

TIME WARNER CABLE INC.  
Form DEF 14A  
May 18, 2015  
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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

**TIME WARNER CABLE 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.

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May 18, 2015

Dear Stockholder:

We cordially invite you to attend Time Warner Cable Inc.'s annual meeting of stockholders. The meeting will be held on Wednesday, July 1, 2015, at 10:00 a.m. in the Auditorium at the New York Institute of Technology, 1871 Broadway, New York, New York 10023. A map with directions to the meeting is provided on the back cover of the proxy statement.

As a stockholder, you will be asked to vote on a number of important matters, which are listed in the Notice of Annual Meeting of Stockholders:

to re-elect twelve members of the Company's Board of Directors for another annual term;

to ratify the Board's selection of independent auditors;

to consider a non-binding advisory vote on the compensation of our named executive officers as described in the proxy statement; and

to consider two stockholder proposals described in more detail in the proxy statement.

The Board of Directors recommends a vote **FOR** the proposals listed as items 1, 2 and 3 in the Notice and **AGAINST** the stockholder proposals.

This year, we are taking advantage of Securities and Exchange Commission rules that allow companies to furnish proxy materials to their stockholders on the Internet. We believe that these rules allow us to provide our stockholders with the information they need, while lowering the costs of delivery and reducing the environmental impact of producing and distributing materials for our annual meeting. Under these rules, you can vote in one of several ways. Instructions are provided in our communications to you. If you received a Notice of Internet Availability of Proxy Materials in the mail, you can vote over the Internet, or, if you request printed copies of the proxy materials by mail, you also can vote by mail or by telephone. **Your vote at the annual meeting is important.** Whether or not you plan to attend the annual meeting in person, it is important that your shares be represented. We urge you to submit your proxy as promptly as possible.

If you are planning to attend the annual meeting in person, because of security procedures, **you will need to register in advance to gain admission to the meeting.** You can register by calling 1-866-892-8925 or sending an email with your name and address to: [ir@twcable.com](mailto:ir@twcable.com) by June 29, 2015. In addition to registering in advance, you will be required to present government-issued identification (*e.g.*, driver's license or passport) to enter the meeting. The meeting also will be audiocast live on the Internet at [www.twc.com/investors](http://www.twc.com/investors).

I look forward to greeting those of you who are able to attend the annual meeting.

Sincerely,

Robert D. Marcus

*Chairman and*

*Chief Executive Officer*

**PLEASE PROMPTLY SUBMIT YOUR PROXY**

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Time Warner Cable Inc.

60 Columbus Circle

New York, New York 10023

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

The Annual Meeting (the Annual Meeting ) of Stockholders of Time Warner Cable Inc. (the Company ) will be held on Wednesday, July 1, 2015, at 10:00 a.m. (local time). The meeting will take place at:

New York Institute of Technology

Auditorium

1871 Broadway

New York, New York 10023

The purposes of the meeting are:

1. To elect twelve directors for a term of one year, and until their successors are duly elected and qualified;
2. To ratify the appointment of the firm of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015;
3. To adopt, on an advisory basis, a resolution approving the compensation of the Company's named executive officers, as described in the Proxy Statement under Executive Compensation;
4. To consider and vote on two stockholder proposals described in the Proxy Statement, if properly presented at the Annual Meeting; and
5. To transact such other business as may properly come before the Annual Meeting.

The close of business on May 7, 2015 is the record date for determining stockholders entitled to vote at the Annual Meeting. Only holders of the Company's common stock, par value \$0.01 per share (the Common Stock ), as of the record date are entitled to vote on the matters listed in this Notice of Annual Meeting.

**Your vote is important. Whether or not you plan to attend the Annual Meeting in person, it is important that your shares be represented. Please follow the instructions in the Notice you received by mail or email and vote as soon as possible.** Any stockholder of record who is present at the meeting may vote in person instead of by proxy, thereby canceling any previous proxy. You may not appoint more than three persons to act as your proxy at the meeting.

**Please note that, if you plan to attend the Annual Meeting in person, you will need to register in advance to be admitted.** You may register in advance by telephone at 1-866-892-8925 or by email to: [ir@twcable.com](mailto:ir@twcable.com) by June 29, 2015. The Annual Meeting will start promptly at 10:00 a.m. To avoid disruption, admission may be limited once the meeting begins.

TIME WARNER CABLE INC.

MARC LAWRENCE-APFELBAUM

*Executive Vice President, General*

*Counsel and Secretary*

May 18, 2015

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# TIME WARNER CABLE INC.

60 Columbus Circle

New York, New York 10023

## PROXY STATEMENT

This Proxy Statement is being furnished to stockholders in connection with the solicitation of proxies by the Board of Directors (the "Board") of Time Warner Cable Inc., a Delaware corporation ("TWC" or the "Company"), for use at the Annual Meeting of the Company's stockholders (the "Annual Meeting") to be held on Wednesday, July 1, 2015, in the Auditorium at the New York Institute of Technology, 1871 Broadway, New York, New York 10023 commencing at 10:00 a.m., local time, and at any adjournment or postponement, for the purpose of considering and acting upon the matters set forth in the accompanying Notice of Annual Meeting of Stockholders. Stockholders attending the Annual Meeting in person should refer to the directions provided on the back cover of the Proxy Statement.

The Company is taking advantage of Securities and Exchange Commission ("SEC") rules that allow companies to furnish proxy materials to stockholders via the Internet. Accordingly, the Company is sending a Notice of Internet Availability of Proxy Materials (the "Notice") to its stockholders of record and beneficial owners, unless they have directed the Company to provide the materials in a different manner. The Notice provides instructions on how to access and review all of the important information contained in the Company's Proxy Statement and Annual Report to Stockholders, as well as how to submit a proxy over the Internet. If a stockholder receives the Notice and would still like to receive a printed copy of the Company's proxy materials, instructions for requesting these materials are included in the Notice. The Company plans to mail the Notice to stockholders by May 21, 2015. The Company will continue to mail a printed copy of this Proxy Statement and form of proxy to certain stockholders, and it expects that mailing to begin on or about May 21, 2015.

At the close of business on May 7, 2015, the record date for determining the stockholders entitled to notice of, and to vote at, the Annual Meeting, there were outstanding and entitled to vote 282,686,199 shares of the Company's common stock, par value \$0.01 per share ("Common Stock"). For information about stockholders' eligibility to vote at the Annual Meeting and the ways to submit and revoke a proxy, please see "Voting at the Annual Meeting," below. Each issued and outstanding share of Common Stock has one vote on any matter submitted to a vote of stockholders.

### Voting Shares in Your Brokerage Account

If you hold your shares of Common Stock through a broker, bank or other financial institution, your broker will not be permitted to vote on your behalf on most of the matters presented at the Annual Meeting, including the election of directors, unless you provide specific instructions **by completing and returning the Voting Form or following the instructions provided to you to vote your shares via telephone or the Internet. For your vote to be counted, you will need to communicate your voting decisions to your broker, bank or other financial institution before the date of the Annual Meeting.**

If you have any questions about this rule or the proxy voting process in general, please contact the broker, bank or other financial institution where you hold your shares. The SEC also has a website ([www.sec.gov/spotlight/proxymatters.shtml](http://www.sec.gov/spotlight/proxymatters.shtml)) with more information about your rights as a shareowner.

### Annual Report

A copy of the Company's Annual Report to Stockholders for the year 2014 is available on the Company's website at [www.twc.com/annualmeetingmaterials](http://www.twc.com/annualmeetingmaterials).



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### **Recommendations of the Board of Directors**

The Board of Directors recommends a vote:

**FOR** the election of each of the twelve nominees for election as directors;

**FOR** ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2015;

**FOR** the adoption of the resolution approving the compensation of the Company's named executive officers; and

**AGAINST** the stockholder proposals described in this Proxy Statement.

**Important Notice Regarding the Availability of Proxy Materials for the**

**Annual Meeting of Stockholders to be Held on Wednesday, July 1, 2015:**

This Proxy Statement and the Company's 2014 Annual Report to Stockholders are available at [www.twc.com/annualmeetingmaterials](http://www.twc.com/annualmeetingmaterials).

## **CORPORATE GOVERNANCE**

### **General**

The Company is committed to maintaining strong corporate governance practices that allocate rights and responsibilities among stockholders, the Board of Directors and management in a manner that benefits the long-term interests of the Company's stockholders. Accordingly, the Company's corporate governance practices are designed not merely to satisfy regulatory requirements, but to provide for effective oversight and management of the Company.

The Board has devoted substantial attention to the subject of corporate governance. Among other things, the Board has established a Nominating and Governance Committee and has developed a Corporate Governance Policy. The Board refines this Policy from time to time as it deems necessary. The Corporate Governance Policy sets forth the basic rules of the road to guide how the Board and its committees operate.

The Board of Directors also regularly holds executive sessions without management present, conducts examinations of management's and the Board's performance, has adopted a code of conduct for employees and has enacted a set of ethics guidelines specifically for outside directors. The Board of Directors engages in a regular process of reviewing its corporate governance practices, including comparing its practices with those recommended by various corporate governance groups, the expectations of the Company's stockholders, and the practices of other leading public companies. The Company also regularly reviews its practices in light of proposed and adopted laws and regulations, including the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act, the rules of the Securities and Exchange Commission (SEC), and the rules and listing standards of the New York Stock Exchange (the NYSE), on which the Common Stock is listed for trading.

Information on the Company's corporate governance is available to the public under Corporate Governance at [www.twc.com/investors](http://www.twc.com/investors) on the Company's website. The information on the website includes: the Company's by-laws, its Corporate Governance Policy (which includes the Board's categorical standards for determining director independence), the charters of the Board's four standing committees, the Company's codes of conduct, and information regarding the process by which stockholders may communicate with members of the Board of Directors. These documents are also available in print by writing to the Company's Corporate Secretary at the following address: Time Warner Cable Inc., 60 Columbus Circle, New York, New York 10023, Attn: General Counsel.

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The remainder of this section of the Proxy Statement summarizes the key features of the Company's corporate governance practices:

### **Board Size**

The number of directors constituting the full Board is currently set at twelve. The Board of Directors has adopted a policy, consistent with the Company's Certificate of Incorporation and by-laws, that it may determine the size of the Board from time to time. In establishing its size, the Board considers a number of factors, including (i) resignations and retirements from the current Board, (ii) the availability of appropriate and qualified candidates and (iii) balancing the desire of having a small enough Board to facilitate deliberations with, at the same time, having a large enough Board to have the diversity of backgrounds, professional experience and skills so that the Board and its committees can effectively perform their responsibilities in overseeing the Company's businesses.

### **Criteria for Membership on the Board**

While a significant amount of public attention has been focused on the need for directors to be independent, independence is just one of the important factors that the Board and its Nominating and Governance Committee take into consideration in selecting nominees for director. The Nominating and Governance Committee and the Board of Directors apply the same criteria to all candidates, regardless of whether the candidate is proposed by a stockholder or is identified through some other source.

**Overall Composition.** As a threshold matter, the Board of Directors believes it is important for the Board as a whole to reflect an appropriate combination of skills, professional experience and diversity of backgrounds in light of the Company's current and future business needs.

**Personal Qualities.** Each director must possess certain personal qualities, including financial literacy and a demonstrated reputation for integrity, judgment, business acumen, and high personal and professional ethics. In addition, each director must be at least 21 years of age at the commencement of service as a director.

**Commitment to the Company and its Stockholders.** Each director must have the time and ability to make a constructive contribution to the Board, as well as a clear commitment to fulfilling the director's fiduciary duties and serving the interests of all the Company's stockholders.

**Other Commitments.** Each director must satisfy the requirements of antitrust laws that limit service as an officer or director of a significant competitor of the Company. In addition, in order to ensure that directors have sufficient time to devote to their responsibilities, the Board has determined that directors should generally serve on no more than four other public company boards.

**Additional Criteria for Incumbent Directors.** During their terms, all incumbent directors on the Company's Board are expected to attend the meetings of the Board and committees on which they serve and the annual meetings of stockholders; to stay informed about the Company and its business; to participate in discussions; to comply with applicable Company policies; and to provide advice and counsel to the Company's management.

**Additional Criteria for New Directors.** As part of its annual assessment of the Board's composition in light of the Company's current and expected business needs, the Nominating and Governance Committee has identified additional criteria for new members of the Board. The following attributes may evolve over time depending on changes in the Board and the Company's business needs and environment, and may be changed before the proxy statement for the 2016 annual meeting of stockholders is furnished to stockholders.

**Professional Experience.** New candidates for the Board should have significant experience in areas such as the following: (i) senior officer (*e.g.*, president, chief executive officer or chief financial officer) of a major corporation (or a comparable position in the government, academia or non-profit sector); or (ii) a high-level position and expertise in one of the following areas: cable, telecommunications, media and entertainment, marketing or consumer technology.

**Diversity.** The Nominating and Governance Committee also believes it would be desirable for new candidates for the Board to enhance the diversity of the Board (*e.g.*, gender, ethnic and/or geographic).

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**Committee Eligibility.** In addition to satisfying the independence requirements that apply to directors generally (see below), the Nominating and Governance Committee believes that it would be desirable for new candidates for the Board to satisfy the requirements for serving on the Board's committees, as set forth in the charters for those committees and applicable regulations.

**Director Experience.** The Nominating and Governance Committee believes it would also be desirable for candidates for the Board to have experience as a director of a public corporation.

**Independence.** Under NYSE rules, a majority of the directors on the Board must be independent. The Board has determined that eleven of the twelve current directors, each of whom is also a nominee for director (or 92% of the Board), are currently independent in accordance with the Company's criteria. The Board applies the following NYSE criteria in making its independence determinations.

**No Material Relationship.** The director must not have any material relationship with the Company. In making this determination, the Board considers all relevant facts and circumstances, including commercial, charitable, and familial relationships that exist, either directly or indirectly, between the director and the Company.

**Employment.** The director must not have been an employee of the Company at any time during the past three years. In addition, a member of the director's immediate family (including the director's spouse; parents; children; siblings; mothers-, fathers-, brothers-, sisters-, sons- and daughters-in-law; and anyone who shares the director's home, other than household employees) must not have been an executive officer of the Company in the prior three years.

**Other Compensation.** The director or immediate family member (as an executive officer) must not have received more than \$100,000 per year in direct compensation from the Company, other than in the form of director fees, pension or other forms of deferred compensation, during the past three years.

**Auditor Affiliation.** The director must not be a current partner or employee of the Company's internal or external auditor and the director's immediate family member must not be a current employee of such auditor who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice or a current partner of such auditor. In addition, the director or an immediate family member must not have been within the last three years a partner or employee of such firm who personally worked on the Company's audit.

**Interlocking Directorships.** During the past three years, the director or immediate family member cannot have been employed as an executive officer by another entity where one of the Company's current executive officers served at the same time on the compensation committee.

**Business Transactions.** The director must not be an employee of another entity that, during any one of the past three years, received payments from the Company, or made payments to the Company, for property or services that exceed the greater of \$1 million or 2% of the other entity's annual consolidated gross revenues. In addition, a member of the director's immediate family cannot have been an executive officer of another entity that, during any one of the past three years, received payments from the Company, or made payments to the Company, for property or services that exceed the greater of \$1 million or 2% of the other entity's annual consolidated gross revenues.

**Additional Categorical Criteria.** In addition to applying the NYSE requirements summarized above, the Board has also developed categorical standards, which it uses to guide it in determining whether a material relationship exists with the Company that would affect a director's independence:

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- Ø Charitable Contributions. Discretionary charitable contributions by the Company to established non-profit entities with which a director or a member of the director's family is affiliated will generally be deemed not to create a material relationship, unless they occurred within the last three years and (i) were inconsistent with the Company's philanthropic practices; or (ii) were provided to an organization where the director or spouse is an executive officer or director and the Company's contributions for the most recently completed fiscal year represent more than (a) the greater of \$100,000 or 10% of that organization's annual gross revenues for organizations with gross revenues

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up to \$10 million per year or (b) the greater of \$1 million or 2% of that organization's annual gross revenues for organizations with gross revenues of more than \$10 million per year; or (iii) the aggregate amount of the Company's contributions to the organizations where a director or spouse is an executive officer or director is more than the greater of \$1 million or 2% of all such organizations' annual gross revenues.

- Ø **Employment and Benefits.** The employment by the Company of a member of a director's family will generally be deemed not to create a material relationship, unless such employment involves employment at a salary of more than \$60,000 per year of a director's current spouse, domestic partner or child. Further, vested and non-forfeitable equity-based benefits and retirement benefits provided to directors or their family members under qualified plans as a result of prior employment will generally be deemed not to create a material relationship.
- Ø **Other Transactions.** Transactions between the Company and another entity with which a director or a member of a director's family is affiliated will generally be deemed not to create a material relationship unless (i) they are the type set forth above under Business Transactions; (ii) they occurred within the last three years and were inconsistent with other transactions in which the Company has engaged with third parties; (iii) they occurred within the last three years and the director is an executive officer, employee, or substantial owner, or an immediate family member is an executive officer, of the other entity and such transactions represent more than 2% of the other entity's gross revenues for the prior fiscal year or more than 5% of the Company's consolidated gross revenues for its prior fiscal year.
- Ø **Interlocking Directorships.** Service by an employee of the Company as a director of an entity where one of the Company's directors or director's family members serves as an executive officer will generally be deemed not to create a material relationship, unless the employee (i) is an executive officer of the Company; (ii) reports directly to the Board or a committee of the Board; or (iii) has annual compensation approved by the Board's Compensation Committee. In addition, service by an employee of the Company as a director of an entity where one of the Company's directors or a member of the director's family serves as a non-employee director will generally be deemed not to create a material relationship.
- Ø **Educational and Other Affiliations.** Attendance by an employee of the Company at an educational institution affiliated with one of the Company's directors or a member of the director's family, or membership by an employee of the Company in a professional association, social, fraternal or religious organization, club or institution affiliated with a Company director or member of the director's family, will generally be deemed not to create a material relationship.
- Ø **Security Ownership.** Ownership by an employee of the Company of the securities of an entity where one of the Company's directors or a member of the director's family serves as a director or an employee will generally be deemed not to create a material relationship, unless (i) the Company employee (a) is an executive officer of the Company or reports directly to the Board or a committee of the Board or has annual compensation approved by the Board's Compensation Committee and (b) beneficially owns more than 5% of any class of the other entity's voting securities; and (ii) the Company director or a member of a director's family is a director or executive officer of the other entity.

**Independent Judgment.** Finally, in addition to the foregoing independence criteria, which relate to a director's relationship with the Company, the Board also requires that independent directors be free of any other affiliation whether with the Company or another entity that would interfere with the exercise of independent judgment.

**Director Nomination Process**

There are a number of different ways in which an individual may be nominated for election to the Board of Directors.

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***Nominations Developed by the Nominating and Governance Committee.*** The Nominating and Governance Committee may identify and propose an individual for election to the Board. This involves the following steps:

***Assessment of Needs.*** As described above, the Nominating and Governance Committee conducts periodic assessments of the overall composition of the Board in light of the Company's current and expected business needs and, as a result of such assessments, the Committee may establish specific qualifications that it will seek in Board candidates. The Committee reports on the results of these assessments to the full Board of Directors.

***Identifying New Candidates.*** In light of such assessments, the Committee may seek to identify new candidates for the Board who possess the specific qualifications established by the Committee and satisfy the other requirements for Board service. In identifying new director candidates, the Committee seeks advice and names of candidates from Committee members, other members of the Board, members of management, and other public and private sources. The Committee may also, but need not, retain a search firm in order to assist it in these efforts.

***Reviewing New Candidates.*** The Committee reviews the potential new director candidates identified through this process. This involves reviewing the candidates' qualifications as compared to the specific criteria established by the Committee and the more general criteria established by the by-laws and Corporate Governance Policy. The Committee may also select certain candidates to be interviewed by one or more Committee members.

***Reviewing Incumbent Candidates.*** On an annual basis, the Committee also reviews incumbent candidates for renomination to the Board. This review involves an analysis of the criteria set forth above that apply to incumbent directors.

***Recommending Candidates.*** The Committee recommends a slate of candidates for the Board of Directors to submit for approval to the stockholders at the annual stockholders meeting. This slate of candidates may include both incumbent and new nominees. In addition, apart from this annual process, the Committee may, in accordance with the by-laws, recommend that the Board elect new members of the Board who will serve until the next annual stockholders meeting.

***Stockholder Nominations Submitted to the Committee.*** Stockholders may also submit names of director candidates, including their own, to the Nominating and Governance Committee for its consideration. The process for stockholders to use in submitting suggestions to the Nominating and Governance Committee is set forth below at **Other Procedural Matters** Procedures for Submitting Director Recommendations and Nominations.

***Stockholder Nominations Submitted to Stockholders.*** Stockholders may choose to submit nominations directly to the Company's stockholders. The Company's by-laws set forth the process that stockholders may use if they choose this approach, which is described below at **Other Procedural Matters** Procedures for Submitting Director Recommendations and Nominations.

***Director Elections Majority Vote.*** The Company's by-laws provide, among other things, that in any uncontested election of directors, directors will be elected by a vote of a majority of the votes cast. Any abstentions or broker non-votes will not be counted as a vote cast. Accordingly, any new director nominee in an uncontested election who receives more against votes than for votes will not be elected to the Board. If any incumbent director receives more against votes than for votes, he or she must submit an offer to resign from the Board no later than two weeks after the certification by the Company of the voting results. The Board will then consider the resignation offer and may either (i) accept the resignation offer or (ii) reject the resignation offer and seek to address the underlying cause(s) of the against votes. The Board is required to make its determination within 90 days following the certification of the stockholder vote and make a public announcement of its decision, including a statement regarding the reasons for its decision if the Board rejects the resignation offer. This procedure also provides that the Chairman of the Nominating and Governance Committee has the authority to manage the Board's review of the resignation offer, unless it is the Chairman of the Nominating and Governance Committee who has received the majority-against vote, in which case, the remaining independent directors who received a majority of the votes cast will select a director who will have the authority otherwise.



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delegated to the Chairman of the Nominating and Governance Committee to manage the process. In any contested election of directors, the election will be subject to a plurality vote standard, where the persons receiving the highest numbers of the votes cast, up to the number of directors to be elected in such election, will be deemed elected. A contested election is generally one in which the number of persons nominated exceeds the number of directors to be elected.

### **Board Responsibilities**

The Board's primary responsibility is to seek to maximize long-term stockholder value. The Board selects senior management of the Company, monitors management's and the Company's performance, and provides advice and counsel to management. Among other things, the Board at least annually reviews the Company's long-term strategy and longer-term business plan and also approves an annual budget for the Company. The Board also reviews and approves transactions in accordance with guidelines that the Board may adopt from time to time. In fulfilling the Board's responsibilities, directors have full access to the Company's management, internal and external auditors, and outside advisors.

### **Board Meetings and Executive Sessions**

The Board of Directors holds at least five meetings each year, including at least four quarterly meetings and generally one meeting devoted to addressing the Company's strategy. In 2014, the Board of Directors met 13 times. The meeting schedule is normally established in the summer of the previous year. The Board of Directors also communicates informally with management on a regular basis.

Non-employee directors meet by themselves, without management or employee directors present, at every regularly scheduled Board meeting. Additionally, the independent directors, if they have not otherwise met during the year, meet together without any other directors or management present at least once a year. Any director may request additional executive sessions. The lead director generally presides at these executive sessions with the Chair of the committee that is responsible for the subject matter at issue (*e.g.*, the Audit Committee Chair would lead a discussion of audit-related matters) leading the discussion, if appropriate.

### **Board Leadership: Chair and Lead Director**

The Company's Corporate Governance Policy provides that the Nominating and Governance Committee may from time to time make recommendations to the Board regarding the leadership structure of the Board, including whether to combine or separate the positions of Chairman and Chief Executive Officer (CEO), or to establish the position of lead or presiding director. In making the leadership structure determination, the Board considers many factors, including the specific needs of the business and what is in the best interests of the Company's stockholders. In March 2009, in conjunction with the Company's separation from Time Warner Inc. (Time Warner) (the Separation), the Board established the role of lead independent director. In connection with the announced year-end 2013 retirement of Glenn A. Britt, who had acted as Chairman and CEO since 2009, the Board elected Robert D. Marcus to the Board of Directors in July 2013 and appointed him Chairman, in addition to CEO, commencing on January 1, 2014. N.J. Nicholas, Jr. serves as lead independent director, a position he has held since May 2012.

