revenue	Market Capitalization	Total Assets
25th Percentile	\$795	\$516	\$397

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Median	\$991	\$762	\$636
75th Percentile	\$1,537	\$1,008	\$909
TrueBlue	\$1,149	\$793	\$546
Percentile Rank	62.9%	54.3%	41.1%

In 2011, the Mercer compensation review found the following with respect to Company's executive compensation:

- current base salary and total target cash compensation were slightly below the market 25th percentile for our CEO and slightly above the market 25th percentile for the other NEOs;
- short-term cash incentive targets were at the market 25th percentile for all of the NEOs; and
- target long-term equity incentive grant value was between the market 25th percentile and 50th percentile for the CEO and slightly below the market 50th percentile for the other NEOs.

The Company strives for overall total compensation to approximate the 50th percentile of the market, and recognized compensation, on average or by particular element, was below this level. In response, in 2012, the Committee changed the compensation elements for select NEOs to increase the at risk performance-based compensation opportunity. This moved executive overall compensation closer to the peer group 50th percentile.

2013 NEO Compensation

In reviewing the objectives of the compensation program and the changes made in 2012, the Committee approved the following 2013 NEO compensation targets.

Base Salaries

No changes were made to NEO base salaries in 2013.

NEO	2012 Base Salary	2013 Base Salary	Percentage Change
Mr. Cooper	\$600,000	\$600,000	0%
Mr. Gafford	\$350,000	\$350,000	0%
Ms. Cannon	\$300,000	\$300,000	0%
Mr. Defebaugh	\$310,000	\$310,000	0%
Mr. Larkin	\$330,000	\$330,000	0%

Compensation Discussion and Analysis

Short-term Incentive Plan

The short-term incentive bonus for 2013 measured and rewarded performance against two components: Company and individual performance. At target, the components were equally weighted. At the end of the performance period, both components were calculated separately and added together to determine the total bonus awarded. The short-term incentive bonus was completely at-risk and no short-term incentive bonuses could be earned unless the Company was profitable after taking into account payment of all management bonuses.

Component	CEO	Other NEOs
Component #1 Individual Performance	Individual performance goals are reviewed by the Governance Committee and approved by the Board at the beginning of the fiscal year.	Individual performance goals align the NEOs' focus on the management of critical matters for which they have both direct and shared responsibility. These goals are established by the CEO and approved by the Committee at the beginning of the fiscal year.
Component #2 Company Performance	The Company performance goal for 2013 was based on EBITDA ¹ growth over the previous year.	The Company performance goal for 2013 was based on EBITDA ¹ growth over the previous year.

¹ EBITDA is a non-GAAP financial measure that excludes interest, taxes, depreciation, and amortization from net income and is a key measure used by management in evaluating performance. For purposes of determining the 2013 short-term incentive awards, EBITDA was adjusted for non-recurring costs related to acquisitions.

The following table shows the two performance components (individual and Company) of the short-term incentive for 2013 and the potential award as a percentage of base salary payable for each component. The maximum target of 30% EBITDA growth is a change from 2012 (40%), and reflects the Committee's acknowledgment of the competitive environment and desire to establish challenging yet reasonably attainable targets. Consistent with the objective that potential compensation reflects the role and responsibilities of each NEO, the short-term incentive potential varies by executive to reflect the individual's market value or role within TrueBlue.

NEO	Component # 1	Component # 2	Company Performance Award as % of Base Salary		
	Individual Performance Award as % of Base	Threshold (10% EBITDA Growth)¹	Target (20% EBITDA Growth)¹	Maximum (30% EBITDA Growth)¹	
Mr. Cooper	Up to 50%	25%	50%	100%	
Mr. Gafford	Up to 20%	10%	20%	60%	
Ms. Cannon	Up to 20%	10%	20%	40%	
Mr. Defebaugh	Up to 20%	10%	20%	40%	
Mr. Larkin	Up to 20%	10%	20%	60%	

¹ The number in parentheses under the threshold, target, and maximum columns represents the Company EBITDA growth required to attain the corresponding award payment.