The lead independent director chairs the Board's executive sessions, serves as a liaison between the Chairman of the Board and the independent directors, approves Board meeting schedules and agenda items, has the authority to call meetings of the independent directors and organizes the Board evaluation of the CEO. The Board believes that it is in the best interest of the Company and its stockholders to have Mr. Marcus, who is responsible for the Company's operations and strategy, chair the Board's discussions. The combined position enhances Mr. Marcus's ability to provide insight and direction on important strategic initiatives to both management and the Board, and to ensure that they act with a common purpose. The Company believes that its overall corporate governance policies and practices combined with the presence of a lead director, whose role closely parallels that of an independent Chairman, adequately addresses any governance concerns raised by the dual CEO and Chairman role. The lead director, along with the other non-employee directors, provides independent oversight of management and the Company's strategy. The Company believes that separating the



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roles would potentially result in less effective management and governance processes through undesirable duplication of work and, in the worst case, lead to a blurring of the current clear lines of accountability and responsibility.

### **Board Risk Oversight**

While risk management is primarily the responsibility of the Company's management, the Board provides overall risk oversight with a focus on the most significant risks facing the Company. Throughout the year, in conjunction with its regular business presentations to the Board and its committees, management highlights any significant related risks. In addition, annually a meeting of the Board is dedicated to reviewing the Company's short- and long-term strategies, including consideration of significant risks facing the Company.

The Board has delegated responsibility for the oversight of specific risks to the Board committees as follows:

*Audit Committee.* The Audit Committee oversees the Company's risk policies and processes relating to the financial statements and financial reporting process as well as overseeing the Company's enterprise risk management processes. In that role, the Company's management discusses with the Committee the Company's major risk exposures and how these risks are managed and monitored. At least annually, the Audit Committee receives a report from management regarding the manner in which the Company is assessing and managing the Company's exposure to financial and other risks.

*Compensation Committee.* The Compensation Committee monitors the risks associated with the Company's key compensation philosophy, principles and programs.

*Nominating and Governance Committee.* The Nominating and Governance Committee oversees risks related to the Company's governance structure and processes and risks from related person transactions.

*Finance Committee.* The Finance Committee monitors the risks associated with the Company's financing activities, capital structure, pension obligations and hedging programs.

The Board's risk oversight process builds upon the Company's enterprise risk management processes. The description, assessment, mitigation plan and status for each enterprise risk are developed and monitored by management, including management risk owners and an oversight enterprise risk management committee. Management identifies and monitors the Company's risks. In addition to the Company's enterprise risk management processes, it has regular management disclosure committee meetings, a strong compliance office, Codes of Business Conduct and a comprehensive internal and external audit process.

### **Committees of the Board**

During 2014, the Board had five standing committees: the Audit Committee, the Compensation Committee, the Nominating and Governance Committee, the Finance Committee and the Marketing and Customer Care Committee. The Board may eliminate or create additional committees as it deems appropriate. Effective January 1, 2015, the Board disbanded the Marketing and Customer Care Committee.

Each of the Board's committees, including the Audit Committee, the Nominating and Governance Committee and the Compensation Committee, is composed entirely of Independent Directors (as defined below). The Chair of each committee is elected by the Board, generally upon the recommendation of the Nominating and Governance Committee, and is expected to be rotated periodically. Each committee also holds regular executive sessions at which only committee members are present. Each committee is also authorized to retain its own outside counsel and other advisors as it desires.

As noted above, charters for each standing committee are available on the Company's website at [www.twc.com/investors](http://www.twc.com/investors), but a brief summary of the committees' responsibilities follows:

*Audit Committee.* The Audit Committee assists the Board of Directors in fulfilling its responsibilities in connection with the Company's (i) independent auditors, (ii) internal auditors, (iii) financial statements, (iv) earnings releases and guidance and (v) the Company's compliance program, internal controls and risk



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management. The Board has determined that each member of the Audit Committee qualifies as an audit committee financial expert under the rules of the SEC implementing section 407 of the Sarbanes-Oxley Act of 2002 and meets the independence and experience requirements of the NYSE and the federal securities laws.

**Compensation Committee.** The Compensation Committee is responsible for (i) approving compensation and employment agreements for, and reviewing benefits provided to, certain of the Company's senior executives, (ii) overseeing the Company's disclosure regarding executive compensation, (iii) administering the Company's equity-based compensation plans and (iv) reviewing the Company's overall compensation structure, practices, risks and benefit plans. A sub-committee of the Compensation Committee is responsible for certain executive compensation matters, including (i) reviewing and approving corporate goals and objectives relevant to the compensation of the CEO, each of the other executive officers and each of the other employees whose annual total compensation has a target value of \$2 million or more (the Senior Executives), (ii) evaluating the performance of the CEO and the Senior Executives and (iii) setting the compensation level of the CEO and the Senior Executives.

**Nominating and Governance Committee.** The Nominating and Governance Committee is responsible for assisting the Board in relation to (i) corporate governance, (ii) director nominations, (iii) committee structure and appointments, (iv) CEO performance evaluations and succession planning, (v) Board performance evaluations, (vi) director compensation, (vii) regulatory matters relating to corporate governance, (viii) stockholder proposals and communications, (ix) social and environmental responsibility and (x) related person transactions.

**Finance Committee.** The Finance Committee is responsible for (i) reviewing and approving the Company's financing activities and (ii) assisting the Board in overseeing the Company's (a) capital structure and financing strategies, including the related risks, (b) insurance program and (c) management of retirement plan assets, including the defined benefit pension plan trust.

**Marketing and Customer Care Committee.** The Marketing and Customer Care Committee was responsible for (i) assisting the Board in overseeing the Company's marketing and customer care activities, including strategies, programs, spending, execution and related technical operation matters and (ii) providing feedback to the Company's management regarding such matters.

## **Board Self-Evaluation**

The Board of Directors conducts a self-evaluation of its performance annually, which includes a review of the Board's composition, responsibilities, structure, processes and effectiveness. Each standing committee of the Board also conducts a similar self-evaluation with respect to such committee.

## **Director Orientation and Education**

Each individual, upon joining the Board of Directors, is provided with an orientation regarding the role and responsibilities of the Board and the Company's operations. As part of this orientation, new directors have opportunities to meet with members of the Company's senior management. The Company is also committed to the ongoing education of its directors. From time to time, the Company's executives make presentations to the Board regarding their respective areas. In addition, the Company reimburses directors for reasonable expenses relating to ongoing director education.

## **Non-Employee Director Compensation and Stock Ownership Requirement**

The Board of Directors is responsible for establishing compensation for the Company's non-employee directors who are not active employees of the Company. At least every two years, the Nominating and Governance Committee reviews the compensation for non-employee directors, including compensation provided to non-employee directors at other companies, and makes a recommendation to the Board for its approval. (For details on the compensation currently provided to non-employee directors, see Director Compensation.)

All directors who are not actively employed by the Company are required, within five years of joining the Board, to own stock or stock-based equivalents (whether as a result of receipt of shares from the Company or the purchase of shares) with a value of at least five times the annual cash retainer paid for Board service. Each of the

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non-employee directors satisfied this ownership requirement as of December 31, 2014. The Company also expects all directors to comply with all federal, state and local laws regarding trading in securities of the Company and disclosing material, non-public information regarding the Company, and the Company has procedures in place to assist directors in complying with these laws.

### **Codes of Conduct**

In order to help assure the highest levels of business ethics at the Company, the Board of Directors has adopted the following three codes of conduct, which are posted on the Company's website at [www.twc.com/investors](http://www.twc.com/investors).

***Standards of Business Conduct.*** The Company's Standards of Business Conduct apply to the Company's employees, including any employee directors. The Standards of Business Conduct establish policies pertaining to employee conduct in the workplace, electronic communications and information security, accuracy of books, records and financial statements, securities trading, confidentiality, conflicts of interest, fairness in business practices, the Foreign Corrupt Practices Act, antitrust laws and political activities and solicitations.

***Code of Ethics for Principal Executive and Senior Financial Officers.*** The Company's Code of Ethics for Principal Executive and Senior Financial Officers applies to certain officers of the Company, including the Company's Chief Executive Officer, Chief Financial Officer, Controller and other senior executives performing senior financial officer functions. The code serves as a supplement to the Standards of Business Conduct. Among other things, the code mandates that the designated officers engage in honest and ethical conduct, avoid conflicts of interest and disclose any material transaction or relationship that could give rise to a conflict, protect the confidentiality of non-public information about the Company, work to achieve responsible use of the Company's assets and resources, comply with all applicable governmental rules and regulations and promptly report any possible violation of the code. Additionally, the code requires that these individuals promote full, fair, understandable and accurate disclosure in the Company's publicly filed reports and other public communications and sets forth standards for accounting practices and records. Individuals to whom the code applies are held accountable for their adherence to it. Failure to observe the terms of this code or the Standards of Business Conduct can result in disciplinary action (including termination of employment).

***Guidelines for Non-Employee Directors.*** The Guidelines for Non-Employee Directors assist the Company's non-employee directors in fulfilling their fiduciary and other duties to the Company. In addition to affirming the directors' duties of care and loyalty, the guidelines set forth specific policies addressing, among other things, securities trading and reporting obligations, gifts, the Foreign Corrupt Practices Act, political contributions and antitrust laws.

### **Communication with the Directors**

The Company's Independent Directors have approved a process for stockholders to communicate with directors. This process is described below at [Other Procedural Matters](#) Communicating with the Board of Directors.

## **DIRECTORS**

### **Term**

The Company's directors are elected annually by the holders of Common Stock. The nominees for director at the Annual Meeting will be considered for election to serve for a one-year term until the next annual meeting of stockholders and until their successors have been duly elected and qualified or until their earlier death, resignation or retirement.

### **Director Independence and Qualifications**

As set forth in the Company's Corporate Governance Policy, in selecting its slate of nominees for election to the Board, the Nominating and Governance Committee and the Board have evaluated, among other things,

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each nominee's independence, satisfaction of regulatory requirements, financial literacy, personal and professional accomplishments and experience in light of the needs of the Company and, with respect to incumbent directors, past performance on the Board. See Corporate Governance Criteria for Membership on the Board. Each of the nominees is currently a director of the Company. The Board has determined that eleven of the twelve current and incumbent directors (or 92% of the Board) have no material relationship with the Company either directly or indirectly and are independent within the meaning of the listing requirements of the NYSE and the Company's more rigorous independence standards (such directors, the Independent Directors). Specifically, the Board has identified each of the directors with the exception of Mr. Marcus as an Independent Director as independence is defined in the NYSE Listed Company Manual and as defined by Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the Exchange Act). Additionally, each of these directors meets the categorical standards for independence established by the Board, as set forth in the Company's Corporate Governance Policy and discussed elsewhere in this Proxy Statement. In addition, the Board has determined that each director nominee is financially literate and possesses the high level of skill, experience, reputation and commitment that is mandated by the Board.

In selecting its slate of nominees for election to the Board, the Nominating and Governance Committee and the Board of Directors consider the appropriate combination of skills, professional experience and diversity of backgrounds for the Board as a whole. The Board of Directors believes that each of the nominees possesses integrity, good judgment, business acumen and high personal and professional ethics. More detailed information about their experience is provided below with their biographical information.

Several of the directors have substantial experience in the cable, media and entertainment industries, including Messrs. Castro, Chang, Haje, Logan, Marcus, Nicholas and Pace and Ms. Black. Messrs. Haje, Logan, Marcus, Nicholas and Pace all share a deep understanding of the Company's business developed through their prior service at Time Warner. Ms. Black served as the President and Chief Executive Officer of Lifetime Entertainment Services, a multi-media brand for women, for six years, where she oversaw all aspects of programming and marketing. Mr. Castro co-founded a radio broadcasting company that primarily targets the Hispanic community, an increasingly important focus for distributing the Company's services. In addition to Dr. Chang's technological and management experience, he has a long history serving as a director of the Company and its predecessors.

Each of the directors has significant experience as a senior officer of a major corporation or a comparable position in government or academia. Mr. Shirley served as the President and Chief Executive Officer of Bacardi Limited, and also has a long service history with The Procter & Gamble Company and The Gillette Company and brings his marketing and managerial experience to the Board. Several of the directors also have extensive finance and accounting experience, including Messrs. Copeland, Marcus, Nicholas and Pace, Senator Sununu and Ms. James. Messrs. Copeland and Nicholas and Ms. James also have valuable experience serving on the audit committees of other public companies. Several of the directors have extensive legislative or regulatory experience, including Senator Sununu and Messrs. Castro, Copeland and Marcus and Ms. James, through their experience in highly-regulated industries.

While backgrounds of all of the directors contribute a diversity of experience and opinion to the Board, Messrs. Castro and Chang and Ms. Black and James also bring ethnic and gender diversity.

**Table of Contents****Nominees for Election at the Annual Meeting**

During 2014, the Board of Directors reduced its size from thirteen to twelve directors to eliminate the vacancy resulting from the death of Glenn A. Britt. Each of the current directors has been nominated for election at the Annual Meeting and was elected by the Company's stockholders at the annual meeting in 2014. Set forth below are the principal occupation and certain other information, as of April 15, 2015, for the twelve nominees, each of whom currently serves as a director.

Name	Age	Principal Occupation During the Past Five Years
<b>Carole Black</b>	71	<p><b>Former President and Chief Executive Officer, Lifetime Entertainment Services.</b> Ms. Black served as the President and Chief Executive Officer of Lifetime Entertainment Services, a multi-media brand for women, including Lifetime Network, Lifetime Movie Network, Lifetime Real Women Network, Lifetime Online and Lifetime Home Entertainment, from March 1999 to March 2005. Prior to that, Ms. Black served as the President and General Manager of NBC4, Los Angeles, a commercial television station, from 1994 to 1999, and in various marketing-related positions at The Walt Disney Company, a media and entertainment company, from 1986 to 1993. Ms. Black has served as a director since July 2006 and also served as director of Herbalife, Ltd. from 2011 through April 2014.</p> <p>Ms. Black has broad experience as the former president and chief executive officer of a large media and entertainment company, and her extensive experience in television programming, marketing and cable, media and entertainment business provides her with a strong understanding of the Company's business and its competitive environment.</p>
<b>Thomas H. Castro</b>	60	<p><b>President and Chief Executive Officer, El Dorado Capital, LLC.</b> Mr. Castro is the founder of El Dorado Capital, LLC, a private equity investment firm, and has served as its President and Chief Executive Officer since December 2008. He is also the founder of IMB Development Corporation, a private equity investment firm, and has served as its Managing Director since January 2012. Previously, he was the co-founder and Chief Executive Officer of Border Media Partners, LLC, a radio broadcasting company that primarily targets Hispanic listeners in Texas, from 2002 to 2007 and its Vice Chairman through 2008. Prior to that, Mr. Castro, an entrepreneur, owned and operated other radio stations and founded a company that exported oil field equipment to Mexico. Mr. Castro has served as a director since July 2006.</p> <p>These experiences have provided Mr. Castro with significant operating, financial, advertising and regulatory experience as well as an in-depth understanding of the Company's business and industry. In addition, through his entrepreneurial experience and community work, Mr. Castro brings an appreciation and awareness of issues important to the Hispanic community, an increasingly important customer base for the Company.</p>

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Name	Age	Principal Occupation During the Past Five Years
David C. Chang	73	<p><b>Professor Emeritus, Polytechnic Institute of New York University and Chairman and Chief Executive Officer, The Global Maximum Educational Opportunities, Inc.</b> Dr. Chang co-founded The Global Maximum Educational Opportunities, Inc. ( G-MEO ), which provides study abroad programs in China for U.S. undergraduate students, in 2011 and became its Chairman and Chief Executive Officer in August 2013. He also became Professor Emeritus of Polytechnic Institute of New York University (formerly known as Polytechnic University) in July 2013, after having served as its Chancellor from July 2005 and its President and a Professor of Electrical and Computer Engineering from 1994. Prior to that, he was Dean of the College of Engineering and Applied Sciences at Arizona State University. Dr. Chang has served as a director since March 2003 and served as an independent director of American Television and Communications Corporation (a predecessor of the Company) from 1986 to 1992. He is also a director of AXT, Inc.</p> <p>Dr. Chang has significant technology and managerial experience as well as historical perspective and understanding of the Company through his longstanding board service, first as a director of American Television and Communications Corporation and then as a director of the Company.</p>
James E. Copeland, Jr.	70	<p><b>Former Chief Executive Officer of Deloitte &amp; Touche USA LLP and Deloitte Touche Tohmatsu Limited and Former Global Scholar, Robinson School of Business, Georgia State University.</b> Mr. Copeland served as a Global Scholar at the Robinson School of Business at Georgia State University from 2003 through 2007. Prior to that, Mr. Copeland served as the Chief Executive Officer of Deloitte &amp; Touche USA LLP, a public accounting firm, and Deloitte Touche Tohmatsu Limited, its global parent, from 1999 to May 2003. Prior to that, Mr. Copeland served in various positions at Deloitte &amp; Touche and its predecessors from 1967. Mr. Copeland has served as a director since July 2006 and is also a director of ConocoPhillips and Equifax, Inc.</p> <p>Mr. Copeland has substantial accounting, regulatory and business experience from his distinguished career in the accounting profession. He has extensive technical accounting expertise as well as experience managing a leading accounting firm and working with regulators to develop and apply accounting policy. In addition, Mr. Copeland has experience serving on audit committees of other public companies.</p>

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Name	Age	Principal Occupation During the Past Five Years
<b>Peter R. Haje</b>	80	<p><b>Legal and Business Consultant and Private Investor.</b> Mr. Haje has served as a legal and business consultant and private investor since he retired from service as an executive officer of Time Warner in January 2000. Prior to that, he served as the Executive Vice President and General Counsel of Time Warner from October 1990, adding the title of Secretary in May 1993. He also served as the Executive Vice President and General Counsel of Time Warner Entertainment Company, L.P. ( TWE ), a former subsidiary of the Company, from June 1992 until 1999. Prior to his service to Time Warner, Mr. Haje was a partner of the law firm of Paul, Weiss, Rifkind, Wharton &amp; Garrison LLP for more than 20 years. Mr. Haje has served as a director since July 2006 and as the lead director from March 2009 to May 2012.</p> <p>Mr. Haje has substantial experience guiding various aspects of corporate legal and executive compensation matters as well as in the cable, media and entertainment industry from his service as the chief legal officer at Time Warner and as a member of a premier law firm. Mr. Haje also has significant historical perspective and knowledge of the Company through his long service at Time Warner.</p>
<b>Donna A. James</b>	57	<p><b>Consultant, Business Advisor and Managing Director, Lardon &amp; Associates LLC.</b> Ms. James has served as a consultant, business advisor and managing director of Lardon &amp; Associates LLC, a business and executive advisory services firm, since April 2006. Prior to that, Ms. James served as President of Nationwide Strategic Investments, a division of Nationwide Mutual Insurance Company ( Nationwide Mutual ), a financial services and insurance company, from 2003, and as Executive Vice President and Chief Administrative Officer of Nationwide Mutual from 2000. Ms. James also served as Chair of the National Women s Business Council, an appointment by President Obama, from October 2010 to May 2013. Ms. James has served as a director since March 2009 and is also a director of L Brands, Inc. (formerly known as Limited Brands, Inc.) and Marathon Petroleum Corporation. Ms. James previously served as a director of CNO Financial Group, Inc. from 2007 until May 2011 and Coca-Cola Enterprises Inc. from 2005 until April 2012.</p> <p>Ms. James has significant finance, accounting and human resources experience. In addition, Ms. James s service on other public company boards contributes to her knowledge of public company matters, including corporate governance and public affairs.</p>



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Name	Age	Principal Occupation During the Past Five Years
<b>Don Logan</b>	71	<p><b>Investor.</b> Mr. Logan served as the Chairman of the Company's Board of Directors from February 2006 until March 2009. He currently invests in a variety of media, entertainment and sports entities. He served as Chairman of Time Warner's Media &amp; Communications Group from July 2002 through December 2005. Prior to assuming that position, he was Chairman and Chief Executive Officer of Time Inc., then Time Warner's publishing subsidiary, from 1994 to July 2002 and was its President and Chief Operating Officer from 1992 to 1994. Prior to that, Mr. Logan held various executive positions with Southern Progress Corporation, which was acquired by Time Inc. in 1985. Mr. Logan has served as a director since March 2003.</p> <p>Mr. Logan has substantial business, finance and accounting experience as well as extensive knowledge of the media and entertainment industry. In addition, Mr. Logan oversaw Time Warner's investment in the Company as Chairman of Time Warner's Media and Communications Group, and he has a deep understanding of the Company's business.</p>
<b>Robert D. Marcus</b>	49	<p><b>Chairman and Chief Executive Officer of the Company.</b> Mr. Marcus has served as the Company's Chairman and Chief Executive Officer since January 1, 2014. Prior to that, Mr. Marcus served as the Company's President and Chief Operating Officer from December 2010 and Senior Executive Vice President and Chief Financial Officer from January 2008 to December 2010, having served as Senior Executive Vice President from August 2005. Mr. Marcus joined the Company from Time Warner, where he had served as Senior Vice President, Mergers and Acquisitions from 2002 and as Vice President of Mergers and Acquisitions from 1998. Mr. Marcus has served as a director since July 2013 and is also a director of Equifax, Inc.</p> <p>Mr. Marcus has substantial business, legal, finance and accounting experience developed through his career at the Company and Time Warner. As a result of his experience, Mr. Marcus possesses a deep understanding of the Company's business and the cable industry.</p>
<b>N.J. Nicholas, Jr.</b>	75	<p><b>Investor.</b> Mr. Nicholas is an investor. From 1964 until 1992, Mr. Nicholas held various positions at Time Inc. and Time Warner. He was named President of Time Inc. in 1986 and served as Co-Chief Executive Officer of Time Warner from 1990 to 1992. Mr. Nicholas has served as a director since March 2003 and as lead director since March 2012. He is also a director of Boston Scientific Corporation. Mr. Nicholas served as a director of Xerox Corporation from 1987 until May 2012.</p> <p>Mr. Nicholas has substantial executive experience as well as extensive experience in the media and entertainment field developed through his nearly 30 years at Time Warner and Time Inc. Mr. Nicholas also possesses valuable corporate governance experience from his longstanding service on other public company boards.</p>

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Name	Age	Principal Occupation During the Past Five Years
<b>Wayne H. Pace</b>	68	<p><b>Former Executive Vice President and Chief Financial Officer, Time Warner.</b> Mr. Pace served as Executive Vice President and Chief Financial Officer of Time Warner from November 2001 through December 2007, and served as Executive Vice President and Chief Financial Officer of TWE from November 2001 until October 2004. He was Vice Chairman and Chief Financial and Administrative Officer of Turner Broadcasting System, Inc., a cable programming subsidiary of Time Warner ( TBS ), from March 2001 to November 2001 and held various other executive positions at TBS, including Chief Financial Officer, from 1993 to 2001. Prior to that, Mr. Pace was an audit partner with Price Waterhouse, now PricewaterhouseCoopers LLP, an international accounting firm. Mr. Pace has served as a director since March 2003.</p> <p>Mr. Pace has substantial business, finance and accounting experience developed during his nearly fifteen years with Time Warner and TBS and, prior to that, Price Waterhouse. Mr. Pace also brings an extensive knowledge of the Company's business and financial condition to the Board.</p>
<b>Edward D. Shirley</b>	58	<p><b>Former President and Chief Executive Officer, Bacardi Limited.</b> Mr. Shirley served as the President and Chief Executive Officer of Bacardi Limited, a spirits company, from March 2012 to April 2014. Prior to that, he served as Vice Chairman of Global Beauty and Grooming, a business unit of The Procter &amp; Gamble Company, a consumer goods company ( Procter &amp; Gamble ), from July 2008 through June 2011 and as Vice Chair on Special Assignment from July 2011 through December 2011. Prior to that, he served as Group President, North America of Procter &amp; Gamble from April 2006 and held several senior executive positions with The Gillette Company, a consumer goods company, which was acquired by Procter &amp; Gamble in 2005. Mr. Shirley has served as a director since March 2009.</p> <p>Mr. Shirley has substantial executive and marketing experience developed as President and Chief Executive Officer of large consumer products companies and during more than 30 years as a senior executive at Procter &amp; Gamble and The Gillette Company. The Company operates in an extremely competitive industry, and Mr. Shirley brings valuable marketing experience and perspective to the Board.</p>

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Name	Age	Principal Occupation During the Past Five Years
<b>John E. Sununu</b>	50	<b>Former U.S. Senator, New Hampshire.</b> Senator Sununu has served as a Senior Policy Advisor for Akin Gump Strauss Hauer & Feld LLP, a law firm, since July 2010. He served as a U.S. Senator from New Hampshire from January 2003 to 2009. He was a member of the Committees on Banking, Commerce, Finance and Foreign Relations, and he was appointed the Congressional Representative to the United Nations General Assembly. Prior to his election to the Senate, he represented New Hampshire's First District in the U.S. House of Representatives from 1997 to 2003. Prior to serving in Congress, he served as the Chief Financial Officer of Teletrol Systems, Inc., a manufacturer of building control systems, from 1993 to 1996. Senator Sununu has served as a director since March 2009 and is also a director of Boston Scientific Corporation.

Senator Sununu has significant legislative, regulatory and financial experience. The Company's business is subject to extensive regulation, and Senator Sununu provides legislative and regulatory insight. He also possesses corporate governance experience from his service on another public company board.

**Attendance**

During 2014, the Board of Directors met 13 times. Each incumbent director attended over 85% of the total number of meetings of the Board of Directors and the committees of which he or she was a member. In addition, the directors are encouraged to attend the Company's annual meetings of stockholders. All of the Company's incumbent directors attended the 2014 annual meeting of the Company's stockholders.

**Committee Membership**

The current members of the Board's standing committees are as follows:

**Audit Committee.** The members of the Audit Committee are Donna James, who serves as the Chair, Thomas Castro, James Copeland, Jr. and Wayne Pace. Among other things, the Audit Committee complies with all NYSE and legal requirements and consists entirely of Independent Directors. The authority and responsibility of the Audit Committee, which met ten times during 2014, are described above (see "Corporate Governance - Committees of the Board") and set forth in detail in its charter.

**Compensation Committee.** The members of the Compensation Committee are Peter Haje, who serves as the Chair, Carole Black, N.J. Nicholas, Jr. and Edward Shirley. All of the members of the Compensation Committee are Independent Directors. The Compensation Committee has a sub-committee consisting of three Independent Directors who are also considered "outside directors" under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), Ms. Black and Messrs. Nicholas and Shirley, to which it may delegate executive compensation matters. The authority and responsibility of the Compensation Committee, which met six times during 2014, are described above (see "Corporate Governance - Committees of the Board") and set forth in detail in its charter.

**Nominating and Governance Committee.** The members of the Nominating and Governance Committee are John Sununu, who serves as the Chair, Thomas Castro, David Chang and N.J. Nicholas, Jr. All of the members of the Nominating and Governance Committee are Independent Directors. The authority and responsibility of the Nominating and Governance Committee, which met three times during 2014, are described above (see "Corporate Governance - Committees of the Board") and set forth in detail in its charter.

**Finance Committee.** The members of the Finance Committee are Wayne Pace, who serves as the Chair, David Chang, James Copeland, Jr., Don Logan and John Sununu. All of the members of the Finance Committee

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are Independent Directors. The authority and responsibility of the Finance Committee, which met three times during 2014, are described above (see Corporate Governance Committees of the Board ) and set forth in detail in its charter.

**Marketing and Customer Care Committee.** The members of the Marketing and Customer Care Committee during 2014 were Carole Black, who served as the Chair, Don Logan, Edward Shirley and John Sununu. All of the members of the Marketing and Customer Care Committee were Independent Directors. The authority and responsibility of the Marketing and Customer Care Committee are described above (see Corporate Governance Committees of the Board ). The Committee did not meet separately from the Board during 2014 and, effective January 1, 2015, was disbanded.

Information on committee membership and each committee's charter is available on the Company's website at [www.twc.com/investors](http://www.twc.com/investors).

**SECURITY OWNERSHIP****Security Ownership by the Board of Directors and Executive Officers**

The following table sets forth information as of the close of business on February 27, 2015 as to the number of shares of the Company's Common Stock beneficially owned by:

each executive officer named in the Summary Compensation Table below at Executive Compensation Summary Compensation Table (a named executive officer);

each current director and director nominee; and

all current executive officers and directors, as a group.

Name	Number of Shares	Common Stock Beneficially Owned <sup>(1)</sup>	
		Right to Acquire Shares <sup>(2)</sup>	Percent of Class
Carole Black	1,410	6,509	*
Thomas H. Castro	910	5,590	*
David C. Chang	3,353	5,590	*
James E. Copeland, Jr.		7,419	*
Peter R. Haje <sup>(3)</sup>	15,622	7,419	*
Dinesh C. Jain	252		*
Donna A. James	150	7,419	*
Marc Lawrence-Apfelbaum <sup>(4)</sup>	10,591	34,151	*
Don Logan		7,419	*
Robert D. Marcus	79,620	125,171	*
Arthur T. Minson, Jr.	5		*
N.J. Nicholas, Jr.	2,333	7,419	*
Wayne H. Pace	27,527	6,500	*
Edward D. Shirley	1,333	7,419	*
Peter C. Stern	6,898	49,219	*
John E. Sununu	102	7,419	*
All current directors and executive officers as a group (18 persons) <sup>(3)-(4)</sup>	163,781	319,428	*

\* Represents beneficial ownership of less than one percent of the issued and outstanding Common Stock on February 27, 2015.

- (1) Beneficial ownership as reported in the above table has been determined in accordance with Rule 13d-3 of the Exchange Act. Unless otherwise indicated, beneficial ownership represents both sole voting and sole investment power. This table does not include any shares of Common Stock or other TWC equity securities that may be held by pension and profit-sharing plans of other corporations or endowment funds of educational and charitable institutions for which various directors and officers serve as directors or trustees. As of February 27, 2015, the only equity securities of TWC beneficially owned by the named persons or group were (a) shares of Common Stock, (b) options to purchase shares of Common Stock and (c) restricted stock units ( RSUs ) and deferred stock units reflecting the contingent right to receive shares of Common Stock. None of these shares of Common Stock was pledged as security.

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- (2) Reflects shares of Common Stock subject to (a) options to purchase Common Stock that, on February 27, 2015, were unexercised, but were exercisable on or within 60 days after that date and (b) RSUs that, on February 27, 2015, were unvested, but were expected to vest on or within 60 days after that date. These shares are excluded from the column headed Number of Shares. The Right to Acquire Shares for each of the non-employee directors includes RSUs issued to them as compensation since 2011, which represent the right to receive shares of Common Stock after termination of service as a member of the Board, but does not include their interests set forth in the table below in (a) RSUs issued to them as compensation prior to 2011, which represent the right to receive shares of Common Stock six months after termination of service as a member of the Board and (b) deferred stock units issued under the Directors Deferred Compensation Program, which represent the right to receive shares of Common Stock on the distribution date selected by the director. Each non-employee director (a) RSUs issued to them as compensation prior to 2011 and (b) deferred stock units as of February 27, 2015 are set forth below. The directors do not have voting rights with respect to these RSUs and deferred stock units, but they represent an economic interest in the shares of Common Stock. See Director Compensation. For information about RSUs held by the named executive officers, see Executive Compensation Outstanding Equity Awards.

	Pre-2011 Restricted Stock Units	Deferred Stock Units
Carole Black	12,409	
Thomas H. Castro	12,409	
David C. Chang	11,113	6,832
James E. Copeland, Jr.	12,409	6,126
Peter R. Haje	12,409	7,940
Donna A. James	5,912	
Don Logan	12,409	
N.J. Nicholas, Jr.	12,409	7,568
Wayne H. Pace	9,204	3,052
Edward D. Shirley	5,912	
John E. Sununu	5,912	

- (3) Includes 666 shares of Common Stock owned by the Peter and Helen Haje Foundation, as to which Mr. Haje and his spouse share voting power and investment power.
- (4) Includes an aggregate of approximately 1,037 shares of Common Stock held by a trust under the TWC Savings Plan for the benefit of TWC's current executive officers, including 845 shares for Mr. Lawrence-Apfelbaum.

**Security Ownership of Certain Beneficial Owners**

Based on a review of filings with the SEC, as of March 31, 2015, the Company has determined that each of the persons listed below is a beneficial holder of more than 5% of the outstanding shares of Common Stock as of the date indicated.

Name and Address of Beneficial Owner	Shares of Stock Beneficially Owned	Percent of Class
BlackRock, Inc. <sup>(1)</sup> 55 East 52 <sup>nd</sup> Street New York, NY 10022	14,554,414	5.2%
Dodge & Cox <sup>(2)</sup> 555 California Street, 40th Floor San Francisco, CA 94104	19,396,055	6.9%
The Children's Investment Fund Management (UK) LLP <sup>(3)</sup> 7 Clifford Street London, W1S 2FT, United Kingdom	14,102,143	5.0%
The Vanguard Group, Inc. <sup>(4)</sup> 100 Vanguard Boulevard	15,222,575	5.4%

Malvern, PA 19355

- (1) Based solely on a Schedule 13G filed by BlackRock, Inc. with the SEC on February 3, 2015, which reported, as of December 31, 2014, that it had sole voting power over 11,916,330 of the indicated shares, sole dispositive power over 14,539,054 of such shares, shared voting power over 13,628 of such shares and shared dispositive power over 15,360 of such shares.

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- (2) Based solely on Amendment No. 1 to Schedule 13G filed by Dodge & Cox with the SEC on February 13, 2015, which reported, as of December 31, 2014, that it had sole voting power over 18,325,253 of the indicated shares and sole dispositive power over all of the indicated shares.
- (3) Based solely on a Schedule 13G filed by The Children's Investment Fund Management (UK) LLP with the SEC on March 16, 2015, which reported, as of March 6, 2015, that it had shared voting and dispositive power over all of the indicated shares.
- (4) Based solely on Amendment No. 1 to Schedule 13G filed by The Vanguard Group, Inc. with the SEC on February 10, 2015, which reported, as of December 31, 2014, that it had sole voting power over 482,186 of the indicated shares, sole dispositive power over 14,763,896 of the indicated shares and shared dispositive power over 458,679 of the indicated shares.

## **AUDIT-RELATED MATTERS**

### **Report of the Audit Committee**

In accordance with its charter, the Audit Committee of the Company's Board of Directors assists the Board of Directors in fulfilling responsibilities in a number of areas. These responsibilities include, among others: (i) the appointment and oversight of the Company's independent registered public accounting firm (independent auditor), as well as the evaluation of the independent auditor's qualifications, performance and independence; (ii) the oversight of the Company's internal audit function; (iii) the review of the Company's financial statements and the results of each external audit; (iv) the review of other matters with respect to the Company's accounting, auditing and financial reporting practices and procedures as the Audit Committee may find appropriate or may be brought to its attention; and (v) the oversight of the Company's compliance program. To assist it in fulfilling its oversight and other duties, the Audit Committee regularly meets separately with the internal auditor, the independent auditor and management.

**Independent Auditor and Internal Audit Matters.** The Audit Committee discusses with the Company's independent auditor its plan for the audits of the Company's annual consolidated financial statements and the effectiveness of the Company's internal control over financial reporting, as well as reviews of the Company's quarterly financial statements. During 2014, the Audit Committee met regularly with the independent auditor, with and without management present, to discuss the results of its audits and quarterly reviews of the Company's financial statements and the overall quality of the Company's accounting principles. The Audit Committee has also appointed, subject to stockholder ratification, Ernst & Young LLP (E&Y) as the Company's independent auditor for 2015, and the Board concurred in its appointment.

The Audit Committee reviews and approves the annual internal audit plan and meets regularly with the representatives of the Company's internal audit group, with and without management present, to review and discuss the internal audit reports, including reports relating to operational, financial and compliance matters.

**Financial Statements as of December 31, 2014.** Management has the primary responsibility for the financial statements and the reporting process, including its systems of internal and disclosure controls (including internal control over financial reporting). The independent auditor is responsible for performing an independent audit of the Company's consolidated financial statements and expressing opinions on the conformity of the consolidated financial statements with U.S. generally accepted accounting principles and on the Company's internal control over financial reporting.

In this context, the Audit Committee has met and held discussions with management and the independent auditor with respect to the Company's audited financial statements for the fiscal year ended December 31, 2014. Management represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with U.S. generally accepted accounting principles.

In connection with its review of the Company's year-end financial statements, the Audit Committee has reviewed and discussed with management and the independent auditor the consolidated financial statements and the independent auditor's evaluation of the Company's internal control over financial reporting. The Audit Committee also discussed with the independent auditor the matters required to be discussed by the Statement on



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Auditing Standards No. 61, *Communications with Audit Committees*, as amended, as adopted by the Public Company Accounting Oversight Board (PCAOB) in Rule 3200T, including the quality and acceptability of the Company's accounting policies, financial reporting processes and controls. The Audit Committee also received from the independent auditor the written disclosures regarding the auditor's independence required by PCAOB Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*, and the Audit Committee discussed with E&Y its independence. The Audit Committee further considered whether the provision by the independent auditor of any non-audit services described elsewhere in this Proxy Statement is compatible with maintaining auditor independence and determined that the provision of those services does not impair the independent auditor's independence.

In performing its functions, the Audit Committee acts only in an oversight capacity and necessarily relies on the work and assurances of the Company's management, internal audit and independent auditor, which, in their reports, express opinions on the conformity of the Company's annual financial statements with U.S. generally accepted accounting principles and the Company's internal control over financial reporting. In reliance on the reviews and discussions referred to in this Report and in light of its role and responsibilities, the Audit Committee recommended to the Board of Directors, and the Board approved, that the audited financial statements of the Company be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 (the 2014 Form 10-K) for filing with the SEC.

***Members of the Audit Committee:***

Donna A. James (Chair)

Thomas H. Castro

James E. Copeland, Jr.

Wayne H. Pace

**Policy Regarding Pre-Approval of Services Provided by the Independent Auditor**

The Audit Committee has established a policy (the Policy) requiring its pre-approval of all audit services and permissible non-audit services provided by the independent auditor, along with the associated fees for those services. The Policy provides for the annual pre-approval of specific types of services pursuant to policies and procedures adopted by the Audit Committee, and gives detailed guidance to management as to the specific services that are eligible for such annual pre-approval. The Policy requires the specific pre-approval of all other permitted services. For both types of pre-approval, the Audit Committee considers whether the provision of a non-audit service is consistent with the SEC's rules on auditor independence, including whether provision of the service (i) would create a mutual or conflicting interest between the independent auditor and the Company; (ii) would place the independent auditor in the position of auditing its own work; (iii) would result in the independent auditor acting in the role of management or as an employee of the Company; or (iv) would place the independent auditor in a position of acting as an advocate for the Company. Additionally, the Audit Committee considers whether the independent auditor is best positioned and qualified to provide the most effective and efficient service, based on factors such as the independent auditor's familiarity with the Company's business, personnel, systems or risk profile and whether provision of the service by the independent auditor would enhance the Company's ability to manage or control risk or improve audit quality or would otherwise be beneficial to the Company.

The Audit Committee has delegated to its Chair the authority to address certain requests for pre-approval of services between meetings of the Audit Committee, and the Chair must report her pre-approval decisions to the Audit Committee at its next regular meeting. The Policy is designed to ensure that there is no delegation by the Audit Committee of authority or responsibility for pre-approval decisions to management of the Company. The Audit Committee monitors compliance by management with the Policy by requiring management, pursuant to the Policy, to report to the Audit Committee on a regular basis regarding the pre-approved services rendered by the independent auditor. Management has also implemented internal procedures to ensure compliance with the Policy.

**Table of Contents****Services Provided by the Independent Auditor**

As described above, the Audit Committee is responsible for the appointment, compensation, retention and oversight of the work of the independent auditor. Accordingly, the Audit Committee has appointed E&Y to perform audit and other permissible non-audit services for the Company and its subsidiaries. The aggregate fees billed by E&Y to the Company for the years ended December 31, 2014 and 2013 are as follows:

**Fees of the Independent Auditor**

	<b>2014</b>	<b>2013</b>
Audit Fees <sup>(1)</sup>	\$ 5,406,294	\$ 5,868,773
Audit-Related Fees <sup>(2)</sup>	4,202,813	960,621
Tax Fees <sup>(3)</sup>	959,495	793,059
All Other Fees		
<b>Total Fees for Services Provided</b>	<b>\$ 10,568,602</b>	<b>\$ 7,622,453</b>

- (1) *Audit Fees* were for audit services, including (a) the annual audit (including required quarterly reviews) and other procedures required to be performed by the independent auditors to be able to form an opinion on the Company's consolidated financial statements; (b) the audit of the effectiveness of internal control over financial reporting; (c) consultation with management as to the accounting or disclosure treatment of transactions or events and/or the actual or potential impact of final or proposed rules, standards or interpretations by the SEC, the Financial Accounting Standards Board ( FASB ) or other regulatory or standard-setting bodies; and (d) services that only the independent auditors reasonably can provide, such as services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings and assistance in responding to SEC comment letters.
- (2) *Audit-Related Fees* were principally for services related to (a) audit services and other procedures, including those associated with documents filed with the SEC and related to the audit of certain carve-out financial statements prepared in connection with Comcast Corporation's merger-related divestitures; (b) agreed-upon procedures or expanded audit procedures to comply with contractual arrangements, regulatory/franchise reporting requirements or other requirements; (c) audits of employee benefit plans; (d) due diligence services pertaining to acquisitions; and (e) attestation services related to certain internal controls (SSAE 16).
- (3) *Tax Fees* were for services related to tax planning and tax advice, including, in 2013, advice with respect to an internal reorganization. None of the services related to Audit-Related Fees or Tax Fees presented above was approved by the Audit Committee pursuant to a waiver of the pre-approval provisions as set forth in the applicable rules of the SEC.

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**EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

This section of the Proxy Statement describes the Company's compensation philosophy, principles and practices for 2014 for those of its executive officers named in the Summary Compensation Table in this Proxy Statement (Messrs. Marcus, Jain, Minson, Lawrence-Apfelbaum and Stern (collectively, the named executive officers)) and explains how they were applied to determine these executives' 2014 compensation.

**Overview:**

**Executive Compensation Program**

The Company's executive compensation program is designed to attract, retain, motivate and reward leaders who create value for the Company and its stockholders. The Company seeks to:

pay for performance by rewarding executives for leadership excellence and sustained financial and operating performance in line with the Company's strategic goals; and

Pay-for-Performance  
Orientation

align executives' interests and risk orientation with the Company's business goals and the interests of the Company's stockholders.

The Company's standard executive compensation program consists of:

annual salary;

annual cash bonus dependent in 2014 on performance against certain financial and operational metrics; and

equity awards, a significant portion of which are subject to complete forfeiture if performance-based vesting conditions are not met. The Company believes that the program has played a key role in the Company's operating and financial success, which in turn has helped drive strong operating results and total stockholder return.

**Special 2014 Compensation Considerations and Programs**

While the Company believes that its standard executive compensation program appropriately incentivizes executives to achieve the Company's goals and aligns the executives' interests with those of the Company's stockholders in most circumstances, the extraordinary events that occurred in late 2013 and early 2014 prompted Management (as defined below) and the Compensation Committee to consider whether its standard executive compensation program alone would be sufficient to support all of the Company's business priorities in the near and longer term.

In January 2014, after months of market speculation and attendant share-price appreciation, Charter Communications, Inc. (Charter) made an unsolicited proposal to acquire the Company, followed in February 2014 by formal notice to the Company that, among other things, Charter was nominating a slate of thirteen independent candidates for election to TWC's Board of Directors at the Company's 2014 annual meeting of stockholders. Then, on February 12, 2014, the Company entered into a Merger Agreement with Comcast Corporation (Comcast) pursuant to

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which the Company would become a wholly owned subsidiary of Comcast (the Comcast merger). Accordingly, the Compensation Committee needed to consider not only appropriate compensation and incentives to encourage the executive officers to meet the Company's ambitious financial and operational goals (discussed below), but also whether the compensation program structure of the past few years would be effective, especially in light of the need to motivate and retain executives during a potentially prolonged period of uncertainty between the announcement of the Comcast merger and its closing. The Company also needed to incorporate into its planning the possibility that the Comcast merger might not close, which would underscore the importance of retaining the management team during the pendency of the Comcast merger as well as providing appropriate long-term incentives that would be perceived as retaining their intended value and achieve their intended goals under those circumstances.

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As a result, as discussed in more detail below, the Committee made certain changes to the compensation program in 2014 that were designed to support stockholder alignment and the pay-for-performance orientation of the program while also addressing the importance of motivating and retaining talent against the backdrop of the pending Comcast merger. Specifically, the Compensation Committee approved an enhanced cash bonus opportunity based on the Company's ambitious 2014 performance objectives and advanced certain anticipated annual equity awards into 2014:

*Enhanced Cash Bonus Opportunity.* To further incentivize employees to achieve the Company's operating and financial goals despite the potential distractions and additional responsibilities associated with the pending Comcast merger, the Company established a supplemental bonus opportunity (the Supplemental Bonus Program) for all approximately 15,000 employees who participated in the Company's regular 2014 annual cash incentive program, including the named executive officers, that effectively increased each participant's target bonus opportunity by 50% and was based on the achievement of financial and operational goals established under the regular 2014 annual bonus program, payable upon the closing, or abandonment, of the Comcast merger; and

*Retention Equity Awards.* To further support employee retention, the Compensation Committee approved advancing into 2014 the Company's equity awards that would otherwise have been made in 2015 and 2016 for the approximately 1,800 equity-award eligible employees, including the executive officers, while, importantly, retaining significant vesting attributes of the awards as if they had been made in 2015 and 2016 (the retention equity awards).

**The lengthy regulatory review process and the ultimate termination of the Comcast merger underscores the importance and effectiveness of the Company's 2014 compensation planning and programs. The Company's executive team remains in place and as evidenced by the Company's 2014 operating and financial results was intently focused on achieving the Company's short and long-term goals despite the uncertainty and challenges during the pendency of the transaction. In addition, the retention equity awards remain subject to their time-based vesting schedules and, consistent with its intent when the retention equity awards were made, the Compensation Committee made no new equity awards to the named executive officers in 2015.**

These special programs are discussed in more detail below under 2014 Short-Term Incentive Program Annual Cash Bonus Supplemental Bonus Program and 2014 Long-Term Incentive Program Equity-Based Awards Merger-Related Retention Equity Awards.

## **2014 Highlights**

### **Company Performance**

In January 2014, the Company announced a three-year plan to revitalize its residential services by refocusing on growing its customer base, investing in reliability and customer service and enhancing its products and to drive growth in business services by expanding its network, augmenting the sales force and increasing productivity. During 2014, the Company made significant operational and financial progress against the plan's goals even as it sought regulatory approval and conducted integration planning for the Comcast merger. In addition to the 2014 accomplishments, the Company, led by its executive officers, has created significant stockholder value over the past several years:

### **Significant Operational Improvement**

### **and Solid Financial Performance**

In 2014, the Company:

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Engineered and executed a profound subscriber turnaround adding 150,000 residential customer relationships and 373,000 residential triple-play customers in 2014.

Increased revenue 3.1% during 2014 to \$22.8 billion as a result of revenue growth in all its segments, including growth of 22.8% in business services revenue, 10.4% in residential high-speed data revenue and 10.6% in advertising revenue; total revenue has grown 15.9% over the last three fiscal years.

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Significantly improved customer experience through various initiatives, including:

Completing the TWC Maxx all-digital conversions in New York City and Los Angeles, and the roll out of Internet speed increases in New York City, Los Angeles and Austin, ahead of schedule.

Investing in the Company's network and new set-top boxes and modems.

Improved customer service, including record on-time performance with technicians arriving at more than 97% of customer appointments within an industry-leading one-hour appointment window during the fourth quarter of 2014, improved self-help tools and reductions in rework and trouble calls.

Enhanced video, data and voice products such as an improved cloud-based video set-top box guide, increased capability and availability of the TWC TV app, more WiFi hotspots and free unlimited calling to Mexico, Hong Kong and China.

Expanded the Company's business services reach and opportunity by adding nearly 70,000 commercial buildings to the Company's network.

## **Significant Return of Capital**

Started paying a quarterly dividend on the Common Stock in March 2010; increased it by 20% in 2011, 17% in 2012, 16% in 2013 and 15% in 2014 (dividend yield of 2.3% as of January 29, 2014, the date the most recent increase was approved).