Compensation Discussion and Analysis

Component # 1 2013 Individual Performance

The Chief Executive Officer's individual performance bonus for 2013 was based on specific performance goals involving areas of responsibility including:

- Growth
- Project Leadership
- Communications
- Strategy Development, and
- Leadership Development

At the end of the year, the Governance Committee discussed each performance area, the CEO's self-evaluation, and the evaluations of the CEO by each of the independent Directors. The Governance Committee noted the Company's strong performance under the CEO's leadership. The Governance Committee concluded that, based on all the facts and circumstances, the CEO performed at a level that entitled him to receive 100% of his individual bonus, which was equal to 50% of his base salary.

The goals for all other NEOs were focused on the following categories:

- Resource Management
- Growth
- Project Leadership
- Strategy Development
- Communications
- Leadership Development, and
- Function-specific Goals

Based on the Chief Executive Officer's recommendation, as reviewed and approved by the Committee, the following determinations were made:

- Messrs. Defebaugh, Larkin and Ms. Cannon each received 100% of his or her individual bonus opportunity equal to 20% of base salary, and
- Mr. Gafford received 80% of his respective individual bonus opportunity equal to 16% of base salary. Mr. Gafford's individual bonus score reflected his level of achievement of individual goals as evaluated by the CEO.

Component # 2 2013 Company Performance

In evaluating Company performance, the Committee considered the impact on the calculation of EBITDA of certain non-recurring costs related to acquisitions incurred during 2013. After consideration of the impact of those non-recurring items, the Compensation

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Committee determined that, for purposes of short-term incentives, EBITDA growth should be calculated excluding those costs incurred during 2013. The Committee felt that excluding those non-recurring items in assessing management performance more closely aligns management incentives with shareholder interests. Adjusted EBITDA growth, on that basis, equaled 21.6%, which earned 116% of the target Company performance incentive.

The following table shows the total short-term incentive bonus amounts for 2013 paid to each of the NEOs:

Executive	2013 Bonus Opportunity at Target			Component #1 Individual Performance		Component #2 Company Performance		Company Performance	
	Base Salary	as % of Base Salary	Target Bonus at Target \$	Individual Performance Score	Individual Performance		Company Performance		Company Bonus as % of Base Salary
					Individual Bonus as % of Base Salary	Individual Performance Bonus \$	Company Performance Score	Company Performance Bonus \$	
Target \$	Score	Bonus \$	Score	Bonus \$	Score	Bonus \$			
Mr. Cooper	\$600,000	100%	\$600,000	100%	50%	\$300,000	116%	58%	
Mr. Gafford	\$350,000	40%	\$140,000	80%	16%	\$56,000	116%	26%	
Ms. Cannon	\$300,000	40%	\$120,000	100%	20%	\$60,000	116%	23%	
Mr. Defebaugh	\$310,000	40%	\$124,000	100%	20%	\$62,000	116%	23%	
Mr. Larkin	\$330,000	40%	\$132,000	100%	20%	\$66,000	116%	26%	

Compensation Discussion & Analysis

Long-term Equity Compensation Incentives

The Long-Term Executive Equity Incentive Plan was designed to align the interests of the NEOs with those of the shareholders. The combination of vesting requirements and stock ownership guidelines were intended to promote retention and a long-term commitment to the Company. As in previous years, the 2013 equity awards for NEOs were comprised of a combination of restricted shares and performance share units. The Committee chose these two equity vehicles after considering other vehicles, including stock options.

The Committee reaffirmed that performance share units more directly link pay to specific long-term performance goals than stock options and restricted stock because they put pay at risk. This allocation of performance share units and restricted share grants provides an appropriate balance between long-term performance incentives and retention goals.

Overall, the target award value for each executive was lower in 2013 than 2012, to allow for the addition of non-NEOs into the 2013 Performance Share Program without significantly increasing equity expense over the prior year.

The following table shows the total target awards as a percentage of base salary and the mix between restricted stock and performance shares for our Chief Executive Officer and each of the other NEOs.

NEO	Total Equity as % of Base Salary	Restricted Shares as % of Base Salary	Performance Share Units as % of Base Salary ¹
Mr. Cooper	150%	75%	75%
Mr. Gafford	100%	50%	50%
Ms. Cannon	80%	40%	40%
Mr. Defebaugh	80%	40%	40%
Mr. Larkin	100%	50%	50%

¹ See below for how the actual number of shares granted was determined.