Paid \$857 million in dividends in 2014; \$3.5 billion in aggregate quarterly dividend payments through 2014.

Repurchased \$208 million of Common Stock in 2014, aggregating \$7.7 billion since the repurchase program started in November 2010, representing approximately 26% of the Common Stock then outstanding, while maintaining the Company's leverage ratio in its target range. The repurchase program was suspended in connection with the entry into the Comcast Merger Agreement in February 2014.

## **Impressive Total Stockholder Return**

Delivered 15% stockholder return in 2014 and significant total return to stockholders over the longer term: 157% three-year cumulative total return and 319% five-year cumulative total return through December 31, 2014.

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This chart compares the performance of the Company's Common Stock with the performance of the S&P 500 Index and an index comprised of the companies included in the Primary Peer Group (as defined and listed below) over the last three fiscal years. The chart assumes \$100 was invested on December 31, 2011 and reflects reinvestment of regular dividends and distributions on a monthly basis and quarterly market capitalization weighting. Source: Capital IQ, a Standard & Poor's business.

In achieving these results, the executive officers effectively balanced the advancement of the Company's ambitious operating and financial goals with the challenges of the then-pending Comcast merger, including complying with the requests of regulators reviewing the proposed transaction and planning for post-closing integration.



**Table of Contents****Executive Compensation Principles and Practices****Compensation Practices Checklist**

The Company and the Compensation Committee regularly monitor best practices and emerging trends in executive compensation. In addition, from time to time, the Company communicates with significant institutional stockholders and other interested constituencies to discuss the design and operation of its executive compensation and governance programs. The current practices reflect the enhancements that the Company has made over the years to strengthen its compensation practices.

The listing below identifies compensation practices that are (and, where noteworthy, are not) incorporated into the Company's compensation programs as of the date of this Proxy Statement and, to the extent relevant, provides the location of the discussion of the practice in this Proxy Statement.

Compensation Practice	TWC's	
	Compensation Practices	Discussion in Proxy Statement
Stock ownership requirements with a retention component and hedging restrictions	YES	Compensation Discussion & Analysis ( CD&A ) Ownership and Retention Requirements; Hedging Policy
Multiple performance metrics for the annual incentive program	YES	CD&A 2014 Short-Term Incentive Program Annual Cash Bonus
Clawback capabilities	YES	Employment Agreements
Change in control double-trigger for equity award vesting acceleration and severance benefits	YES	Potential Payments upon a Change in Control
Limits on executive annual incentive compensation (bonuses capped notwithstanding performance better than maximum range)	YES	CD&A 2014 Short-Term Incentive Program Annual Cash Bonus
Performance-based vesting conditions for long-term equity incentive awards ( LTI ); awards are forfeited if conditions are not met	YES	CD&A 2014 Long-Term Incentive Program Equity-Based Awards
Pay tallies used to assist in compensation decisions	YES	CD&A The Use of Pay Tallies
Limits on Pension Plan benefits (eligible compensation capped at \$350,000 per year)	YES	Pension Plans
Restrictive covenants and non-compete protections	YES	Employment Agreements
Peer-of-peer analysis	YES	CD&A The Role of Competitive Comparisons
Competitive employment market analysis	YES	CD&A The Role of Competitive Comparisons
Limited number of perquisites	YES	CD&A Perquisites
Golden parachute tax gross-ups	NO	n.a.
Above market or guaranteed earnings in non-qualified deferred compensation program	NO	n.a.
Supplemental executive health benefits	NO	n.a.
Repricing of stock options without express stockholder approval	NO	n.a.
Executive officers with pledged TWC Common Stock	NONE	Security Ownership

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*The Company's Executive Compensation Structure Reflects its Key Compensation Principles*

The core elements of the Company's executive compensation program are intended to focus the Company's named executive officers on different but complementary aspects of the Company's financial, operational and strategic goals:

*Annual Base Salary:* The base salary paid to the Company's named executive officers and other employees is intended to focus the recipient on his or her day-to-day duties.

Consistency  
between  
Principles  
and Design

*Short-Term Performance-Based Incentive:* The Company's annual cash bonus program is designed to motivate the executive officers to meet and exceed Company operating and financial goals and, in the case of other employees, to make individual contributions to the Company's strategic and operational objectives. For additional information, see 2014 Short-Term Incentive Program Annual Cash Bonus.

*Long-Term Performance-Based Incentive:* The Company's LTI program is designed to retain participants and motivate them to meet and exceed the Company's goals that are likely to result in long-term value creation for stockholders. For additional information, including about the performance-based vesting conditions, see 2014 Long-Term Incentive Program Equity-Based Awards.

In establishing its executive compensation programs, the Company is guided by the following key principles:

<b>Principle</b>	<b>Compensation Goal</b>	<b>Compensation Practice</b>
<i>Pay for performance</i>	Provide an appropriate level of performance-based compensation tied to the achievement of Company financial and operational performance goals.	The compensation structure has a mix of base salary and variable or performance-based awards. For 2014, 89% of the CEO's target total direct compensation and at least 75% of each of the other named executive officers target total direct compensation was variable and performance-based. As in prior years, 60% of each executive officer's 2014 annual LTI awards were subject to a financial performance-based vesting condition.
<i>Align executives' interests with stockholders</i>	Deliver equity compensation to align executives' interests with those of stockholders.	Equity awards comprised 50% or more of each executive officer's target total direct compensation. The 2014 annual LTI program consisted of Company RSUs that vest over a period of time and a portion of which are generally contingent on Company performance. In addition, each of the Company's senior officers, including the named executive officers, is subject to stock ownership requirements and compensation recoupment.

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<b>Principle</b>	<b>Compensation Goal</b>	<b>Compensation Practice</b>
<i>Balance incentives</i>	Focus executives on both short-term and long-term objectives.	The Company believes its mix of short-term and long-term incentives, with a larger proportion of long-term incentives, encourages focus on both long-term strategic objectives and shorter-term business objectives without introducing excessive risk.
<i>Encourage appropriate risk-taking</i>	Encourage neither excessive risk-taking nor inappropriate conservatism in decisionmaking.	
<i>Compensate competitively</i>	Consider the competitive marketplace for talent inside and outside the Company's industry to attract and retain talented executives in light of the risk of losing (and the difficulty of replacing) the relevant executive.	Total target and actual compensation are established to be externally competitive and internally equitable.
<i>Consider internal equity</i>	Seek to ensure comparable compensation for executives with comparable roles and organizational value.	

**2014 Executive Compensation Decisions**

**General Factors Considered in Determining Annual Compensation Levels**

The Compensation Committee has generally reviewed each named executive officer's target compensation annually, although, in recent years, changes have been made only in the case of entry into a new or extended employment agreement or when the executive's role or responsibilities change. The following factors, among others, are considered in determining compensation:

executive-specific items, such as the compensation previously provided to the executive, the executive's performance and potential, the importance of retaining the executive, the executive's role and tenure in the role and the executive's importance to succession planning;

the value and structure of compensation provided to individuals in similar positions at peer companies to ensure competitiveness and within the Company, to ensure internal equity;

whether the proposed compensation is consistent with the Company's compensation philosophy and key compensation principles, each as described above;

the Company's overall performance; and

stockholder return.

**2014 Base Salary and Target Incentive Compensation Determinations**

Each named executive officer's 2014 target total direct compensation (TDC) is set out below. Target TDC is comprised of annual base salary, target annual cash bonus (short-term incentive) and target annual LTI. As noted below, the Compensation Committee, working with its independent consultant, reviewed a wide range of information in setting TDC and structuring these compensation packages.

The TDC discussion and charts below do not include the impact of the Supplemental Bonus Program or retention equity awards, which were intended as one-time programs designed to address the Company's specific and immediate needs during the pendency of the Comcast merger. These merger-related special programs are discussed in detail below under "2014 Short-Term Incentive Program Annual Cash

Bonus Supplemental

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Bonus Program and 2014 Long-Term Incentive Program Equity-Based Awards Merger-Related Retention Equity Awards.

**2014 Target Total Direct Compensation**

Name	Base Salary	Target Annual Bonus	Target LTI	Target Total Direct Compensation
Robert D. Marcus	\$ 1,500,000	\$ 5,000,000	\$ 7,500,000	\$ 14,000,000
Dinesh C. Jain	\$ 1,000,000	\$ 2,500,000	\$ 4,000,000	\$ 7,500,000
Arthur T. Minson, Jr.	\$ 900,000	\$ 1,350,000	\$ 3,250,000	\$ 5,500,000
Marc Lawrence-Apfelbaum	\$ 650,000	\$ 650,000	\$ 1,575,000	\$ 2,875,000
Peter C. Stern <sup>(1)</sup>	\$ 625,000	\$ 625,000	\$ 1,300,000	\$ 2,550,000

(1) Mr. Stern's 2014 annual base salary and target annual bonus are prorated to reflect increases for 2014 approved by the Compensation Committee in July 2014, as discussed below.

**Mr. Marcus.** Mr. Marcus became the Company's Chairman and Chief Executive Officer on January 1, 2014. In July 2013, in conjunction with the Board's decision to appoint Mr. Marcus to the positions of Chairman and Chief Executive Officer effective upon the retirement of Glenn A. Britt from those positions, the Company and Mr. Marcus entered into a new employment agreement that, among other things, established the compensation for his new role. See Employment Agreements Robert D. Marcus. In connection with its compensation decisions under that agreement, the Compensation Committee considered the Company's key compensation principles, the importance of Mr. Marcus's position as well as compensation levels for chief executive officer positions in the Primary Peer Group, Secondary Peer Group (as defined and listed below) and general survey data and decided to increase Mr. Marcus's annual base salary, target annual bonus and target LTI value commencing in 2014 upon his service as Chairman and Chief Executive Officer. In light of its review, the Compensation Committee established the following 2014 TDC for Mr. Marcus: (a) an annual base salary of \$1,500,000; (b) an annual discretionary cash bonus with a target amount of \$5,000,000; and (c) annual LTI with a target value of \$7,500,000. These new targets served to further weight Mr. Marcus's pay mix toward performance-based and long-term incentives, which the Compensation Committee considered appropriate in light of Mr. Marcus's responsibilities and role at the Company.

**Robert D. Marcus****2014****Target Direct Compensation****Total: \$14,000,000**

In reviewing Mr. Marcus's compensation, the Compensation Committee noted that Mr. Marcus's target TDC was below the median for chief executive officers in the Primary Peer Group, and below that of Glenn A. Britt, the Company's former Chief Executive Officer. The Compensation Committee also determined that it was appropriate to continue to weight Mr. Marcus's TDC most heavily (89%) toward performance-based compensation in the belief that this compensation structure would best focus Mr. Marcus on achieving the Company's strategic and business objectives. In addition, pursuant to the terms of his 2013 employment agreement and in connection with his appointment as Chairman and Chief Executive Officer, Mr. Marcus received a special LTI award in 2014 with a grant value of approximately \$2,000,000, which was awarded in the form of RSUs, consistent with the form of the annual LTI awards made to the other executive officers in 2014.

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**Mr. Jain.** Mr. Jain joined the Company as Chief Operating Officer in January 2014. In determining the appropriate compensation for Mr. Jain, the Compensation Committee considered the Company's key compensation principles, compensation for chief operating officers, and similar senior management positions, in the Primary Peer Group, Secondary Peer Group, general survey data and internal comparisons and the Company's desire to attract and retain a cable executive of Mr. Jain's stature, experience and reputation to lead its operations. In light of its review, the Compensation Committee established the following target TDC for Mr. Jain: (a) an annual base salary of \$1,000,000; (b) an annual discretionary cash bonus with a target amount of \$2,500,000; and (c) annual LTI with a target value of \$4,000,000.

**Dinesh C. Jain****2014****Target Direct Compensation****Total: \$7,500,000**

In setting Mr. Jain's compensation, the Compensation Committee noted that his target TDC was slightly below the median for comparable executive officer positions in the Primary Peer Group and above the median for chief operating officers in general survey data. The Compensation Committee also determined that it was appropriate to weight his TDC most heavily (87%) toward performance-based compensation.

Mr. Jain was previously employed by Insight Communications Company, Inc. ( Insight ), which was acquired by the Company in 2012. In connection with the acquisition and the subsequent termination of Mr. Jain's employment by Insight, Mr. Jain was entitled to certain related severance benefits and, in 2014, received a total of \$742,283 of salary continuation and bonus payments from the Company. These severance benefits were not taken into account in the Compensation Committee's TDC determination when Mr. Jain was hired for his current role as the Company's Chief Operating Officer. See Employment Agreements Dinesh C. Jain.

**Mr. Minson.** Mr. Minson joined the Company as Executive Vice President and Chief Financial Officer in May 2013. In determining the appropriate compensation for Mr. Minson, the Compensation Committee considered the Company's key compensation principles, compensation for chief financial officers in the Primary Peer Group, Secondary Peer Group, general survey data, internal comparisons and the Company's desire to attract and retain an executive of Mr. Minson's stature, experience, especially in related industries, and reputation. In light of its review, the Compensation Committee established the following target TDC for Mr. Minson: (a) an annual base salary of \$900,000; (b) an annual discretionary cash bonus with a target amount of \$1,350,000; and (c) annual LTI with a target value of \$3,250,000.

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**Arthur T. Minson, Jr.**

**2014**

**Target Direct Compensation**

**Total: \$5,500,000**

In setting Mr. Minson's compensation, the Compensation Committee noted that his target TDC was above the median for chief financial officers in the Primary Peer Group, which the Committee considered appropriate in light of his past experience at the Company and in related industries. The Compensation Committee also determined that it was appropriate to weight his TDC most heavily (84%) toward performance-based compensation. See Employment Agreements Arthur T. Minson, Jr.

*Mr. Lawrence-Apfelbaum.* In 2012, the Compensation Committee reviewed Mr. Lawrence-Apfelbaum's compensation in connection with the renegotiation of his employment agreement. For 2014, the Compensation Committee reviewed this compensation in light of the Company's key compensation principles, comparisons to comparable general counsel and other positions in the Primary Peer Group, Secondary Peer Group and general survey data and the importance of his continuing role at the Company. In light of its review, the Compensation Committee determined it would be appropriate to maintain the following target TDC for Mr. Lawrence-Apfelbaum: (a) an annual base salary of \$650,000; (b) an annual discretionary cash bonus with a target amount of \$650,000; and (c) annual LTI with a target value of \$1,575,000.

**Marc Lawrence-Apfelbaum**

**2014**

**Target Direct Compensation**

**Total: \$2,875,000**

In setting Mr. Lawrence-Apfelbaum's compensation, the Compensation Committee noted that his 2014 target TDC was below the median of the most comparable positions within the Primary Peer Group. The Compensation Committee also determined that it was appropriate to continue to weight Mr. Lawrence-Apfelbaum's target TDC most heavily (77%) toward performance-based compensation. See Employment Agreements Marc Lawrence-Apfelbaum.

*Mr. Stern.* In October 2013 and again in July 2014, the Compensation Committee reviewed 2014 compensation for Mr. Stern and considered the Company's key compensation principles, compensation for similar positions based on internal comparisons and general survey data in light of the absence of comparable

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information in the Primary Peer Group and Secondary Peer Group. In October 2013, the Compensation Committee made no change to Mr. Stern's target TDC for 2014. In July 2014, the Compensation Committee determined to increase Mr. Stern's target TDC by 10% to reflect an increase in Mr. Stern's responsibilities, internal and market compensation practices, his experience and the importance of his position and retaining him in that position. In light of its review, the Compensation Committee determined to make the following target TDC changes for Mr. Stern, which were prorated for 2014 as reflected in the table above and the chart below: (a) increase his annual base salary from \$600,000 to \$650,000; (b) increase the target amount of his annual discretionary cash bonus from \$600,000 to \$650,000; and (c) increase the annual target value of his LTI from \$1,300,000 to \$1,450,000 (with no adjustment made to his 2014 annual LTI award).

**Peter C. Stern****2014****Target Direct Compensation****Total: \$2,550,000**

In setting Mr. Stern's compensation, the Compensation Committee noted that his 2014 target TDC was reflective of his diverse and important responsibilities. The Compensation Committee also determined that it was appropriate to continue to weight Mr. Stern's target TDC most heavily (75%) toward performance-based compensation. See Employment Agreements Peter C. Stern.

***2014 Short-Term Incentive Program Annual Cash Bonus***

The Company's annual cash bonus payments to the named executive officers for 2014 were based on three components:

the 2014 Time Warner Cable Annual Incentive Plan (the 2014 AIP), based 50% on a Profit Participation Program (Profit Participation Program) tied to Company financial performance and 50% on a new Operational Performance Incentive (OPI) feature introduced for 2014 tied to achievement of specified operational and financial goals;

a residential video subscriber additions bonus opportunity equal to 5% of the 2014 AIP target bonus in the event of a net increase in residential video subscribers in any 2014 fiscal quarter (the Residential Video Subscriber Additions Bonus); and

a special Supplemental Bonus Program award opportunity approved as an additional incentive in connection with the Comcast merger, that served to increase the target bonus opportunity by 50% (see Supplemental Bonus Program, below).

Unlike past years in which the named executive officers' cash incentive was based predominantly on the Company's financial performance, the Compensation Committee believed that the 2014 mix of financial and operational goals would align executives with the Company's ambitious three-year plan to revitalize its residential services, expand and improve its network and drive growth in business services to lead to longer-term shareholder returns.

***2014 Profit Participation Program.*** Management proposed the use of Operating Income to determine Company financial performance under the 2014 Profit Participation Program component of the AIP, which accounted for 50% of the 2014 AIP opportunity. In adopting Management's proposal for the 2014 Profit Participation



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Program component, the Compensation Committee indicated that it believed that Operating Income would be an important indicator of the overall operational strength and performance of the Company's business in 2014, including the ability to provide cash flows to service debt, pay dividends, repurchase shares and prudently invest in new growth opportunities.

The following threshold and maximum goals were established for the Profit Participation Program component of the 2014 AIP based upon a review of the prior year's Operating Income results, the Company's 2014 budget and other factors:

**Profit Participation Program****for Named Executive Officers**

(50% of 2014 AIP Opportunity)

<b>2014 Profit Participation Program Financial Metric</b>	<b>Threshold Award (50% of target)</b>	<b>Maximum Award (150% of target)</b>
Operating Income	\$ 4,500	\$ 5,100

(in millions)

The Compensation Committee determined that the threshold Operating Income goal set an appropriate level of performance to earn an award under the Profit Participation Program component of the 2014 AIP. If the Company failed to meet the threshold level, no bonus payment would be made under this component of the 2014 AIP. Similarly, the maximum goal was considered to present very significant challenges and was not likely to be attained. If the Company exceeded the maximum goal, the Company financial performance score under the Profit Participation Program component would be 150%.

If the Company's Operating Income after required adjustments (adjusted Operating Income) was above the threshold but below the maximum goal, the Compensation Committee would determine the Profit Participation Program score in its discretion, but using as its starting point the straight line interpolation of the Company's performance against the threshold and maximum goals. For example, if the Company's adjusted Operating Income results were exactly at the midpoint between the threshold and maximum goals, the straight line interpolation would be 100%, the midpoint between 50% and 150%.

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*2014 Operational Performance Incentive.* Management proposed a broad set of metrics for the executive officers, including the named executive officers, under the 2014 OPI, which together accounted for 50% of the total 2014 AIP opportunity. These metrics were intended to motivate the named executive officers to drive performance in four key performance areas, each carrying equal weight of 25% under the OPI (*i.e.*, 12.5% of the total 2014 AIP opportunity): (i) residential customer experience, (ii) plant reliability and expansion, (iii) completion of the upgrades in key cities designated as TWC Maxx and (iv) financial and operating results. The key metrics within each of these areas are set out below.

**Operational Performance Incentive**

**for Named Executive Officers**

(50% of 2014 AIP Opportunity)

In adopting Management's proposal for the OPI portion of the 2014 AIP, the Compensation Committee believed that the four principal performance areas and their underlying components would be reflective of the Company's success in achieving several key objectives: enhancing the customer experience, investing in plant and products to revitalize its residential business, continuing to expand its business services operations, and driving sustainable top-line growth. While each metric within the performance areas was assigned a weighting and a threshold and maximum to help evaluate the level of accomplishment, none of the metrics was in itself material to the ultimate performance evaluation.

The Residential Customer Experience metrics of reducing call volume and trouble calls (*i.e.*, truck rolls following a customer interaction) were thought to be important indicators of whether TWC customers are generally having a positive experience.

The Plant Reliability and Expansion metrics were thought to support the Company's objective of efficiently and economically investing in its physical infrastructure to ensure a quality customer experience and support growth in its business service and residential segments.

The TWC Maxx deployment metrics were selected to support the Company's roll out of an enhanced residential customer experience, which is also intended to provide the Company with a meaningful competitive advantage in key operating areas.

The Financial and Operating Results selected by the Committee were thought to be important indicators of business performance: residential customer relationships to gauge the Company's success in attracting and retaining customers and revenue to gauge the Company's success in maintaining pricing discipline.

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Reflecting the fact that many of the 2014 OPI goals were interrelated and interdependent, the Committee determined to have all the Company's executive officers share the same goals. This was also intended to foster collaboration and cooperation among executive team members.

As under the Profit Participation component of the 2014 AIP, the Compensation Committee would determine a performance score for each metric within the four key areas using a scale on which a designated outcome could represent minimally satisfactory results and a score of 150% would represent truly exceptional results.

**Residential Video Subscriber Additions Bonus.** In light of negative residential video subscriber trends, the Compensation Committee developed the Residential Video Subscriber Additions Bonus opportunity to encourage employee focus on quarterly residential video subscriber net additions. Under the 2014 AIP, an additional bonus of 5% of the target bonus opportunity would have been payable based on the achievement of a net increase in residential video subscribers in any fiscal quarter of 2014. This additional 5% bonus opportunity would be payable to any AIP-eligible employee, including the executive officers. The payment of this bonus could have permitted an individual's total 2014 cash bonus to exceed 150% of the target opportunity. The Company failed to meet the performance threshold for payment of the Residential Video Subscriber Additions Bonus.

**Supplemental Bonus Program.** As noted above, to further incentivize employees to maintain focus on achieving the Company's operating goals while also engaging in a complicated and time-consuming integration planning process during the pendency of the Comcast merger, the Company established a special Supplemental Bonus Program for all participants in the 2014 AIP (approximately 15,000 employees), including the named executive officers. The Supplemental Bonus Program provided a 50% increase to each participant's target bonus opportunity under the 2014 AIP, subject to an aggregate Supplemental Bonus Program payment limit of \$100 million for all AIP-eligible employees. Furthermore, the Supplemental Bonus Program was based on the same performance goals and subject to the same limits (including a payout cap) established under the 2014 AIP. Pursuant to its terms, the Supplemental Bonus Program payments were to be made upon the completion or termination of the Comcast merger and would not have been made had the 2014 AIP performance thresholds not been met.

The Compensation Committee believed that meaningfully increasing the size of the potential cash bonus opportunity under the 2014 AIP by 50% for the general employee population, as well as the named executive officers, was an essential component of the 2014 incentive compensation package to motivate and reward participants in light of the Company's ambitious goals and its circumstances. The Compensation Committee believed that mirroring the 2014 AIP financial and operational goals in the Supplemental Bonus Program reinforced the criticality of achieving, and exceeding, the operating performance objectives despite the potential Comcast merger distractions and additional responsibilities. In addition, the timing of the payment of the bonus would also serve to reinforce the retention of senior management through the closing, or abandonment, of the Comcast merger.

**2014 Annual Incentive Plan Performance Determination.** In connection with its determination of annual bonus payments, the Compensation Committee reviewed the Company's results under the Profit Participation Program, the OPI and the Residential Video Subscriber Additions Bonus. The Profit Participation Program and the Residential Video Subscriber Additions Bonus applied similarly to all bonus-eligible employees, while the 2014 OPI goals described above applied to the executive officers. Management determined the OPI metrics and goals for the other bonus-eligible employees cascading down, as applicable, from the executive officers, based on the participants' roles within the Company. The Company did not achieve the quarterly net residential video subscriber gain required to receive the Residential Video Subscriber Additions Bonus.