Restricted Shares

The number of shares awarded was calculated by dividing the target dollar value of the award by the trailing 60-day average closing price of the Company's stock on the date of grant. The grant date was the second trading day after the announcement of fourth quarter and year-end results, which for the 2013 grant was February 8, 2013. One-third of the restricted shares vest each year on the anniversary date of the award.

Performance Share Units

The target number of performance share units awarded was calculated by dividing the target dollar value of the award by 80% of the trailing 60-day average closing price of the Company's stock on the date of grant. This 20% discount was recommended by Mercer to take into account the contingent nature of the units and risk of forfeiture. Performance share units will vest and be converted into our common stock only if certain cumulative growth rates (EBITDA and revenue) are met at the completion of the three-year performance period.

The Committee established and the Board approved minimum, target, and maximum vesting rates according to potential growth results for the Company as set forth in the following table. Award levels will be extrapolated between levels beginning at the 50% threshold level up to the maximum level. The performance share unit award is completely at-risk and no performance share units will vest at any level unless the threshold EBITDA growth target is met and the Company's total cumulative revenue at the end of the three-year period exceeds three times 2012 revenue plus 10% of 2012 revenue.

The Committee believes the achievement of sustained EBITDA growth, together with the revenue growth threshold, required by the performance share award will be of substantial benefit to the shareholders. If the 10% revenue growth threshold is met, the number of performance share units earned at the end of the three-year award period will be determined by the cumulative growth in EBITDA during the performance period as illustrated by the table below:

3-Year Cumulative EBITDA Growth

% of Shares Awarded

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Maximum 30%	150%
Target 20%	100%
Threshold 10%	50%

Example: If the three-year EBITDA growth averages 20%, NEOs will receive 100% of their target performance share units. A three-year 30% cumulative growth in EBITDA will earn an award of 150% of the target performance share units.

Compensation Discussion & Analysis

2011 Performance Share Unit Award Payment Determination (2011 - 2013 Performance Period)

In 2011, Messrs. Cooper, Defebaugh, Gafford, Larkin and Ms. Cannon were awarded target performance shares as a component of their total long-term equity award. This 2011 award was received by the NEOs after the final determination and release of the Company's 2013 performance at the end of the applicable performance period. The performance shares provided the potential to earn up to 150% of the target performance shares granted, upon completion of the three-year performance cycle and dependent upon performance against financial metrics established by the Committee at the beginning of the performance cycle as illustrated by the table below:

Average Annual EBITDA Growth	Average Annual Revenue Growth			
	Threshold	3%	Target 6%	Maximum 9%
Maximum 27%	100%		125%	150%
Target 18%		75%	100%	125%
Threshold 9%	50%		75%	100%

During this three-year period, the Company realized 12.4% average revenue growth and 25.8% average EBITDA growth, achieving a payout of 146.7% of target shares under the plan.

Actual shares granted to each NEO under the 2011 Performance Share Unit award are summarized below.

Executive	Target Shares	Actual Shares Awarded
Mr. Cooper	30,031	44,043
Ms. Cannon	8,736	12,812
Mr. Defebaugh	8,736	12,812
Mr. Gafford	8,736	12,812
Mr. Larkin	8,736	12,812

In 2012 We Adopted a Clawback Policy

The Committee adopted a formal clawback policy in 2012 that became effective for fiscal year 2013. Our policy applies to all current and former NEOs and certain other executives (including the Chief Accounting Officer) who receive incentive-based compensation after January 1, 2013. Under the policy, the Company may seek to recover the incentive compensation awarded or paid where: (a) the incentive compensation was calculated based wholly or in part upon the achievement of certain financial results that were subsequently the subject of a restatement, (b) in the Committee's view the executive engaged in fraud or illegal conduct that materially contributed to or caused the restatement, and (c) a lower payment would have been made to the executive based upon the restated financial results. The Committee retains discretion regarding the application of the policy and may determine not to seek recovery from an executive if it determines that to do so would be unreasonable or that it is not in the best interest of the Company and its shareholders to do so.