**Profit Participation Program.** As mandated by the terms of the Profit Participation Program component of the 2014 AIP, Operating Income was adjusted to reflect identified items, such as merger-related and restructuring costs, and other items that affect Operating Income but that are beyond the control of management or otherwise not indicative of management's performance. For 2014, these mandatory adjustments had the net impact of increasing Operating Income for 2014 AIP purposes by \$147 million in aggregate, predominantly for merger-related expenses, resulting in adjusted Operating Income, for compensation purposes, of \$4,779 million.

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Since this adjusted Operating Income exceeded the threshold performance, the Compensation Committee noted the straight-line interpolation between the threshold and maximum target levels. This interpolation yielded an initial score of 96%, which the Compensation Committee used as the starting point for its final determination of performance under the 2014 Profit Participation Program component.

Pursuant to the Profit Participation Program, in evaluating performance, the Compensation Committee considered, among other factors:

the quality of the Company's 2014 financial performance;

the Company's performance relative to its budget;

the Company's growth as compared with 2013 results;

the Company's performance relative to that of other cable operators;

Management's recommendation for the Company financial performance score; and

the external business environment and market conditions.

After deliberation, the Compensation Committee established a Profit Participation Program score of 96%, based on the straight-line interpolation. This determination reflected the Compensation Committee's view of the Company's accomplishments during the year (as outlined above under 2014 Highlights: Company Performance), especially in light of the efforts, demands and distractions arising from the Comcast merger, including complying with the requests of federal, state and local regulators reviewing the proposed transaction and planning for post-closing integration.

*Operational Performance Incentive Plan.* The Compensation Committee reviewed each of the four principal areas established under the 2014 OPI and considered management's progress, as reviewed by the Company's internal auditor, against the metrics and goals associated with each of these areas. Based on its review, the Committee established the following scores:

Residential customer experience score 124%. This score was based on management's impressive success in reducing the number of trouble calls (*i.e.*, truck rolls) during 2014, exceeding expectations, and the Company's reduction in the number of customer care phone calls during the year. The Committee considered the impact of growth in customer relationships and the expansion of the TWC Maxx program on the service call experience, but determined not to adjust the score from the straight line interpolation.

Plant reliability and expansion score 122%. This score was based on exceeding expectations with respect to improving plant reliability and performance and expanding residential service opportunities. However, the score was negatively impacted by achieving a lower level of success in building business services line extensions and cell towers despite adding more than \$1 billion in business services opportunity.

TWC Maxx deployment score 117%. This score was based on management having successfully completed the migration to all-digital in Los Angeles and having deployed its TWC Maxx Internet speed increases in New York and Los Angeles as planned, and improving plant performance in these key locations, along with Austin, Texas, to a level above expectations. The Committee did not adjust the score to reflect the successful increase of Internet speeds in Austin, Texas to TWC Maxx levels ahead of schedule.

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Financial and operating performance score 102%. This score was based on strong growth in residential customer relationships during 2014 (net additions of 150,000), as well as revenue growth of 3.1% during 2014.

In each case, the Company's performance exceeded the threshold performance established under the OPI. Accordingly, the Compensation Committee noted the straight-line interpolation between the threshold and maximum target levels in each case in which such goals had been established. This interpolation yielded initial scores, which the Compensation Committee used as the starting point for its final determination of performance under the 2014 OPI. After deliberation, the Compensation Committee established an aggregate 2014

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OPI score of 116%, based on the unadjusted straight-line interpolation of each applicable component and the appropriately weighted aggregate of each of the four principal areas, as shown in the table below. This determination reflected the Compensation Committee's view of the Company's accomplishments during the year (as outlined above and under 2014 Highlights: Company Performance) to set the foundation for achievements under the long-term plan and in light of the difficult competitive environment and the distractions of the Comcast merger regulatory review process and planning for post-closing integration.

The table below sets out each of the threshold/maximum interpolated scores for each of the Profit Participation Program and the OPI components of the 2014 annual bonus program and the ultimate scores assigned by the Compensation Committee for use in the bonus determinations.

	Percentage Allocation	Threshold/Maximum X Interpolation	=	Final Score
<b>2014 Company Performance</b>				
<b>Profit Participation Program</b>				
(50% of 2014 annual bonus target payment)	50%	96%		48%
<b>Operational Performance Incentive</b>				
(50% of 2014 annual bonus target payment)				
Residential customer experience	12.5%	124%		15.5%
Plant reliability and expansion	12.5%	122%		15.25%
TWC Maxx deployment	12.5%	117%		14.5%
Financial and operating performance	12.5%	102%		12.75%
Total weighted aggregate score	50%	116%		58%
<b>Weighted Aggregate Annual Bonus Score</b>	100%	106%		106%

**2014 Annual Incentive Plan and Supplemental Bonus Payments.**

The table below indicates the total amount awarded to each named executive officer under the 2014 annual bonus programs, including the (a) 2014 AIP and (b) Supplemental Bonus Program, based on a 106% overall performance score, alongside each officer's aggregate annual bonus target under the 2014 AIP and Supplemental Bonus Program. The named executive officers were paid a portion of these annual bonus awards before the end of the first quarter of 2015 and, consistent with the terms of the Supplemental Bonus Program, were paid the balance in April 2015 as a result of the abandonment of the Comcast merger. These bonus amounts are also included under the heading Non-Equity Incentive Plan Compensation in the Summary Compensation Table below.

Executive Officer	2014 Annual Bonus Award			Target 2014 AIP and Supplemental Bonus <sup>(2)</sup>
	2014 AIP	Supplemental Bonus Program	Total 2014 Annual Bonus Award <sup>(1)</sup>	
Robert D. Marcus	\$ 5,300,000	\$ 2,650,000	\$ 7,950,000	\$ 7,500,000
Dinesh C. Jain	\$ 2,650,000	\$ 1,325,000	\$ 3,975,000	\$ 3,750,000
Arthur T. Minson, Jr.	\$ 1,431,000	\$ 715,500	\$ 2,146,500	\$ 2,025,000
Marc Lawrence-Apfelbaum	\$ 689,000	\$ 344,500	\$ 1,033,500	\$ 975,000
Peter C. Stern	\$ 662,500	\$ 331,250	\$ 993,750	\$ 937,500

(1) Aggregate of amounts awarded under the 2014 AIP and Supplemental Bonus Program.

(2) The 2014 AIP bonus target for each of the named executive officers is set forth in the table above titled 2014 Target Total Direct Compensation. The Supplemental Bonus Program effectively increased each AIP participant's bonus target by 50%.

**Section 162(m) Compliance.** In order to structure the short-term incentive awards as potentially deductible amounts under Section 162(m) of the Internal Revenue Code (Section 162(m)), additional conditions and limitations on awards were imposed under the Time Warner Cable Inc. 2012 Annual Bonus Plan (the 162(m) Bonus Plan), which was approved by the Company's stockholders in May 2012. Pursuant to the 162(m)

Bonus Plan, a subcommittee of the Compensation Committee, whose members are outside directors as

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defined in Section 162(m) (the Subcommittee), established objective performance criteria for 2014 that determined the maximum bonus pool from which the named executive officers' bonuses can be paid and a percentage allocation of the pool for each named executive officer. Under the objective criteria established by the Subcommittee, an aggregate 2014 maximum bonus pool was established equal to 7.5% of the amount by which the Company's 2014 Operating Income before depreciation of tangible assets and amortization of intangible assets (as adjusted) of at least \$8.15 billion exceeded \$6.723 billion. Each annual bonus payment was subject in all cases to a 162(m) Bonus Plan cap equal to the lesser of (i) 250% of the officer's annual bonus target and (ii) \$15 million, in addition to an overall cap under the annual bonus program of 150% of the individual's target annual bonus (as increased by the Supplemental Bonus Program opportunity). In awarding 2014 bonuses to each named executive officer, the Subcommittee exercised its discretion to reduce the maximum amount available for each executive officer under the 162(m) Bonus Plan's pool. The basis for this exercise of negative discretion was the Company's performance score under the Profit Participation Program and the operational performance under the OPI as described above.

***2014 Long-Term Incentive Program Equity-Based Awards***

As the Compensation Committee considered the 2014 LTI program, it also realized that additional retention incentives would be essential in light of the possible protracted regulatory review process that is typical for significant mergers in the cable industry and various uncertainties related to the Comcast merger. As a result, in addition to the standard annual LTI awards, it approved advancing into 2014 equity awards that would have otherwise been made in 2015 and 2016 as special retention equity awards.

***2014 Standard Annual Equity Awards.*** The Company's 2014 Annual LTI program consisted of RSUs awarded under the Company's 2011 Stock Incentive Plan (the Stock Plan), 60% of which was subject to complete forfeiture if specified performance-based vesting conditions were not satisfied. The 2014 annual LTI program represented a change from the Company's practices in recent years, which had also included stock options as part of its standard mix. The Compensation Committee believed that granting RSUs with a combination of performance-based and service-based vesting would provide the best mix of LTI vehicles to motivate key executives to drive business results against the Company's goals and retain the senior management team during the pendency of the Comcast merger and better aligned executives' interests with those of the Company's stockholders. In addition, the Compensation Committee was aware that stock options, which had historically been granted with a ten-year term, might not have, or be perceived to have, the opportunity to reach their full anticipated value in light of the various circumstances related to the Comcast merger. As a result, stock options were not considered to be as effective as RSUs in achieving all of the Company's business and compensation objectives under the circumstances.

***2014 Equity Awards Determinations.*** The number of RSUs awarded to each named executive officer in connection with the 2014 LTI program and the retention equity awards, described below, was determined by reference to the target LTI value for such executive and the average closing price of the Company's Common Stock over a ten-day period prior to the date of grant selected in advance by the Compensation Committee.

***2014 Standard Annual Equity Awards Performance-Based Conditions and Other Terms.*** Consistent with the Company's LTI programs since 2011, 60% of the value of the 2014 annual LTI award to each executive officer was subject to complete forfeiture if the Company failed to satisfy specified performance goals. For 2014, the Compensation Committee established a one-year measurement period for this performance-based vesting condition and set 2014 Operating Income (as adjusted) of \$4.5 billion (the threshold performance level under the Profit Participation Program under the 2014 AIP) as the 2014 LTI award performance threshold. The Compensation Committee believed that utilizing this one-year performance threshold for 60% of the target value of the 2014 annual LTI awards was appropriate in light of general market practice, the inherent performance aspects of equity awards, the types of vehicles and mix used by the peer groups and the challenges associated with setting multi-year performance goals, particularly in light of the pending Comcast merger. In conjunction with the determination of the performance score under the 2014 Profit Participation Program component of the annual bonus program in early 2015, the Compensation Committee certified the satisfaction of the one-year performance condition, which permitted the awards to vest on their designated time-based vesting schedules, as described below.



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The 2014 annual LTI awards were made to all eligible employees on February 12, 2014, a date selected by the Compensation Committee in October 2013. With the financial performance conditions discussed above having been satisfied, all the 2014 annual RSUs are eligible to vest in equal installments on the third and fourth anniversaries of the date of grant. The Company and the Compensation Committee believe that the multi-year, time-based vesting schedules encourage executive retention and emphasize a longer-term perspective. Outstanding stock options and RSUs provide for accelerated vesting upon a termination of employment after reaching a specified age and years of service and upon certain involuntary terminations of employment.

***Merger-Related Retention Equity Awards.*** In addition, in connection with the execution of the Comcast merger agreement, the Compensation Committee approved the retention equity awards that advanced into 2014 the award of equity grants that would otherwise have been made in 2015 and 2016 for all TWC employees who were eligible to receive equity awards (over 1,800 employees), including the named executive officers. These advanced awards were intended to address employee retention during the potentially prolonged period of uncertainty during the pendency of the regulatory review process for the Comcast merger and thereafter, while at the same time preserving appropriate incentives and alignment of employees with TWC stockholders in light of the possibility that the Comcast merger might not close. The Compensation Committee believed that the retention equity awards needed to be sufficiently meaningful to the employees so that forfeiture would represent a significant deterrent to leaving employment at the Company and also limit other employers' ability or willingness to offer to make up the value of the awards to entice their departures. The vesting terms of the awards were also appropriately structured in the event that the Comcast merger failed to close or an executive remained with the merged company after the closing.

The effectiveness of the Company's planning has been borne out. More than a year after the Comcast merger was announced, the senior management team is intact and has been successful in driving the business to achieve the Company's operating results while also working to advance the then anticipated closing and integration of the Comcast merger. In addition, both the employees and the Company are generally in the same position they would have been in had the retention equity awards been made in 2015 and 2016, rather than 2014.

The retention equity awards consisted of RSUs with service-based vesting and were designed to replace the annual equity awards that the employees, including the named executive officers, would otherwise have received in 2015 and 2016. Each retention award was valued to reflect the expected target value of such 2015 and 2016 awards and was made in the form of RSUs for reasons similar to those that guided the decision that the 2014 annual LTI awards would take the form of RSUs. Unlike the 2014 annual RSU grants, the retention equity awards did not carry performance-based vesting conditions as the Compensation Committee believed that applying performance conditions to the retention equity awards would diminish their retentive value and alignment with stockholders.

The retention equity awards' vesting schedule was designed to mirror the vesting schedule that would have applied to the annual equity grants had they been made in 2015 and 2016. Accordingly, because the normal course 2015 and 2016 RSU grants would each have vested 50% on their respective third and fourth anniversaries, the 2015 retention equity award will vest 50% in each of February of 2018 and 2019 and the 2016 retention equity award will vest 50% in each of February of 2019 and 2020, in each case subject to continued employment. Consistent with its intent at the time of the retention equity awards, the Compensation Committee did not make additional awards in 2015 to employees who received retention equity awards in 2014 and does not expect to do so in 2016, absent an increase in an executive's responsibilities or other changed circumstances. Consequently, whether or not the Comcast merger was consummated, both the employees and the Company would generally be in the same position they would have been in had the additional RSUs been granted in 2015 and 2016, rather than in 2014. See Grants of Plan-Based Awards.

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**Compensation Decision Process**

***Oversight and Authority for Executive Compensation***

Under its charter, the Compensation Committee has authority and oversight over all elements of the Company's executive compensation program, including:

salaries;

short-term incentives;

long-term incentives, including equity-based awards;

employment agreements for the named executive officers, including any change-in-control or severance provisions or personal benefits set forth in those agreements;

severance and change-in-control arrangements, if any, for the named executive officers that are not part of their employment agreements; and

employee benefits and perquisites.

The Compensation Committee's charter states that, in determining compensation levels for each named executive officer, the Compensation Committee should consider, among other factors, the Company's overall performance, stockholder return, the achievement of specific performance objectives established by the Compensation Committee on an annual basis, compensation previously provided to the executive, the value of compensation provided to individuals in similar positions at peer companies and the Company's general compensation policy.

***Role of Management and Compensation Consultants***

Although the Compensation Committee has authority and oversight over compensation for the named executive officers, members of management, including Robert D. Marcus, now Chairman and Chief Executive Officer (and President and Chief Operating Officer during 2013); Glenn A. Britt (during 2013 in his capacity as Chairman and Chief Executive Officer); Peter C. Stern, Executive Vice President and Chief Products, People and Strategy Officer; and Paul L. Gilles, Senior Vice President, People Strategy and Compensation during 2013 (collectively, Management), provide recommendations for the Compensation Committee's consideration (other than with respect to the Company's Chairman and CEO). Management also provides ongoing assistance to the Compensation Committee with respect to its review of the effectiveness of the Company's executive compensation programs. The Company also, from time to time, engages consulting firms (independent of those engaged by the Compensation Committee) to assist Management in evaluating the Company's executive compensation policies and practices.

During 2014, the Compensation Committee retained ClearBridge Compensation Group (ClearBridge) as its sole compensation advisor. The Company paid ClearBridge an annual retainer, plus additional amounts for special projects that the Compensation Committee requested. In connection with the retention, the Compensation Committee determined that ClearBridge had the necessary experience, skill and independence to advise the Committee. The Compensation Committee believes that ClearBridge's service as its compensation advisor does not create any conflict of interest, after considering, among other things: (i) the absence of other services provided to the Company; (ii) the level of fees paid by the Company to ClearBridge compared to its total revenue; (iii) policies and procedures designed to prevent conflicts of interest; (iv) the absence of business or personal relationships with a member of the Compensation Committee other than related to its retention by the Committee; (v) the absence of any business or personal relationships with any executive officer of the Company other than related to its retention by the Committee; and (vi) its restrictions on Common Stock ownership. The Compensation Committee plans to review its determination annually.

During 2014, ClearBridge reported directly to the Compensation Committee, providing assistance and advice to it in carrying out its principal responsibilities. The Compensation Committee consulted with ClearBridge with respect to all significant 2014 compensation decisions and

determinations. In this advisory role, ClearBridge attended and participated in all Compensation Committee meetings, including executive sessions

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when appropriate. In connection with ClearBridge's role as advisor to the Compensation Committee, Management from time to time seeks input from ClearBridge about compensation proposals it is considering for presentation to the Compensation Committee. ClearBridge does not provide services to the Company other than under its engagement by the Compensation Committee related to executive compensation or in connection with the review of non-employee director compensation.

**The Role of Competitive Comparisons**

The Compensation Committee reviewed information about compensation practices and values from two groups of companies to assist it in establishing 2014 compensation levels and practices for the named executive officers. These groups include other cable, telecommunications and media companies as well as other comparable public companies. The Compensation Committee used this data to assist it in evaluating general competitiveness and comparability of compensation design, mix and levels but does not target any particular percentile or pay range within the data sets in setting compensation. Information on the Primary and Secondary Peer Groups is presented in the table below.

	<b>Primary Peer Group<sup>(1)</sup></b>	<b>Secondary Peer Group<sup>(2)</sup></b>
Role in Compensation	Data from the Primary Peer Group are the Compensation Committee's main reference point in determining the value of compensation provided to comparably situated individuals at peer companies	The Secondary Peer Group provides an additional reference point in the Compensation Committee's compensation deliberations
Analysis Characteristics	16 public companies Media and communications industries Median annual revenue consistent with the Company's revenue Principal competitors for available executive talent <sup>(3)</sup>	20 public companies Broader industry environment Annual revenue between 50% and 200% of the Company's revenue, and median revenue consistent with the Company's Objective, mechanical selection methodology based on size
Composition	AT&T Inc. Cablevision Systems Corporation CBS Corporation CenturyLink, Inc. Charter Communications, Inc. Comcast Corporation DIRECTV DISH Network Corporation Liberty Global Inc. Sprint Corporation The Walt Disney Company Time Warner Inc. Twenty First Century Fox, Inc. <sup>(4)</sup> Verizon Communications, Inc. Viacom Inc. Windstream Corporation	Amgen Inc. AES Corporation Alcoa Inc. Altria Group Inc. Bristol-Myers Squibb Company Deere & Company Dominion Resources, Inc. EMC Corporation Emerson Electric Co. Exelon Corporation Halliburton Company International Paper Company Kimberly-Clark Corporation Macy's Inc. McDonald's Corporation Medtronic, Inc. Raytheon Company Tyco International Limited Union Pacific Corporation Xerox Corporation

(1) This Primary Peer Group has been used since 2009, with the addition of Time Warner Inc. following the Separation in March 2009. Under previously established guidelines, the Compensation Committee reviewed the Primary Peer Group in 2013 and replaced Frontier Communications Corporation with Windstream Corporation and confirmed the continued use of this Primary Peer Group in reviewing 2014 compensation. The Group's median annual revenue of \$23.6 billion was consistent with the Company's annual revenue of \$21.4 billion. However, the Primary Peer Group was selected primarily



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based on the Company's beliefs regarding its competitors for executive talent, not based on the companies' size relative to the Company.

- (2) In 2008, the Compensation Committee established criteria and processes for selecting and reviewing the appropriate companies for inclusion in the Secondary Peer Group so that it represents companies from a broad range of industries (effectively all industries except financial services, healthcare and those covered by the Primary Peer Group) with annual revenue between 50% and 200% of the Company's 2010 annual revenue (\$9.5 billion to \$37.8 billion when the criteria were established) and median annual revenue generally consistent with the Company's. During 2011, consistent with its established process, the Compensation Committee conducted its triennial review of its Secondary Peer Group and reconstituted it for compensation determinations for 2012 through 2014 using the established criteria. The companies listed in the table reflect the results of this review, except that in 2013, Tyco International Limited was removed for purposes of reviewing 2014 compensation since it no longer met the asset value criteria as a result of a corporate reorganization.
- (3) To assist the Committee in selecting and validating the Primary Peer Group members, two analyses were undertaken in initially establishing the Group: (i) a "peer of peers" analysis to review which companies and industry groups include the Company as a peer in their respective peer group and (ii) an internal review of the companies and industry groups to which the Company lost executive talent or from which the Company sourced executive talent in recent years.
- (4) As a result of News Corporation's June 2013 separation into two independent publicly-traded companies, its cable and broadcasting networks and properties are held by Twenty-First Century Fox, Inc., which replaced News Corporation in the Primary Peer Group.

**Market Surveys.** In addition to the Peer Groups, Management and the Compensation Committee considered, as a general reference, market compensation survey data available through a number of nationally-recognized compensation consulting firms. This data covers companies roughly comparable in size (median annual revenue of approximately \$18 billion) to the Company from a broad range of industries, including the cable/satellite, telecommunications and media industries.

### ***The Use of Pay Tallies***

The Compensation Committee periodically reviews "pay tallies" for the named executive officers (*i.e.*, analyses of the executives' annual pay and long-term compensation with potential severance payments under various termination scenarios, including involuntary termination scenarios, pursuant to the negotiated employment agreements) to help ensure that the design of the compensation program is consistent with the Company's compensation philosophy and key principles and that the amount of compensation is within appropriate competitive parameters.

Based on the Compensation Committee's review of 2014 pay tallies, the Compensation Committee concluded that the total compensation of the named executive officers (and, in the case of involuntary termination or change-in-control scenarios, potential payouts) continues to be appropriate in light of the Company's compensation philosophy and guiding principles and is consistent with relevant competitive marketplace data.

### ***The Role of Employment Agreements***

Each of the named executive officers is employed pursuant to a multi-year employment agreement that reflects the individual negotiations with the relevant named executive officer. The Company has long used such agreements to foster retention, to be competitive and to protect the business with restrictive covenants, such as non-competition, non-solicitation and confidentiality provisions, and, in some cases, "clawback" rights (*i.e.*, rights to recover compensation paid to an executive if the Company subsequently determines that the compensation was not properly earned). The employment agreements provide for severance pay in the event of the involuntary termination of the executive's employment without cause, which serves as consideration for the restrictive covenants, provides financial security to the executive and allows the executive to remain focused on the Company's interests at all times.

The employment agreement for each named executive officer is described in detail in this Proxy Statement under "Employment Agreements, Potential Payments upon Termination of Employment" and "Potential Payments upon a Change in Control," below.

### ***The Role of Stockholder Advisory Vote on Executive Compensation***

The Company provides its stockholders with the opportunity to cast an annual advisory vote on executive compensation (a "say-on-pay" vote). At the Company's annual meeting of stockholders in June 2014, approximately 62% of the votes cast on the say-on-pay vote were voted in favor of

management's proposal. As a

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result of Management's report on its and Compensation Committee members' engagement with the Company's stockholders in connection with the 2014 say-on-pay vote and generally, the Compensation Committee believes that this vote indicates stockholders' general support of the Company's approach to executive compensation, but a lower level of enthusiasm for the special retention equity awards made in connection with the Comcast merger. As discussed above, the Compensation Committee viewed these awards as part of a critical retention program to support the Company's ongoing business needs and goals during the pendency of the Comcast merger and not as a component of the Company's regular annual compensation. The Committee believes that these programs reflect the Company's philosophy and goals and have been effective at creating value for the Company's stockholders by motivating and retaining executives to achieve the Company's objectives. As a result, the Compensation Committee did not change its compensation approach in 2014 in light of these vote results. The Compensation Committee will continue to consider the outcome of the Company's say-on-pay vote when making future compensation decisions for the named executive officers.

**Additional Executive****Compensation Information*****Ownership and Retention Requirements; Hedging Policy***

Beginning in 2011, the Company adopted stock ownership requirements that, following a five-year phase-in period, require that covered officers hold stock (including in the form of unvested RSUs (other than those then subject to satisfaction of performance criteria)) in an amount equal to or exceeding a multiple of their annual base salary. As of January 31, 2015, each of the named executive officers would have met his or her ownership requirement if the phase-in period had expired.

<b><u>Title</u></b>	<b>Stock Ownership Requirement Multiple of Annual Base Salary</b>
Chief Executive Officer	6.0X
Chief Operating Officer	3.5X
Chief Financial Officer	3.5X
Other Executive Officers (and Executive Vice Presidents)	2.0X

Under the ownership requirements, the Company will review covered officers' compliance on January 31 of each calendar year. If an officer is not in compliance with the requirement within a five-year phase-in period (January 31, 2016 for all named executive officers other than Messrs. Jain and Minson), he or she will be required to retain at least 50% of any stock received upon exercise of stock options or vesting of RSUs (after shares used to cover exercise costs, taxes, etc.). Prior to the full implementation of the requirements, the executive officers must obtain consent from the Chief Executive Officer if a sale of Common Stock would cause the executive to no longer satisfy the ownership requirement. The Compensation Committee will also consider the executive officers' compliance with the ownership and retention requirements in determining compensation.

Under the Company's securities trading policies, executive officers and directors of the Company may not engage in hedging strategies using puts, calls, straddles, collars or other similar instruments involving the Company's securities, except under very limited circumstances with the Company's approval. None of the Company's executive officers has pledged Company Common Stock.

***Risk Assessment***

During 2014, the Compensation Committee conducted a risk assessment of the named executive officers' compensation. As part of the risk assessment, the Compensation Committee reviewed the key design features of the Company's 2014 incentive programs, the nature of the risks that these features might give rise to and certain mitigating factors.

The Compensation Committee concluded that the Company's executive incentive programs do not incentivize excessive risk-taking or inappropriate conservatism in behavior and decisionmaking. Among the factors giving rise to the Compensation Committee's determination were the following:



The Company's compensation programs for the named executive officers provide a balanced mix of cash and equity and annual and longer-term incentives.

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Short-term incentives are designed to require the Company to reach stretch (but not unrealistic) targets and provide for a range of potential payout levels depending on performance above a threshold level.

Maximum annual bonus payout levels are limited to 150% of target annual bonus (as adjusted for the Supplemental Bonus Program).

The Compensation Committee has discretion in determining payouts under the Company's annual cash bonus plans and can use its discretion to ensure that neither excessive risk-taking nor inappropriate conservatism in decisionmaking is rewarded.

### ***Perquisites***

The Company provides a very limited number of perquisites to the named executive officers. Where provided, the Company believes these perquisites facilitate the operation of its business, allow named executive officers to better focus their time, attention and capabilities on their Company activities, address safety and security concerns and assist the Company in recruiting and retaining key executives.

The Company's perquisites for its named executive officers in 2014 included, in the case of Mr. Marcus, eligibility for financial services reimbursement (*e.g.*, tax and estate planning), while the Company has generally discontinued this reimbursement eligibility for other executives. At the request of the Company's Board, during 2014, Mr. Marcus used Company-owned or leased aircraft for business and personal travel under most circumstances. In limited instances, with CEO approval, the Company's other executive officers (as well as guests of such executive officers) are permitted to join an otherwise scheduled business-purpose Company flight for personal purposes. The Company imputes income to executive officers who make personal use of Company aircraft as and when required under applicable tax rules. The perquisites provided to the named executive officers are noted in the Summary Compensation Table, below.

### ***Benefits***

The Company maintains defined benefit and defined contribution retirement programs for its employees in which the Company's named executive officers participate, subject to satisfaction of eligibility requirements. The objective of these programs is to help provide financial security into retirement, reward and motivate tenure and recruit and retain talent in a competitive market. In addition to the Company's tax-qualified defined benefit plan, the Company maintains a nonqualified defined benefit plan in which the named executive officers participate. The tax-qualified defined benefit plan has a maximum compensation limit and a maximum annual benefit imposed by the tax laws, which limit the benefit under the plan for certain participants. In order to provide a retirement benefit more commensurate with salary levels, the nonqualified defined benefit plan provides benefits to key salaried employees, including the named executive officers, using the same formula for calculating benefits as is used under the tax-qualified defined benefit plan but taking into account compensation in excess of the compensation limitations for the tax-qualified defined benefit plan up to a cap of \$350,000 per year and determined without regard to the maximum annual benefit under the tax-qualified plan. See Pension Plans.

The Company also maintains a nonqualified deferred compensation plan to which contributions by the Company or employees are no longer permitted. See Nonqualified Deferred Compensation.

### ***Tax Deductibility of Compensation***

Section 162(m) generally disallows a tax deduction to public corporations for compensation in excess of \$1 million in any one year with respect to each of its Chief Executive Officer and three most highly paid executive officers (other than the Chief Financial Officer) with the exception of compensation that qualifies as performance-based compensation. The Compensation Committee considers Section 162(m) implications in making compensation recommendations and in designing compensation programs for the executives. In this regard, the 162(m) Bonus Plan and the Company's 2006 and 2011 Stock Incentive Plans were submitted to and approved by stockholders so that compensation paid under those plans may qualify as performance-based compensation under Section 162(m). However, the Compensation Committee retains the discretion to pay compensation that is not deductible, whether under such plans or otherwise, when it determines that to be in the best interests of the Company and its stockholders.

**Table of Contents****Compensation Committee Report**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with Management and, based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and the Company's Annual Report on Form 10-K (by reference).

*Members of the Compensation Committee*

Peter R. Haje (Chair)

N.J. Nicholas, Jr.

Carole Black

Edward D. Shirley

**Summary Compensation Table**

The following table presents information concerning total compensation paid to the Company's Chief Executive Officer, Chief Financial Officer and each of its three other most highly compensated executive officers who served in such capacities on December 31, 2014 (collectively, the named executive officers). Additional information regarding salary, incentive compensation and other components of the named executive officers' total compensation is provided under Compensation Discussion and Analysis.

**SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Salary	Bonus	Stock Awards <sup>(1)</sup>	Option Awards <sup>(2)</sup>	Non-Equity Incentive Plan Compensation <sup>(3)</sup>	Change in	All Other Compensation <sup>(5)</sup>	Total
							Pension Value and Nonqualified Deferred Earnings <sup>(4)</sup>		
<b>Robert D. Marcus<sup>(6)</sup></b> Chairman and Chief Executive Officer	2014	\$ 1,500,000	\$	\$ 24,745,763	\$	\$ 7,950,000	\$ 134,330	\$ 285,504	\$ 34,615,597
	2013	1,000,000		2,196,763	2,489,576	2,726,250		106,565	8,519,154
	2012	1,000,000		3,559,248	2,734,098	2,646,875	127,320	28,105	10,095,646
<b>Dinesh C. Jain<sup>(7)</sup></b> Chief Operating Officer	2014	\$ 1,000,000	\$	\$ 12,120,258	\$	\$ 3,975,000	\$	\$ 889,106	\$ 17,984,364
<b>Arthur T. Minson, Jr.<sup>(8)</sup></b> Executive Vice President and Chief Financial Officer	2014	\$ 900,000	\$	\$ 9,847,863	\$	\$ 2,146,500	\$ 89,970	\$	\$ 12,984,333
	2013	574,615	500,000	1,826,915	1,767,619	817,875			5,487,024
	2012	645,400		679,493	956,945	679,365	239,500	50,391	3,251,094
Secretary									
<b>Peter C. Stern<sup>(9)</sup></b> Executive Vice President and Chief Product, People and Strategy Officer	2014	\$ 625,000	\$	\$ 4,233,646	\$	\$ 993,750	\$ 129,720	\$ 11,667	\$ 5,993,783

(1) Amounts set forth in the Stock Awards column represent the aggregate grant date fair value of RSU awards and RSU awards subject to performance-based vesting conditions ( PBU's ) granted by the Company in each year included in the table, each as computed in accordance with SEC rules. For 2014, the Stock Awards include the grant date fair value of the 2014 annual LTI award and the retention equity awards of RSUs that represented awards that would otherwise

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have been made in 2015 and 2016. Each of the 2014, 2015 and 2016 awards had the following grant date fair value: For Mr. Marcus \$9,595,373 (including a special award pursuant to his employment agreement with a grant date fair value of \$2,020,178), \$7,575,195 and \$7,575,195, respectively; for Mr. Jain \$4,040,086; for Mr. Minson \$3,282,621; for Mr. Lawrence-Apfelbaum \$1,590,840; and for Mr. Stern \$1,313,184, \$1,460,231 and \$1,460,231, respectively, including the grant date fair value of retention equity awards of RSUs in August 2014 to reflect his increased target compensation for the remainder of the year. For additional information about these grants, see Compensation Discussion and Analysis Special 2014 Compensation Considerations and Programs. These amounts were calculated based on the closing sale price of the Common Stock on the NYSE on the date of grant and, in the case of PBUs, based on the probability that the performance targets would be achieved. See Outstanding Equity Awards. For information about the assumptions used in these calculations, see Note 13 to the Company's audited consolidated financial statements included in the 2014 Form 10-K. The amounts set forth in the Stock Awards column do not represent the actual value that may be realized by the named executive officers. See Grants of Plan-Based Awards.

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- (2) No stock options were awarded in 2014. Amounts set forth in the Option Awards column for years before 2014 represent the aggregate grant date fair value of stock option awards and stock option awards subject to performance-based vesting conditions ( PBOs ) with respect to Common Stock granted by the Company in each year included in the table, each as computed in accordance with SEC rules and, in the case of PBOs, based on the probability that the performance targets would be achieved. For information about the assumptions used in these calculations, see Notes 3 and 13 to the 2014 Form 10-K. The actual value, if any, that may be realized by an executive officer from any stock option will depend on the extent to which the market value of the Common Stock exceeds the exercise price of the option on the date the option is exercised. Consequently, there is no assurance that the value realized by an executive officer will be at or near the value estimated above. These amounts should not be used to predict stock performance. None of the stock options reflected in the table was awarded with tandem stock appreciation rights.
- (3) Amounts set forth in the Non-Equity Incentive Plan Compensation column represent cash bonuses awarded pursuant to the Company's 162(m) Bonus Plan and both the 2014 AIP and the Supplemental Bonus Program. A portion of these amounts was paid to the named executive officers prior to the end of the first quarter of 2015, and, consistent with the terms of the Supplemental Bonus Program, which increased the target bonus opportunity by 50%, the balance of these amounts was paid in April 2015 as a result of the termination of the Comcast merger. For additional information regarding the Compensation Committee's determinations with respect to the annual bonus under the 162(m) Bonus Plan, the 2014 AIP and the Supplemental Bonus Program, see Compensation Discussion and Analysis 2014 Short-Term Incentive Program Annual Cash Bonus.
- (4) These amounts represent the aggregate change in the actuarial present value of each named executive officer's accumulated pension benefits under the Time Warner Cable Pension Plan, and the Time Warner Cable Excess Benefit Pension Plan, to the extent the named executive officer participates in these plans. For 2013, the participating executives had a negative year-over-year change in such pension value mainly driven by a higher discount rate assumption used in the present value calculation. Mr. Jain was not yet eligible to participate in the plans during 2014. See the Pension Benefits Table and Pension Plans for additional information regarding these benefits. The named executive officers did not receive any above-market or preferential earnings on compensation deferred on a basis that is not tax qualified.
- (5) Amounts shown in the All Other Compensation column for 2014 include the following:
- (a) Pursuant to the TWC Savings Plan, a tax-qualified defined contribution plan available generally to TWC employees, for the 2014 plan year, each of the named executive officers deferred a portion of his annual compensation and the Company contributed \$11,667 as a matching contribution on the amount deferred by each named executive officer, except for Messrs. Minson and Jain who did not participate.
- (b) The Company maintains a program of life and disability insurance generally available to all salaried employees on the same basis. This group term life insurance coverage was reduced to \$50,000 for each of Messrs. Marcus and Lawrence-Apfelbaum who were each given a cash payment to cover the cost of specified coverage under a voluntary group program available to employees generally ( GUL insurance ). In 2014, this cash payment was \$11,088 for Mr. Marcus (including \$3,024 for 2013 paid in 2014) and \$16,469 for Mr. Lawrence-Apfelbaum. For a description of life insurance coverage for certain executive officers provided pursuant to the terms of their employment agreements, see Employment Agreements.
- (c) The amounts of personal benefits for 2014 that exceed \$10,000 in the aggregate are shown in this column and consist of the aggregate incremental cost to the Company as follows: (i) for Mr. Marcus, (x) reimbursement of fees for financial services of \$13,230; and (y) transportation-related benefits of \$249,519 related to personal use of Company-owned aircraft; and (ii) for Mr. Jain, (x) reimbursement of fees for financial services of \$8,330; (y) payments of \$86,564 related to Company-provided housing in New York City in connection with joining the Company as Chief Operating Officer and a tax equalization benefit of \$51,929 related to the housing payments, each pursuant to the Company's standard executive relocation arrangements; and (z) severance payments related to his prior employment by Insight of \$742,283, see Employment Agreements Dinesh C. Jain. The Board encouraged Mr. Marcus to use corporate-owned or leased aircraft for security reasons. The incremental cost of any personal use is based on fuel, landing, repositioning and catering costs and crew travel expenses related to the personal use. Mr. Marcus's transportation-related benefits also include the incremental cost of certain of his family members accompanying him on certain business and personal trips on corporate aircraft. The incremental cost to the Company for the use of the aircraft under these circumstances is limited to catering and TWC's portion of employment taxes attributable to the income imputed to the executive for tax purposes.
- (6) Mr. Marcus served as President and Chief Operating Officer from December 2010 until December 31, 2013. On January 1, 2014, he became Chairman and Chief Executive Officer. Mr. Marcus's Stock Awards include for 2012 a special award of PBUs with a grant date fair value of \$1,617,840 and for 2014 include a special award of RSUs and PBUs with an aggregate grant date fair value of \$2,020,178 pursuant to the terms of his employment agreement.
- (7) Mr. Jain joined the Company as Chief Operating Officer in January 2014. See Employment Agreements Dinesh C. Jain.
- (8) Mr. Minson rejoined the Company as Executive Vice President and Chief Financial Officer in May 2013. In addition to a prorated annual equity award for 2013, in connection with rejoining the Company, Mr. Minson received (a) special time-based RSU and stock option awards each valued at approximately

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\$1,000,000 at the time of grant with standard vesting terms to offset forfeited compensation from his prior employer such that joining the Company would have an economically neutral impact and (b) a cash payment of \$500,000 that would have been repayable if his employment had terminated within one year of his hire date. See Employment Agreements Arthur T. Minson, Jr.

- (9) Mr. Stern became Executive Vice President and Chief Product, People and Strategy Officer in July 2014 having served as Executive Vice President and Chief Strategy, People and Corporate Development Officer prior to that.

**Table of Contents****Grants of Plan-Based Awards**

The following table presents information with respect to each award of plan-based compensation to each named executive officer in 2014, including (a) annual cash awards under the 162(m) Bonus Plan and 2014 AIP and Supplemental Bonus Program, (b) awards of PBUs granted under the Stock Plan that are subject to performance-based vesting conditions, (c) awards of RSUs granted under the Stock Plan with time-based vesting provisions as part of the 2014 annual award and (d) awards of RSUs granted under the Stock Plan with time-based vesting provisions comprising the retention equity awards made in connection with the Comcast merger. No stock options were awarded in 2014.

**GRANTS OF PLAN-BASED AWARDS DURING 2014**

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Possible Payouts Under Equity Incentive Plan Awards PBU <sup>(2)</sup>	Stock Awards: Number of Shares of Stock or Units <sup>(2)</sup>		Grant Date Fair Value of Stock and Option Awards <sup>(2)</sup>
		Threshold	Target	Maximum		Annual RSU	Retention Awards	
Robert D. Marcus	2/12/2014	\$ 3,750,000	\$ 7,500,000	\$ 11,250,000	42,548	28,366	\$ 9,595,373	
	2/12/2014					111,968	15,150,390	
Dinesh C. Jain	2/12/2014	\$ 1,875,000	\$ 3,750,000	\$ 5,625,000	17,915	11,943	\$ 4,040,086	
	2/12/2014					59,716	8,080,172	
Arthur T. Minson, Jr.	2/12/2014	\$ 1,012,500	\$ 2,025,000	\$ 3,037,500	14,556	9,704	\$ 3,282,621	
	2/12/2014					48,520	6,565,242	
Marc Lawrence- Apfelbaum	2/12/2014	\$ 487,500	\$ 975,000	\$ 1,462,500	7,054	4,703	\$ 1,590,840	
	2/12/2014					23,514	3,181,680	
Peter C. Stern <sup>(3)</sup>	2/12/2014	\$ 468,750	\$ 937,500	\$ 1,406,250	5,823	3,882	\$ 1,313,184	
	2/12/2014					19,410	2,626,368	
	8/1/2014					2,016	294,094	

(1) Reflects the threshold, target and maximum payout amounts under the 2014 AIP and Supplemental Bonus Program of non-equity incentive plan awards that were awarded for 2014 under the 162(m) Bonus Plan and 2014 AIP and Supplemental Bonus Program. The target annual bonus payout amount for each named executive officer was established in accordance with the terms of the named executive officer's employment agreement, as may be increased by the Compensation Committee from time to time. For 2014, these target amounts pursuant to the employment agreement were: Mr. Marcus \$5,000,000; Mr. Jain \$2,500,000; Mr. Minson \$1,350,000; Mr. Lawrence-Apfelbaum \$650,000; and Mr. Stern \$625,000. Each threshold, target and maximum payout amount in the table above reflects 150% of this applicable target payout amount under the 2014 AIP, as increased by the Supplemental Bonus Program opportunity, which increased the target annual bonus opportunity by 50% for 2014 only. For Mr. Stern, the target has been prorated based on the change in his targets during 2014. For a discussion of the 2014 AIP performance goals and the impact of the Supplemental Bonus Program, see Compensation Discussion and Analysis.

(2) Reflects the number of shares of Common Stock underlying 2014 annual awards of PBUs and RSUs and the retention equity awards under the Stock Plan and the full grant date fair value of the awards. 60% of the annual stock awards in 2014 to named executive officers were awarded as PBUs, including Mr. Marcus's special award pursuant to his employment agreement. See footnote (1) to the Summary Compensation Table for the assumptions used to determine the grant-date fair value of the stock awards. For a discussion of the retention equity awards and the performance goal applicable to the PBUs, see Compensation Discussion and Analysis.

(3) The Compensation Committee approved Mr. Stern's additional 8/1/2014 retention equity awards on July 23, 2014 in connection with an increase in his future annual target LTI. As shown in footnote (2) to the Outstanding Equity Awards at December 31, 2014 table, the vesting schedule of these awards is consistent with the retention equity awards made on February 12, 2014.

The 2014 annual awards of PBUs and RSUs granted in 2014 vest in equal installments on each of the third and fourth anniversaries of the date of grant, subject to continued employment and, in the case of PBUs, the satisfaction and certification of the applicable performance condition. As discussed above, the retention equity awards corresponding to the awards that would have been made in 2015 and 2016 will vest in equal

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installments on the third and fourth anniversaries of February 12, 2015 and February 12, 2016, respectively, subject to continued employment. Generally, holders of RSUs are entitled to receive dividend equivalents or retained



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distributions if and when regular cash dividends are paid on outstanding shares of Common Stock and at the same rate. In the case of PBUs, the receipt of dividend equivalents is subject to the satisfaction and certification of the applicable performance condition. The satisfaction of the performance condition for continued vesting of the PBUs awarded in 2014 was certified in January 2015. The awards of RSUs and PBUs confer no voting rights on holders and are subject to restrictions on transfer and forfeiture prior to vesting. See Compensation Discussion and Analysis 2014 Long-Term Incentive Program Equity-Based Awards, Employment Agreements and Potential Payments upon Termination of Employment.

**Outstanding Equity Awards**

The following table provides information about the outstanding awards of options to purchase the Company's Common Stock, including PBOs, and the aggregate RSUs and PBUs held by each named executive officer on December 31, 2014. The satisfaction of the one-year performance-based condition related to the vesting of the PBUs awarded in 2014 was certified in January 2015. As of December 31, 2014, the one-year performance-based conditions related to the vesting of all outstanding PBOs had been certified. No stock options, including PBOs, were awarded to the executive officers in 2014.

**OUTSTANDING EQUITY AWARDS AT DECEMBER 31, 2014**

Name	Date of Option Grant	Option Awards <sup>(1)</sup>			Option Exercise Price	Option Expiration Date	Stock Awards			
		Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options	Number of Securities Underlying Unexercised Options			Equity Incentive Plan Awards: Number of Units of Stock That Have Not Vested <sup>(2)</sup>	Market Value of Shares or Units of Stock That Have Not Vested <sup>(3)</sup>	Equity Incentive Plan Awards: Number of Units of Stock That Have Not Vested <sup>(2)</sup>	Equity Incentive Plan Awards: Number of Units of Stock That Have Not Vested <sup>(3)</sup>
Robert D. Marcus						225,084	\$ 34,226,273	42,548	\$ 6,469,849	
	2/17/2011		32,799	\$ 72.05	2/16/2021					
	2/16/2012		81,131	77.04	2/15/2022					
	2/13/2013	11,339	121,404	86.76	2/12/2023					
Dinesh C. Jain						71,659	\$ 10,896,468	17,915	\$ 2,724,155	
Arthur T. Minson, Jr.						77,352	\$ 11,762,145	14,556	\$ 2,213,385	
	5/31/2013		75,197	\$ 95.51	5/30/2023					
Marc Lawrence-Apfelbaum						47,448	\$ 7,214,943	7,054	\$ 1,072,631	
	2/17/2011		9,330	\$ 72.05	2/16/2021					
	2/16/2012		28,397	77.04	2/15/2022					
	2/13/2013		31,869	86.76	2/12/2023					
Peter C. Stern						38,407	\$ 5,840,168	5,823	\$ 885,445	
	2/17/2011	6,376	6,378	\$ 72.05	2/16/2021					
	2/16/2012	10,816	16,227	77.04	2/15/2022					
	2/13/2013	8,767	26,306	86.76	2/12/2023					

(1) The dates of grant of each named executive officer's stock options outstanding as of December 31, 2014 are set forth in the table, and the vesting dates for each award can be determined based on the vesting schedules described in this footnote. The awards of stock options and PBOs, upon certification of the performance condition, become exercisable in installments of 25% on the first four anniversaries of the date of grant, assuming continued employment and subject to accelerated vesting upon the occurrence of certain events, including involuntary termination of employment, retirement, death or disability, as defined in the applicable award agreement.

(2) These columns present the number of shares of Common Stock represented by unvested RSU and PBU awards at December 31, 2014. The annual 2014 RSU awards, and PBUs upon certification of satisfaction of the performance condition, vest 50% on each of the third and fourth anniversaries of the date of grant. Satisfaction of the one-year performance condition related to the vesting of PBUs awarded in 2014 was certified in January 2015. As discussed above, the vesting schedules of the February 2014 retention equity awards were designed to mirror the vesting schedule that would have applied to the awards had they

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been made in 2015 and 2016, and are based on 50% vesting on each of the third and fourth anniversaries of the dates of grant in those years. The vesting schedules for the awards of RSUs and PBUs assume continued employment and are subject to accelerated vesting upon the occurrence of certain events, including involuntary termination of employment, retirement, death or disability, as defined in the award

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agreement. Mr. Stern received additional retention equity awards in August 2014 to reflect an increase in his target compensation with a vesting schedule consistent with the retention equity awards made in February 2014. The vesting dates for the unvested RSU and PBU awards are as follows as of December 31, 2014:

	<b>Number of RSUs and PBUs That Have Not Vested</b>	<b>Date of Grant</b>	<b>Vesting Dates</b>
Robert D. Marcus	13,230	2/17/2011	2/17/2015
	46,200	2/16/2012	2/16/2015 and 2/16/2016
	25,320	2/13/2013	2/13/2016 and 2/13/2017
	70,914	2/12/2014	2/12/2017 and 2/12/2018
	55,984	2/12/2014	2/12/2018 and 2/12/2019
	55,984	2/12/2014	2/12/2019 and 2/12/2020
Dinesh C. Jain.	29,858	2/12/2014	2/12/2017 and 2/12/2018
	29,858	2/12/2014	2/12/2018 and 2/12/2019
	29,858	2/12/2014	2/12/2019 and 2/12/2020
Arthur T. Minson, Jr.	19,128	5/31/2013	5/31/2016 and 5/31/2017
	24,260	2/12/2014	2/12/2017 and 2/12/2018
	24,260	2/12/2014	2/12/2018 and 2/12/2019
	24,260	2/12/2014	2/12/2019 and 2/12/2020
Marc Lawrence-Apfelbaum	3,764	2/17/2011	2/17/2015
	8,820	2/16/2012	2/16/2015 and 2/16/2016
	6,647	2/13/2013	2/13/2016 and 2/13/2017
	11,757	2/12/2014	2/12/2017 and 2/12/2018
	11,757	2/12/2014	2/12/2018 and 2/12/2019
	11,757	2/12/2014	2/12/2019 and 2/12/2020
Peter C. Stern	2,573	2/17/2011	2/17/2015
	5,040	2/16/2012	2/16/2015 and 2/16/2016
	5,486	2/13/2013	2/13/2016 and 2/13/2017
	9,705	2/12/2014	2/12/2017 and 2/12/2018
	9,705	2/12/2014	2/12/2018 and 2/12/2019
	9,705	2/12/2014	2/12/2019 and 2/12/2020
	1,008	8/1/2014	2/12/2018 and 2/12/2019
	1,008	8/1/2014	2/12/2019 and 2/12/2020

(3) Calculated using the NYSE closing price on December 31, 2014 of \$152.06 per share of Common Stock.