We Expect Our NEOs to Maintain Significant Stock Ownership

In 2008, the Committee adopted the following stock ownership guidelines applicable to the NEOs based on a multiple of base salary:

	Stock Ownership Guidelines		Status
	Multiple of base salary		
Chief Executive Officer	3x		Achieved by CEO

Other NEOs

2x Achieved by all
other NEOs

NEOs are expected to achieve their targets within five years of becoming subject to the ownership guidelines. The guidelines may be satisfied by shares owned outright (regardless of whether acquired through a Company plan or other acquisition), unvested restricted shares or shares held in the NEO's account under our employee stock purchase or 401(k) plans. Unvested performance share units may not be used to satisfy the stock ownership guidelines. Compliance with the guidelines is reviewed on an ongoing basis. NEOs who have not satisfied the applicable guideline after becoming subject to them are encouraged to retain 50% of the net amount of their shares (after applicable taxes) on each vesting date for their restricted stock awards. All NEOs have achieved their respective stock ownership level.

Compensation Discussion & Analysis

We Maintain a Strict Insider Trading Policy

Under the Company's Insider Trading Policy, all Directors and NEOs are prohibited from hedging the economic interest in our securities that they hold. In addition, we prohibit Company personnel, including the NEOs from engaging in any short-term, speculative securities transactions, including pledging, or purchasing Company securities on margin, engaging in short sales, buying or selling put or call options, and trading in options (other than those granted by the Company).

We Maintain Conservative Employment Agreements for Our NEOs

The Company has entered into employment agreements with each of the NEOs, under which each NEO may be entitled to payments upon termination of employment under the circumstances described below under Potential Payments to Named Executive Officers upon Termination or Change-in-Control. The Committee believes that the termination payments under the employment agreements are necessary to attract and retain high caliber executives in a competitive labor market, and to motivate them to contribute to our short- and long-term success for the benefit of our shareholders. The Committee designed the termination payments, which are competitive with our compensation peer group and general industry practices, to achieve a balance between these objectives and the potential impact on shareholders. The major provisions intended to achieve this balance include:

- the termination benefits are payable only if the executive's employment is terminated without cause or if the executive terminates his or her employment with good reason other than death or disability;
- cash severance payments are limited to separation payments at a rate equal to the executive's base salary for 18 months for Mr. Cooper and 12 months for the other NEOs. In addition, under their employment agreement or plan document, the NEOs would receive a prorated short-term incentive bonus subject to the performance conditions set by the Board;
- vesting in certain equity awards as set forth in the NEOs employment agreement or applicable grant document;
- Mr. Cooper's employment agreement provides that if he is deemed to receive an excess parachute payment as defined in Section 280G of the Internal Revenue Code by reason of his vesting of the unvested equity

awards, the amount of such payments will be reduced or, alternatively, the provisions of the employment agreement will not act to vest his unvested equity incentive awards, so that no such payments will constitute excess parachute payments; and

- the separation benefits are conditioned upon the execution by the executives of a release of claims against the Company, and continued compliance with non-competition and other covenants made by the executive.

Our Change-in-Control Agreements Protect Shareholder Interests

The Company has entered into change-in-control agreements with certain executive officers, including all NEOs. These agreements are described in greater detail under Potential Payments to Named Executive Officers upon Termination or Change-in-Control below, and were approved by all of the independent Directors. The change-in-control agreements are intended to protect the interests of our shareholders by providing short-term security for the executives in the event management and the Board are presented with a business combination or other opportunity that is determined to be in the best interest of our shareholders. The Committee designed the change-in-control agreements to achieve a balance between the benefits of providing executives with security and the potential impact on the shareholders. The major provisions intended to achieve this balance include:

- the change-in-control agreements require a double trigger, i.e. both a change-in-control and either an involuntary termination by the Company or a termination for good reason by the executive;
- the basic benefit is limited to an amount equal to two times (three times in the case of the Chief Executive Officer) the sum of (i) the executive's annual base salary rate in effect for the year in which the termination date occurs and (ii) the executive's short-term incentive target award, in addition to the immediate vesting of outstanding, unvested equity awards;
- the effective cost is further controlled by a modified cap which provides that if the parachute amount payable would trigger an excise tax under Section 4999 of the Internal Revenue Code, then the amount required to be paid is the greater of the cut-back parachute payment or 90% of the full parachute payment after taxes;

Compensation Discussion & Analysis

- the agreements do not include an obligation to pay a gross up in the event excise taxes are payable; and
- the agreements include restrictive covenants covering non-competition, non-solicitation, non-disparagement and confidentiality.

We Provide a Nonqualified Deferred Compensation Plan

The Committee approved and adopted the Company's Nonqualified Deferred Compensation Plan in 2006 (the "Deferred Compensation Plan"). The NEOs, in addition to other of our highly compensated employees, as defined in IRS regulations, are entitled to participate in the Deferred Compensation Plan. The NEOs are not entitled to participate in the Company's 401(k) plan. In October 2012, the Company adopted changes to the Deferred Compensation Plan allowing participants to maintain their balances in the Deferred Compensation Plan upon termination of employment if a participant has attained the age of at least 40 years, achieved five years of credited service and has an accumulated balance of at least \$5,000. The change is intended to make the plan more attractive to participants as a possible retirement planning vehicle.

Under the Deferred Compensation Plan, eligible employees may defer up to 75% of base salary and up to 100% of amounts received under the short-term incentive plan. The Deferred Compensation Plan also includes in-service accounts that allow distribution of contributions during employment and installment payments for distributions (up to 10 years) for additional flexibility for tax purposes and retirement planning. Under the Deferred Compensation Plan, the Company can match employee contributions at double the rate matched under the Company's 401(k) plan and such matching funds will be immediately vested. In 2013, the match was 50% of contributions to the plan up to \$17,500. Details of amounts actually contributed to executives plans for 2013 contributions are provided in the Nonqualified Deferred Compensation Table, below. Under the Plan, the Company can also make additional contributions with different vesting schedules for retention purposes, but no additional contributions were made during 2013.

Although we plan to invest deferred amounts in separate investment funds managed by third parties, we are not required to do so and all deferred amounts are subject to the risk of loss in the event we become insolvent. The Deferred Compensation Plan is administered by a benefits

committee consisting of our employees and NEOs who are eligible to participate on the same basis as other eligible employees.

The Committee believes the Deferred Compensation Plan is necessary as a competitive, meaningful retirement benefit for those employees who are eligible to participate, which includes the NEOs, and does not impose any significant risk to or burden on the Company.

We Do Not Offer Pension Benefits

The Company does not maintain a defined benefit pension plan or supplemental pension plan.

We Design Our Plans With Tax and Accounting Implications In Mind

Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code limits our ability to deduct certain compensation over \$1 million paid to certain of the NEOs unless such compensation is based on performance objectives meeting certain criteria or is otherwise excluded from the limitation. The Committee uses, where practical, compensation policies and practices intended to preserve tax deductibility of executive compensation. However, notwithstanding this general practice, the Committee also believes there may be circumstances in which our interests are best served by maintaining flexibility in the way compensation is provided, whether or not compensation is fully deductible under Section 162(m). Accordingly, it is possible some compensation paid to certain of the NEOs may not be deductible, such as the restricted stock portion of the long-term executive equity incentive plan and short-term incentive bonuses to the extent the aggregate of non-exempt compensation exceeds the \$1 million level.

Nonqualified Deferred Compensation

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We make every effort to operate in compliance with the statutory provisions regarding nonqualified deferred compensation arrangements in Section 409A of the Internal Revenue Code.

Accounting for Stock-Based Compensation

We account for stock-based compensation, including our restricted stock and performance share units in accordance with the requirements of FASB ASC Topic 718.

Executive Compensation Tables

Summary Compensation Table

The following table shows all compensation paid by the Company in fiscal 2011, 2012, and 2013 to our Chief Executive Officer, Chief Financial Officer, and the other three most highly paid executive officers. All individuals listed in the following tables are referred to in this Proxy Statement as the Named Executive Officers or NEOs.

Name and Principal Position	Year	Salary	Stock Awards	Non-Equity	All	Total
				Incentive Plan Compensation	Other Compensation	
Steven C. Cooper	2011	\$550,002	\$ 928,124	\$ 495,000		\$1,973,126
<i>President and</i>	2012	\$599,040	\$ 1,624,042	\$ 450,000		\$2,673,082
<i>Chief Executive Officer</i>	2013	\$600,001	\$ 1,189,544	\$		