**Option Exercises and Stock Vested**

The following table sets forth as to each of the named executive officers information on exercises of TWC stock options and the vesting of RSU awards during 2014, including: (i) the number of shares of Common Stock underlying options exercised during 2014; (ii) the aggregate dollar value realized upon exercise of such options; (iii) the number of shares of Common Stock received from the vesting of awards of RSUs during 2014; and (iv) the aggregate dollar value realized upon such vesting (based on the stock price of Common Stock on the vesting dates).

**OPTION EXERCISES AND STOCK VESTED DURING 2014**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise <sup>(1)</sup>	Number of Shares Acquired on Vesting	Value Realized on Vesting <sup>(2)</sup>
Robert D. Marcus	304,000	\$ 23,533,740	27,206	\$ 3,822,662
Dinesh C. Jain		\$		\$
Arthur T. Minson, Jr.	25,065	\$ 1,328,001		\$

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Marc Lawrence-Apfelbaum	80,585	\$ 5,769,069	8,497	\$ 1,189,956
Peter C. Stern	24,663	\$ 2,012,207	6,320	\$ 882,654

- (1) The value realized on exercise is calculated based on the difference between the sale price per share of Common Stock and the option exercise price.
- (2) Calculated using the closing sale price of Common Stock on the NYSE on the vesting date.

**Table of Contents****Pension Plans*****Pension Benefits***

Eligible employees of the Company participate in the Time Warner Cable Pension Plan, a tax qualified defined benefit pension plan, and the Time Warner Cable Excess Benefit Pension Plan (the Excess Benefit Plan), a nonqualified defined benefit pension plan (collectively, the TWC Pension Plans), which are sponsored by the Company. Messrs. Marcus, Minson, Lawrence-Apfelbaum and Stern participate in the TWC Pension Plans. Mr. Jain becomes eligible to participate once he attains one year of service with the Company. Federal tax law limits both the amount of compensation that is eligible for the calculation of benefits and the amount of benefits that may be paid to participants under a tax-qualified plan, such as the Time Warner Cable Pension Plan. However, as permitted under Federal tax law, the Company has adopted the Excess Benefit Plan that is designed to provide for supplemental payments by the Company of an amount that eligible employees would have received under the Time Warner Cable Pension Plan if eligible compensation were subject to a higher limit and there were no payment restrictions. The amount of the payment under the Excess Benefit Plan is calculated based on the differences between (a) the annual benefit that would have been payable under the Time Warner Cable Pension Plan if the annual eligible compensation limit imposed by the tax laws was \$350,000 (the maximum compensation limit imposed under the Excess Benefit Plan) and (b) the actual benefit payable under the Time Warner Cable Pension Plan.

Benefit payments under the TWC Pension Plans are calculated using the highest consecutive five-year average annual compensation (subject to federal law limits and the \$350,000 limit referred to above), which is referred to as average compensation. Compensation covered by the TWC Pension Plans takes into account salary, bonus, some elective deferrals and other compensation paid, but excludes the payment of deferred or long-term incentive compensation and severance payments. The annual pension payment under the terms of the TWC Pension Plans, if the employee is vested, and if paid as a single life annuity, commencing at age 65, is an amount equal to the sum of:

1.25% of the portion of average compensation that does not exceed the average of the Social Security taxable wage base ending in the year the employee reaches the Social Security retirement age, referred to as covered compensation, multiplied by the number of years of benefit service up to 35 years, plus

1.67% of the portion of average compensation that exceeds covered compensation, multiplied by the number of years of benefit service up to 35 years, plus

0.5% of average compensation multiplied by the employee's number of years of benefit service in excess of 35 years, plus

a supplemental benefit in the amount of \$60 multiplied by the employee's number of years of benefit service up to 30 years, with a maximum supplemental benefit of \$1,800 per year.

Special rules apply to various participants who were previously participants in plans that have been merged into the TWC Pension Plans and to various participants in the TWC Pension Plans prior to January 1, 1994. Reduced benefits are available in the case of retirement before age 65 and in other optional forms of benefits payouts, as described below. Eligible employees become vested in benefits under the TWC Pension Plans after completion of five years of service, including service with Time Warner and its affiliates prior to the Separation. For employees hired on or after January 1, 2011, benefit service does not start to accrue prior to the date the employee satisfies the TWC Pension Plans' eligibility requirements, including one year of eligible service, and commences participation in the TWC Pension Plans.

In addition to the benefits to which they are entitled under the TWC Pension Plans, as a result of prior service at Time Warner or one of its affiliates prior to the Company's Separation from Time Warner, each of Messrs. Marcus, Minson and Stern is entitled to vested benefits under the Time Warner Pension Plan (the TW Pension Plan) based on a formula similar to that under the TWC Pension Plans and benefit service of 7.7 years, 1.9 years and 2.9 years, respectively. Time Warner has also adopted an excess benefit pension plan, which, like the TWC Excess Benefit Plan, provides for payments by Time Warner of certain amounts that eligible employees

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would have received under the Time Warner Pension Plan if eligible compensation were limited to \$350,000 and there were no payment restrictions. Messrs. Marcus, Minson and Stern have ceased to be active participants in the TW Pension Plan and participate in the TWC Pension Plans.

**Forms of Benefit Payments**

The benefits under the Time Warner Cable Pension Plan are payable as (i) a single life annuity, (ii) a 50%, 75% or 100% joint and survivor annuity, (iii) a life annuity that is guaranteed for 10 years (with certain participants in the Time Warner Cable Pension Plan eligible for 5- and 15-year guaranteed periods), or (iv) as of January 1, 2015, a lump sum. Spousal consent is required in certain cases. The participant may elect the form of benefit payment at the time of retirement. In the case of a single life annuity, the amount of the annuity is based on the applicable formulas described above. In the case of a joint and survivor annuity, the amount of the annuity is based on the single life annuity amount but is reduced to take into account the ages of the participant and beneficiary at the time the annuity payments begin and the percentage elected by the participant. In the case of a life annuity that is guaranteed for a period of time, the amount of the annuity is based on the single life annuity amount but is reduced to take into account the guaranteed period. Benefits under the Excess Benefit Plan are payable only as a lump sum, unless the participant elected to receive monthly installments over 10 years by the applicable deadline.

**Pension Benefits Table**

Set forth in the table below is each named executive officer's years of credited service and the present value of his accumulated benefit under the TWC Pension Plans computed as of December 31, 2014, the pension plan measurement date used for financial statement reporting purposes in the Company's audited consolidated financial statements for the year ended December 31, 2014. The estimated amounts are based on the assumption that payments under the TWC Pension Plans will commence upon normal retirement (generally age 65), that the TWC Pension Plans will continue in force in their forms as of December 31, 2014, that the maximum annual covered compensation is \$350,000 and that no joint and survivor annuity will be payable (which would on an actuarial basis reduce benefits to the employee but provide benefits to a surviving beneficiary). Amounts calculated under the pension formula that exceed Internal Revenue Code limits will be paid under the Excess Benefit Plan from TWC's assets and are included in the present values shown in the table.

**PENSION BENEFITS FOR 2014**

Name	Plan Name	Number of Years Credited Service <sup>(1)</sup>	Present Value of Accumulated Benefit <sup>(2)</sup>	Payments During 2014
Robert D. Marcus	Time Warner Cable Pension Plan	9.4	\$ 253,910	\$
	Excess Benefit Plan	9.4	110,280	
	Total	9.4	\$ 364,190	\$
Dinesh C. Jain	Time Warner Cable Pension Plan		\$	\$
	Excess Benefit Plan			
	Total		\$	\$
Arthur T. Minson, Jr. <sup>(3)</sup>	Time Warner Cable Pension Plan	5.3	\$ 109,150	\$
	Excess Benefit Plan	5.3	56,160	
	Total	5.3	\$ 165,310	\$
Marc Lawrence-Apfelbaum	Time Warner Cable Pension Plan	24.5	\$ 993,680	\$
	Excess Benefit Plan	24.5	423,430	
	Total	24.5	\$ 1,417,110	\$
Peter C. Stern	Time Warner Cable Pension Plan	10.8	\$ 221,140	\$
	Excess Benefit Plan	10.8	96,750	

Total	10.8	\$	317,890	\$
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- (1) Consists of the number of years of service credited to the executive officers as of December 31, 2014 for the purpose of determining benefit service under the TWC Pension Plans.
- (2) The present values of accumulated benefits for the TWC Pension Plans as of December 31, 2014 were calculated using a 4.32% discount and lump-sum rate and the RP-2000 Mortality Table with 5.5% adjustment factor, projected with generational improvements using Scale BB (with no collar adjustment), consistent with the assumptions used in the calculation of the Company's benefit obligations as disclosed in Note 14 to the audited consolidated financial statements of the Company included in the 2014 Form 10-K. The present values also assume all benefits are payable at the earliest retirement age at which unreduced benefits are assumed to be payable (which is age 65) under the TWC Pension Plans valued as if paid as a life annuity.
- (3) Mr. Minson's years of credited service include service to the Company prior to his rehire date in May 2013. Mr. Minson received a distribution from the Excess Plan in April 2010 upon his termination of service to the Company. Upon the first anniversary of his rehire date, he retroactively accrued benefit service from his rehire date.

**Nonqualified Deferred Compensation**

Prior to 2003, the Time Warner Entertainment Deferred Compensation Plan, an unfunded deferred compensation plan (the TWE Deferral Plan), permitted certain employees of the Company and its affiliates (including certain named executive officers) to defer receipt of all or a portion of their annual bonus until a specified future date on which a lump-sum or installment distribution would be made based on the participant's election. During the deferral period, the participant selects a crediting rate or rates to be applied to the deferred amount from certain of the third party investment vehicles then offered under the TWC Savings Plan and may change that selection quarterly. Since March 2003, deferrals may no longer be made under the TWE Deferral Plan but amounts previously credited under the Plan continue to track the available crediting rate elections. The TWE Deferral Plan does not provide a guaranteed rate of return on deferred amounts.

Set forth in the table below is information about the earnings, if any, credited to the accounts maintained by the named executive officers under the TWE Deferral Plan and any withdrawal or distributions therefrom during 2014 and the balance in the account on December 31, 2014.

**NONQUALIFIED DEFERRED COMPENSATION FOR 2014**

Name	Executive Contributions in 2014	Registrant Contributions in 2014	Aggregate Earnings in 2014 <sup>(1)</sup>	Aggregate Withdrawals/Distributions	Aggregate Balance at December 31, 2014
Robert D. Marcus	\$	\$	\$	\$	\$
Dinesh C. Jain					
Arthur T. Minson, Jr.					
Marc Lawrence-Apfelbaum			425		55,350
Peter C. Stern					

- (1) None of the amounts reported in this column is required to be reported as compensation for fiscal year 2014 in the Summary Compensation Table.

**Employment Agreements**

The material terms of the compensation provided to the Company's named executive officers during the term of their employment pursuant to employment agreements between the Company and each executive are described below. See Compensation Discussion and Analysis 2014 Base Salary and Target Incentive Compensation Determinations for a discussion of 2014 compensation determinations and Potential Payments upon Termination of Employment and Potential Payments upon a Change in Control for a description of the payments and benefits that would be provided to the Company's named executive officers in connection with a termination of their employment or a change in control of the Company.





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**Robert D. Marcus.** In July 2013, the Company and Mr. Marcus entered into a new employment agreement, effective July 25, 2013, pursuant to which Mr. Marcus continued to serve as President and Chief Operating Officer until January 1, 2014 at which time Mr. Marcus began serving as the Company's Chairman of the Board and Chief Executive Officer through December 31, 2016, subject to earlier termination pursuant to its terms. If the employment agreement is not extended or renewed at or before its expiration date, Mr. Marcus's employment will continue thereafter on an at-will basis. The agreement currently provides Mr. Marcus with (a) a minimum annual base salary of \$1,500,000; (b) an annual discretionary bonus with a target amount \$5,000,000; and (c) annual long-term incentive compensation with a target value of approximately \$7,500,000 (based on a valuation method established by the Company), which may be in the form of stock options, RSUs, other equity-based awards, any of which may include performance-based vesting conditions, cash or other components, or any combination of such forms, as may be determined by the Compensation Committee, in its sole discretion but consistent with the general vesting and other terms as determined for the other named executive officers of the Company. The employment agreement provides for participation in the Company's benefit plans and programs, including \$50,000 of group life insurance and reimbursement of financial services. Mr. Marcus also receives an annual payment equal to two times the premium cost for \$4,000,000 of life insurance as determined by the Company based on its GUL insurance program. Mr. Marcus's employment agreement includes compensation forfeiture and clawback provisions and confidentiality terms, as well as non-solicitation, non-compete and non-disparagement covenants that apply during and after the term of his employment. If his employment terminates during the term of his employment agreement, the confidentiality and non-disparagement covenants apply indefinitely, the non-solicitation covenant survives for one year and the non-compete survives for 24 months. In addition, pursuant his employment agreement, in 2014, Mr. Marcus received a special RSU award with a grant value of approximately \$2,000,000 reflecting the same terms as the annual long-term incentive award made to the Company's other senior executives.

**Dinesh C. Jain.** Mr. Jain joined the Company as its Chief Operating Officer, effective as of January 13, 2014 and is employed pursuant to a fixed-term employment agreement that provides that Mr. Jain will serve the Company in such capacity until January 12, 2017, unless earlier terminated or extended pursuant to its terms. If the employment agreement is not extended or renewed at or before its expiration date, Mr. Jain's employment will continue thereafter on an at-will basis. The agreement further provides Mr. Jain with (a) a minimum annual base salary of \$1,000,000; (b) an annual discretionary bonus with a minimum target amount of \$1,250,000; and (c) annual long-term incentive compensation eligibility, which may be in the form of stock options, RSUs, other equity-based awards, any of which may include performance-based vesting conditions, cash or other components, or any combination of such forms, as may be determined by the Company in its sole discretion, with the sum of the target annualized value of the three elements equal to at least \$7,500,000 (based on a valuation method established by the Company). The employment agreement provides for participation in the Company's benefit plans and programs, including group life insurance. Mr. Jain's employment agreement includes compensation forfeiture and clawback provisions and confidentiality terms, as well as non-solicitation, non-compete and non-disparagement covenants that apply during and after the term of his employment for the same periods during the term of the agreement as apply to Mr. Marcus.

In addition, prior to the closing of the Company's acquisition of Insight Communications Company, Inc. in February 2012, Mr. Jain's Insight employment was terminated. Pursuant to Mr. Jain's severance arrangements with Insight, which is now a wholly-owned subsidiary of the Company, Mr. Jain received the following severance payments and benefits: (a) base salary continuation payments of \$1,457,637, payable beginning on March 9, 2012 through February 9, 2014, in substantially equal installments on the Company's regular payroll dates; (b) payments attributable to his 2011 bonus of \$1,225,260, payable in three installments \$510,525 paid in January 2013, \$612,630 paid in January 2014, and \$102,105 paid in January 2015; and (c) a payment attributable to his 2012 bonus (prorata) of \$100,706 paid in January 2013.

**Arthur T. Minson, Jr.** Mr. Minson rejoined the Company as its Executive Vice President and Chief Financial Officer effective May 2, 2013 and is employed pursuant to a fixed-term employment agreement that provides that Mr. Minson will serve the Company in such capacity until May 1, 2016, unless earlier terminated or extended pursuant to its terms. If the employment agreement is not extended or renewed at or before its expiration date, Mr. Minson's employment will continue thereafter on an at-will basis. The agreement further

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provides Mr. Minson with (a) a minimum annual base salary of \$900,000; (b) an annual discretionary bonus with a target amount established each year; and (c) annual long-term incentive compensation eligibility, which may be in the form of stock options, RSUs, other equity-based awards, any of which may include performance-based vesting conditions, cash or other components, or any combination of such forms, as may be determined by the Company in its sole discretion, with the sum of the target annualized value of the three elements equal to at least \$5,500,000 (based on a valuation method established by the Company). The employment agreement provides for participation in the Company's benefit plans and programs, including group life insurance. Mr. Minson's employment agreement includes compensation forfeiture and clawback provisions and confidentiality terms, as well as non-solicitation, non-compete and non-disparagement covenants that apply during and after the term of his employment for the same periods during the term of the agreement as apply to Mr. Marcus.

In addition, in connection with rejoining the Company, the Company agreed to make certain one-time payments and equity awards to Mr. Minson in 2013 in part to compensate for certain forfeited compensation from his prior employer: (a) a cash payment of \$500,000 and (b) special time-based RSU and stock option awards each valued at approximately \$1,000,000 at the time of grant pursuant to the Company's valuation methodology with standard vesting terms, subject to his continued employment by the Company on the applicable payment and vesting dates and the terms of the award agreements.

***Marc Lawrence-Apfelbaum.*** During 2014, Mr. Lawrence-Apfelbaum served as the Company's Executive Vice President, General Counsel and Secretary pursuant to an employment agreement effective as of February 16, 2012, which was renewed through December 31, 2016 in August 2014, unless earlier terminated or extended pursuant to its terms. If the employment agreement is not extended or renewed at or before its expiration date, Mr. Lawrence-Apfelbaum's employment will continue thereafter on an at-will basis. The agreement further provides Mr. Lawrence-Apfelbaum with (a) a minimum annual base salary of \$650,000, (b) an annual discretionary bonus with a minimum target amount of \$650,000, and (c) annual long-term incentive compensation eligibility, which may be in the form of stock options, RSUs, other equity-based awards, any of which may include performance-based vesting conditions, cash or other components, or any combination of such forms, as may be determined by the Company in its sole discretion, with the sum of the target annualized value of the three elements equal to at least \$2,875,000 (based on a valuation method established by the Company). Consistent with his previous agreement, the 2012 agreement provides that all equity awards granted by the Company to Mr. Lawrence-Apfelbaum will be eligible for retirement treatment (within the meaning of the respective equity award agreements) as a result of his having attained age 55 with more than ten years of service with the Company or its affiliates regardless of any other definition of retirement in the related equity award agreements. The employment agreement provides for participation in the Company's benefit plans and programs, including group life insurance. Mr. Lawrence-Apfelbaum also receives an annual payment equal to the premium cost for life insurance with a death benefit equivalent to three times his annual base salary and target bonus pursuant to the agreement, as determined by the Company based on its GUL insurance program. Mr. Lawrence-Apfelbaum's employment agreement includes compensation forfeiture and clawback provisions and confidentiality terms, as well as non-solicitation, non-compete and non-disparagement covenants that apply during and after the term of his employment.

***Peter C. Stern.*** Mr. Stern served as the Company's Executive Vice President and Chief Product, People and Strategy Officer from July 2014, having served as Executive Vice President and Chief Strategy, People and Corporate Development Officer prior to that, pursuant to a fixed-term employment agreement that provides that Mr. Stern will serve the Company in such capacity until October 31, 2014 (subsequently extended until December 31, 2016), unless earlier terminated or extended pursuant to its terms. If the employment agreement is not extended or renewed at or before its expiration date, Mr. Stern's employment will continue thereafter on an at-will basis. The agreement further provides Mr. Stern with (a) a minimum annual base salary of \$495,000 (increased to \$600,000 for 2014 and to \$650,000 during 2014); (b) an annual discretionary bonus with a target amount established each year; and (c) annual long-term incentive compensation eligibility, which may be in the form of stock options, RSUs, other equity-based awards, any of which may include performance-based vesting conditions, cash or other components, or any combination of such forms, as may be determined by the Company in its sole discretion, with the sum of the target annualized value of the three elements equal to at least \$1,745,000 (based on a valuation method established by the Company). The employment agreement provides for

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participation in the Company's benefit plans and programs, including group life insurance. Mr. Stern's employment agreement includes compensation forfeiture and clawback provisions and confidentiality terms, as well as non-solicitation, non-compete and non-disparagement covenants that apply during and after the term of his employment for the same periods during the term of the agreement as apply to Mr. Marcus.

**Right to Recover Compensation.** The named executive officers are subject to compensation clawback provisions under the terms of their employment agreements and/or equity award agreements. These provisions allow the Company to require repayment of certain compensation in the event of a termination for cause. The clawback provisions are also applicable following a financial restatement or a determination that incentive compensation was paid based on incorrect financial performance results.

**Potential Payments upon Termination of Employment**

Under their respective employment agreements, the named executive officers are entitled to certain payments and benefits upon their termination of employment during the term of their employment agreements for various reasons (such as an involuntary termination without cause or termination by reason of the Company's material breach of the agreement). The following table and summaries quantify and describe the potential payments and benefits that would be provided to each of the Company's named executive officers in connection with a termination of employment under various circumstances on December 31, 2014 under the executive's employment agreement and other Company compensation arrangements, in each case as in effect on such date.

Termination Reason	Base Salary Continuation	Pro Rata Bonus <sup>(1)</sup>	Annual Bonus Continuation	Aggregate Benefit Plan Continuation <sup>(2)</sup>	Stock-Based Awards <sup>(3)</sup>	Other <sup>(4)</sup>	Total
<b>Robert D. Marcus</b>							
Without Cause <sup>(5)</sup>	\$ 3,000,000	\$ 7,950,000	\$ 10,000,000	\$ 46,009	\$ 40,308,645	\$ 216,128	\$ 61,520,782
Retirement/Voluntary							
For Cause							
Death <sup>(6)</sup>		7,950,000			57,334,499		65,284,499
Disability	2,250,000	7,950,000	7,500,000	46,009	57,334,499	216,128	75,296,636
<b>Dinesh C. Jain</b>							
Without Cause <sup>(5)</sup>	\$ 2,000,000	\$ 3,975,000	\$ 5,000,000	\$ 50,047	\$ 4,540,207	\$	\$ 15,565,254
Retirement/Voluntary							
For Cause							
Death <sup>(6)</sup>		3,975,000			13,620,623		17,595,623
Disability	1,500,000	3,975,000	3,750,000	50,047	13,620,623		22,895,670
<b>Arthur T. Minson, Jr.</b>							
Without Cause <sup>(5)</sup>	\$ 1,800,000	\$ 2,146,500	\$ 2,700,000	\$ 48,942	\$ 10,849,970	\$	\$ 17,545,412
Retirement/Voluntary							
For Cause							
Death <sup>(6)</sup>		2,146,500			18,227,921		20,374,421
Disability	1,350,000	2,146,500	2,025,000	48,942	18,227,921		23,798,363
<b>Marc Lawrence-Apfelbaum</b>							
Without Cause <sup>(5)</sup>	\$ 1,950,000	\$ 1,033,500	\$ 1,950,000	\$ 66,138	\$ 9,669,917	\$ 170,024	\$ 14,839,579
Retirement/Voluntary					9,669,917		9,669,917
For Cause							
Death <sup>(6)</sup>		1,033,500			13,245,456		14,278,956
Disability	1,950,000	1,033,500	1,950,000		13,245,456		18,178,956
<b>Peter C. Stern</b>							
Without Cause <sup>(5)</sup>	\$ 1,300,000	\$ 993,750	\$ 1,300,000	\$ 46,123	\$ 6,913,011	\$	\$ 10,552,884
Retirement/Voluntary							
For Cause							
Death <sup>(6)</sup>		993,750			10,171,049		11,164,799
Disability	975,000	993,750	975,000	46,123	10,171,049		13,160,922

(1) The pro rata bonus amount represents the executive's actual full-year 2014 bonus and Supplemental Bonus determined based on the Company's 2014 performance. The Supplemental Bonus would be paid upon the closing or abandonment of the Comcast merger.

(2) Includes the estimated cost of continued health, life and disability insurance, based on 2015 rates.

- (3) Reflects the value of unvested stock options and RSUs granted prior to 2015 that will vest as a result of the applicable termination of employment based on the excess of the closing sale price of Common Stock on December 31, 2014 (\$152.06) over the exercise price of

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stock options and the closing sale price of Common Stock on December 31, 2014 (\$152.06) for RSUs and assumes the performance goal for performance-based awards is achieved and certified. Pursuant to the terms of the retention equity awards, in the event of a termination without cause on December 31, 2014, or prior to the applicable anniversary of the date of grant, the retention equity awards would be forfeited unless the termination follows a change in control. As a result, the value of the retention equity awards is only included in the event of death or disability.

- (4) Reflects the following components in the event of termination without cause or due to disability:

	Annual Benefit		One-Time Benefit
	Financial	Life Insurance-related Benefits	Termination without Cause Office Space/ Secretarial Support
Robert D. Marcus	\$ 100,000	\$ 8,064	\$
Dinesh C. Jain			
Arthur T. Minson, Jr.			
Marc Lawrence-Apfelbaum		16,355	120,960
Peter C. Stern			

In addition to the amount shown above, the executive would also receive distributions under the Excess Benefit Plan and/or the TWE Deferral Plan following termination, as described under Pension Plans and Nonqualified Deferred Compensation.

- (5) In the event of a termination of employment without cause within 24 months after a change-in-control event (as defined below), the payments and benefits due would be the same as shown for a termination without cause, except that (a) the salary, bonus and benefits would be payable for a 36-month period instead of a 24-month period (except for Mr. Lawrence-Apfelbaum whose payment period shown above is 36 months), (b) the retention equity awards would vest upon termination of employment and (c) each of Messrs. Lawrence-Apfelbaum and Stern would be entitled to outplacement services valued at \$90,000, as follows:

	Base Salary Continuation	Pro Rata Bonus	Annual Bonus Continuation	Stock-Based Awards	Aggregate Benefit Plan Continuation	Other
Robert D. Marcus	\$ 4,500,000	\$ 7,950,000	\$ 15,000,000	\$ 57,334,499	\$ 71,964	\$ 324,192
Dinesh C. Jain	3,000,000	3,975,000	7,500,000	13,620,623	78,025	
Arthur T. Minson, Jr.	2,700,000	2,146,500	4,050,000	18,227,921	76,368	
Marc Lawrence-Apfelbaum	1,950,000	1,033,500	1,950,000	13,245,456	66,138	260,024
Peter C. Stern	1,950,000	993,750	1,950,000	10,171,049	72,136	90,000

- (6) Excludes any death benefits payable under the Company-paid life insurance plan provided to all eligible TWC employees.

**Termination without Cause**

**Termination of Employment during Employment Agreement Term.** Each of the named executive officers is entitled to payments and benefits under the executive's employment agreement or other compensation arrangements upon a termination of employment by the Company without cause (generally defined as described below) or termination of employment by the executive following the Company's material breach of the employment agreement, including with respect to compensation, authority, duties and responsibilities, location and, in some cases, title and reporting line (collectively referred to as a termination without cause). In the event of a termination without cause (other than after a change in control, which is covered below), the executives would receive the following payment and benefits:

Any earned but unpaid base salary through the termination date.

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Any accrued but unpaid bonus for the year prior to the year in which termination of employment occurs, based on actual Company performance results for such year.

A pro rata portion of any bonus through the termination date for the year of termination, based on actual Company performance results for such year.

Severance payments over the following severance periods, paid on the Company's normal payment dates for salary and bonuses:

Ø in the case of Messrs. Marcus, Jain, Minson and Stern, annual base salary and annual target bonuses for a 24-month severance period; and

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- Ø in the case of Mr. Lawrence-Apfelbaum, annual base salary and annual target bonus on the effective date of termination for a 36-month severance period.

Additional benefits during the severance period:

- Ø continued participation in the Company's health and welfare benefits and certain cable services and, for Mr. Marcus, financial services;
- Ø in the case of Messrs. Marcus and Lawrence-Apfelbaum, continued payments equal to the premium cost of certain life insurance; and
- Ø in the case of Mr. Lawrence-Apfelbaum, one year of office space and secretarial services.

Outstanding equity awards would be treated as follows, subject to satisfaction of any performance condition under the relevant award:

- Ø in the case of Messrs. Marcus, Jain, Minson and Stern, all unvested RSUs and stock options, other than the retention equity awards, if any, would vest upon termination of employment and any vested stock options would be exercisable for the time periods set forth in the respective award agreements, generally one year thereafter (but not beyond the original expiration date);
- Ø in the case of Mr. Lawrence-Apfelbaum, (a) unvested stock options granted before February 16, 2012 would continue to vest for 36 months during his severance period and would be fully vested at the conclusion of the severance period with an exercise period for his vested stock options continuing for five years thereafter (but not beyond the original expiration date) and (b) all RSUs and stock options granted on or after February 16, 2012 would vest upon termination of employment, with an exercise period for his vested stock options generally continuing for five years thereafter (but not beyond the original expiration date); and
- Ø in the case of the retention equity awards, prior to, or absent, a change-in-control event, including the closing of the Comcast merger, the retention equity awards would be forfeited if the termination of employment is prior to the date on which either retention equity award would have normally been made (*i.e.*, February 2015 or February 2016, as appropriate) or would vest upon termination of employment if the termination of employment were after such dates.

The executive's right to receive severance benefits upon a termination without cause is generally conditioned upon execution of a release of claims against the Company. If the executive obtains other full-time employment during the applicable severance period, the executive would continue to receive the severance cash payments described above but would cease to be eligible for continuation of benefits or continued vesting in any outstanding stock options or RSUs. In addition, severance benefits may be reduced or terminated and equity awards may be forfeited if the executive breaches applicable restrictive covenant terms. Severance payments may be delayed to the extent necessary for compliance with Section 409A of the Internal Revenue Code ( "Section 409A" ) governing nonqualified deferred compensation.

***Termination of Employment during the At-Will Period.*** If the employment of any executive officers is terminated without cause while the executive is serving as an at-will employee after the term of his employment agreement, subject to the execution and delivery of a release of claims, (a) the executive's outstanding equity awards will be treated as if the executive had been terminated without cause and (b) the executive will be entitled to benefits under an executive level severance program that will provide a minimum severance benefit equal to the executive's base salary and target bonus in effect at the time of the termination for 12 months from the termination date for Messrs. Marcus and Stern, six months from the termination date for Messrs. Jain and Minson and 24 months from the termination date for Mr. Lawrence-Apfelbaum.

***Retirement or Voluntary Resignation***



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The payments and benefits due upon an executive's voluntary termination of employment depend on whether the executive, at the time of termination, satisfies the age and service requirements for retirement eligibility under the terms of the executive's employment agreement (eligible for retirement). Mr. Lawrence-Apfelbaum was the only named executive officer who was eligible for retirement on December 31, 2014.

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Mr. Lawrence-Apfelbaum was eligible for retirement under his employment agreement and other Company compensation arrangements as of December 31, 2014. Upon his retirement, the Company would have no further obligations other than (a) to pay his base salary through the effective date of his retirement and (b) to satisfy any rights pursuant to any insurance and other benefit plans of the Company. His stock options and RSUs, subject to the terms of the retention equity awards, would become fully vested upon retirement, with an exercise period continuing for five years thereafter (or until the original expiration date if sooner) and subject to delayed distribution of RSUs if required by tax rules.

Messrs. Marcus, Jain, Minson and Stern were not eligible for retirement on December 31, 2014. Upon their voluntary resignation, the Company would have no further obligations to these executives other than (a) to pay base salary through the effective date of termination and (b) to satisfy any rights the executive has pursuant to any insurance or other benefit plans of the Company. Any unvested stock options and RSUs would be forfeited.

### ***Termination for Cause***

Generally, if the Company terminates an executive's employment for cause (described below), the Company would have no further obligations to the executive other than (a) to pay base salary through the effective date of termination; (b) to pay any bonus for a prior year that has been determined but not yet paid in certain situations; and (c) to satisfy any rights the executive has pursuant to any insurance or other benefit plans or arrangements of the Company.

With respect to equity awards, the executive would forfeit unvested stock options and RSUs upon a termination of employment for cause. The executive would have one month to exercise any vested stock options, unless the termination of employment is a result of fraud, embezzlement, misappropriation or certain other specified reasons in the case of awards made in and after 2010, in which case, the exercise period would be eliminated.

In addition, the Company has a clawback right to certain elements of compensation and equity awards in the event of certain terminations for cause.

Under the employment agreements, cause includes certain felony convictions and willful actions resulting in substantial adverse effects on the Company, as well as other actions including willful failure to perform material duties and material breach of restrictive covenants regarding confidentiality, non-competition and non-solicitation of customers and employees. In the event of a change in control, termination of employment under certain of these circumstances would not constitute cause.

### ***Termination by Reason of Death***

Generally, if an executive dies during the term of the employment agreement, the executive's estate (or a designated beneficiary) would be entitled to receive (a) the executive's earned and unpaid base salary through the date of death and (b) a prorated bonus for the year in which the executive's death occurs, plus any bonus compensation for the year prior to death that has not yet been paid, in each case based on actual Company performance results. The executive's unvested stock options and RSUs, including the retention equity awards, would vest upon death.

### ***Termination by Reason of Disability***

In the event Messrs. Marcus, Jain, Minson or Stern becomes disabled (as defined in the applicable employment agreement), the Company would pay the executive a pro rata bonus for the year in which the disability occurs (based on actual Company performance results) and disability benefits for period of 24 months in an annual amount equal to 75 percent of (a) base salary and (b) target annual bonus, as well as continued participation in the Company's benefit plans and programs during such period. These amounts are reduced by disability payments from workers compensation, Social Security and the Company's disability insurance policies.

In the event Mr. Lawrence-Apfelbaum becomes disabled (as defined in his employment agreement), the Company would pay him (a) pro-rata bonus for the year in which the disability occurs (based on actual Company

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performance) and (b) a lump-sum payment equal to three times the sum of his annual base salary and target annual bonus.

Pursuant to the terms of the equity award agreements, the executive's stock options and RSUs, including the retention equity awards, would vest as a result of the disability.

If the executive obtains other full-time employment during the period the executive is receiving disability payments, the executive would no longer be eligible to participate in the Company's benefit plans and programs effective upon the commencement of such employment or such time as the executive becomes eligible for comparable coverage with the new employer.

**Potential Payments upon a Change in Control**

In the event of a change in control of the Company, if the named executive officer's employment is not terminated, the executive is not entitled to accelerated vesting of equity awards or other payments as a result of a change in control, other than the Supplemental Bonus, which would have been paid upon the closing of the Comcast merger.

Pursuant to their employment agreements, if a named executive officer's employment is terminated without cause or for good reason during the term of the agreement within 24 months following a change in control (as defined in the Stock Plan) or following the Company's execution of a merger, acquisition, sale or other agreement providing for a change in control but before the end of the 24-month period after a change in control (or if earlier, before the expiration or termination of such agreement without a change in control) (collectively, a change-in-control event), the executive would be entitled to the severance benefits described in the Termination without Cause section above, except that severance benefits, including annual base salary and annual target bonuses, would be paid and continued benefits would be provided for 36 months rather than 24 months in the case of Messrs. Marcus, Jain, Minson and Stern. Furthermore, under the terms of the retention equity awards, the awards would become fully vested even if the termination of employment without cause occurs before the applicable anniversary of the date of grant. See footnote (5) in the Potential Payments upon Termination of Employment table above.

Pursuant to the terms of the named executive officers' employment agreements, if the officer's employment is terminated without cause or he resigns for good reason, as defined in the employment agreement, within 24 months following a change-in-control event, the officer is entitled to the payments and benefits described above. Depending on their respective titles, roles and responsibilities, as applicable, immediately after the change-in-control event, each named executive officer may have the right to assert good reason, resign and be entitled to the severance benefits discussed above following such time. The closing of the Comcast merger would have been considered a change-in-control event.

In addition, the named executive officers' employment agreements provide that if the severance payments and vesting described above would be a parachute payment resulting in a lost tax deduction for the Company and excise tax to the executive under Sections 280G and 4999 of the Internal Revenue Code, the payments and vesting would be reduced to the extent that it results in the executive receiving a greater after-tax amount.

**DIRECTOR COMPENSATION**

The table below sets out the compensation for 2014 that was paid to or earned by the Company's directors who were not active employees of the Company or its affiliates (non-employee directors). Directors who are active employees of the Company are not separately compensated for their Board activities. The compensation remains unchanged for 2015.

The Company compensates non-employee directors with a combination of equity and cash that it believes is comparable to and consistent with approximately the median compensation provided to independent directors of similarly sized public entities. During 2014, each non-employee director received a total annual director compensation package consisting of:

a cash retainer of \$90,000;

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an annual equity award of vested, full value stock units, in the form of RSUs, valued at \$150,000 representing the Company's unsecured obligation to deliver the designated number of shares of Common Stock, generally after the Director ceases his or her service as a director for any reason other than cause; and

an additional annual cash retainer for service on the Board's committees or as lead director, in each case prorated for service for any partial year.

The directors are entitled to receive dividend equivalents on the RSUs, if any dividends are paid on the Common Stock. In 2014, each non-employee director received 1,120 RSUs under the Stock Plan. Directors who have served on the Board for at least three years are eligible to elect to receive the distribution of Common Stock underlying 50% of any future RSU award on the earlier of (a) the third anniversary of the award date or (b) after the director ceases to serve as a director for any reason other than cause.

The following additional annual cash retainers were paid in 2014 for service on the Board's committees: (i) \$15,000 per year for each member of the Audit Committee and Compensation Committee, with \$30,000 for each chair and (ii) \$7,500 per year for each member of the Nominating and Governance Committee, Finance Committee and Marketing and Customer Care Committee, with \$15,000 for each chair. The lead director received an additional annual cash retainer of \$30,000. No additional compensation is paid for attendance at meetings of the Board of Directors or a Board committee.

In general, for non-employee directors who join the Board after the date on which the annual equity award to directors has been made, the Company's policy is to make the stock unit grant on a prorated basis shortly after election and to provide a prorated cash retainer consistent with the compensation package described above, subject to limitations that may exist under the applicable equity plan.

Non-employee directors are reimbursed for out-of-pocket expenses (including the costs of travel, food and lodging) incurred in connection with attending Board, committee and stockholder meetings. Travel to such meetings may include the use of aircraft owned or leased by the Company if available and appropriate under the circumstances. Directors are also reimbursed for reasonable expenses associated with other Company-related business activities, including participation in director education programs.

The Company may also invite directors and their spouses to attend Company-related events. The Company generally provides for, or reimburses expenses of, the spouses' travel, food and lodging for attendance at these events to which directors' spouses and guests have been invited, which may result in a non-employee director recognizing income for tax purposes. The Company reimburses the non-employee director for the estimated taxes incurred in connection with any income recognized by the director as a result of the spouse's attendance at such events. In the year ended December 31, 2014, the aggregate incremental cost to the Company of these items was less than \$10,000 per director. In addition, for 2014, the Company made a \$500 contribution in the name of each director to The Glenn & Barbara Britt Scholarship Fund at Dartmouth College in honor of Glenn A. Britt, the Company's former Chairman and Chief Executive Officer, who passed away in June 2014.

Non-employee directors are given the opportunity to defer for future distribution payment of their cash retainer. Deferred payments of director fees are recorded as deferred units of the Company's Common Stock under the Stock Plan (the Directors' Deferred Compensation Program). Distributions of the account upon the selected deferral date will be made in shares of the Company's Common Stock. The directors are entitled to receive dividend equivalents in cash on their deferred stock units if regular cash dividends are paid on the Common Stock.

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	Fees Earned or Paid in Cash <sup>(1)</sup>	Stock Awards <sup>(2)</sup>	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation <sup>(3)</sup>	Total
Carole Black	\$ 120,000	\$ 151,547	\$	\$	\$	\$ 500	\$ 272,047
Glenn A. Britt <sup>(4)</sup>	43,631	151,547				97,476	292,654
Thomas H. Castro	112,500	151,547				500	264,547
David C. Chang	105,000	151,547				500	257,047
James E. Copeland, Jr.	112,500	151,547				984	265,031
Peter R. Haje	120,000	151,547				500	272,047
Donna A. James	120,000	151,547				500	272,047
Don Logan	105,000	151,547				500	257,047
N.J. Nicholas, Jr.	142,500	151,547				500	294,547
Wayne H. Pace	120,000	151,547				2,667	274,214
Edward D. Shirley	112,500	151,547				1,559	265,606
John E. Sununu	120,000	151,547				500	272,047

- (1) Amounts earned by each non-employee director in 2014 represent (a) an annual cash retainer of \$90,000; (b) an annual additional payment of \$15,000 for each member of the Audit Committee and the Compensation Committee, with \$30,000 to each Committee chair and \$7,500 for each member of the Nominating and Governance Committee, Finance Committee and Marketing and Customer Care Committee, with \$15,000 to each Committee chair; and (c) a cash payment of \$30,000 for the lead director. Mr. Britt's payment was prorated for service prior to his death in June 2014. Messrs. Haje and Nicholas elected to defer all or a portion of their cash retainer under the Directors' Deferred Compensation Program for 2014 and received awards of deferred stock units (in July 2014 and January 2015) covering, in the aggregate, 408 and 970 shares of Common Stock, respectively. The value of these deferred stock units is included in this column. These deferrals and the related deferred stock units are not reflected in a separate column in the table. The number of deferred stock units credited to the non-employee directors on December 31, 2014 was: Dr. Chang 6,832; Mr. Copeland 6,126; Mr. Haje 7,737; Mr. Nicholas 7,086; and Mr. Pace 4,316.
- (2) The amounts set forth in the Stock Awards column represent the value of the award to each non-employee director of RSUs with respect to 1,120 shares of Common Stock, as computed in accordance with FASB ASC Topic 718. The amounts were calculated based on the grant date fair value per share of \$135.31, which was the closing sale price of the Common Stock on the date of grant (February 12, 2014). On December 31, 2014, each non-employee director held the following number of RSUs: 18,769 RSUs for each of Ms. Black and Messrs. Copeland, Haje, Logan and Nicholas; 16,555 RSUs for Dr. Chang; 17,850 RSUs for Mr. Castro; 14,646 RSUs for Mr. Pace; and 12,273 RSUs for Ms. James, Mr. Shirley and Senator Sununu.
- (3) Reflects (a) the Company's commitment to make a charitable contribution of \$500 on behalf of each serving director in memory of Mr. Britt and (b) reimbursement for estimated taxes incurred by each of Messrs. Copeland (\$484), Pace (\$2,167) and Shirley (\$1,059) as a result of his spouse accompanying him to a Company-sponsored event.
- (4) Reflects (a) a prorated portion of Mr. Britt's cash retainer through the date of his death and (b) the incremental cost to the Company of part-time secretarial services and limited personal transportation services provided to Mr. Britt and his spouse pursuant to the retirement provisions of his employment agreement with the Company.

**Compensation Committee Interlocks and Insider Participation**

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Mr. Haje, a member of the Compensation Committee, served as Executive Vice President and General Counsel of TWE from June 1992 until 1999.

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**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

**Policy and Procedures Governing Related Person Transactions**

The Board has adopted the Time Warner Cable Inc. Policy and Procedures Governing Related Person Transactions. This is a written policy and set of procedures for the review and approval or ratification of transactions involving related persons, which consist of directors, director nominees, executive officers, persons or entities known to the Company to be the beneficial owner of more than five percent (5%) of any outstanding class of the voting securities of the Company, or immediate family members or certain affiliated entities of any of the foregoing persons. Under authority delegated by the Board, the Nominating and Governance Committee (or its Chair, under certain circumstances) is responsible for applying the policy with the assistance of the General Counsel or his designee (if any). Transactions covered by the policy consist of any financial transaction, arrangement or relationship or series of similar transactions, arrangements or relationships, in which (i) the aggregate amount involved will or may be expected to exceed \$100,000 in any calendar year; (ii) the Company is, will or may be expected to be a participant; and (iii) any related person has or will have a direct material interest or an indirect material interest.

In addition, the Company's Standards of Business Conduct and Guidelines for Non-Employee Directors contain general procedures for the approval of transactions between the Company and its directors and executive officers and certain other transactions involving the Company's directors and executive officers. The Company's Standards of Business Conduct and Guidelines for Non-Employee Directors are available on its website.

***Excluded Transactions***

In addition to the requirements described above for transactions covered by the policy, the policy includes a list of categories of transactions identified by the Board as having no significant potential for an actual or the appearance of a conflict of interest or improper benefit to a related person, and thus are not subject to review by the Nominating and Governance Committee. These excluded transactions consist of the following types of transactions between the Company and a related person or another entity with which the related person is affiliated:

*Ordinary Course Transactions with Other Entities.* Transactions in the ordinary course of business between the Company and another entity with which a related person is affiliated unless (a) the related person serves as an executive officer, employee or beneficial owner of an equity interest of 10% or more in the other entity and (b) the transactions, in the aggregate, represent more than 5% of the Company's consolidated gross revenue for the prior fiscal year or 2% of the other entity's gross revenue for the prior fiscal year;

*Charitable Contributions.* Discretionary charitable contributions by the Company to a non-profit entity with which a related person is affiliated that would satisfy the Company's categorical standards for determining that a material relationship does not exist with an entity that would impact a director's independence. See Corporate Governance Criteria for Membership on the Board Independence above;

*Transactions with Significant Stockholders.* Transactions between the Company and a corporation, firm or other entity known to the Company to be the beneficial owner of more than 5% of any outstanding class of the Company's voting securities (a Significant Stockholder), if the transactions occur in the ordinary course of business and are consistent with other transactions in which the Company has engaged with third parties, unless the transactions, in the aggregate, represent more than 5% of the Company's consolidated gross revenue for the prior fiscal year or 2% of the Significant Stockholder's gross revenue for the prior fiscal year;

*Non-employee Position with Other Affiliated Entities.* Transactions where the related person's interest in the transaction is based solely on his or her position as (a) a non-employee director of the other entity or (b) subject to the requirements relating to the Company's charitable contributions as described above, a non-employee director or trustee, or unpaid volunteer at a non-profit organization;

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*Executive Compensation.* Any compensation paid to an executive officer of the Company if (a) the compensation is required to be reported in the Company's annual report on Form 10-K or proxy



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statement under the compensation disclosure requirements of the SEC or (b)(i) the executive officer is not an immediate family member otherwise covered by the policy and the compensation would be reported in the Company's annual report on Form 10-K or proxy statement if the executive officer was a named executive officer (as defined under SEC rules) and (ii) the Compensation Committee approved (or recommended that the Board approve) such compensation;

*Director Compensation.* Any compensation paid to a director of the Company if the compensation is required to be reported in the Company's annual report on Form 10-K or proxy statement under the SEC's compensation disclosure requirements;

*Transactions Where All Stockholders Receive Proportional Benefits.* Transactions in which all stockholders receive the same benefits on a pro rata basis (e.g., dividends);

*Transactions Involving Competitive Bids, Regulated Transactions and Certain Banking-Related Services.* Transactions involving a related person where the rates or charges involved are determined by competitive bids; transactions with a related person involving the rendering of services as a common carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority; or transactions with a related person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services; and

*Other.* Other categories of transactions that may be identified by the Nominating and Governance Committee from time to time as having no significant potential for an actual, or the appearance of a, conflict of interest or improper benefit to a related person.

### ***Approval Procedure***

The General Counsel or his designee will assess whether any proposed transaction involving a related person is a related person transaction covered by the policy, and if so, the transaction will be presented to the Nominating and Governance Committee for review and consideration at its next meeting or, in those instances in which the General Counsel or his designee determines that it is not practicable or desirable for the Company to wait until the next Committee meeting, to the Chair of the Nominating and Governance Committee. If the General Counsel or his designee potentially may be involved in a related person transaction, the applicable person is required to inform the Chief Executive Officer and the Chair of the Nominating and Governance Committee. Related person transactions (other than the excluded transactions) will be reviewed and be subject to approval by the Nominating and Governance Committee. If possible, the approval will be obtained before the Company commences the transaction or enters into or amends any contract relating to the transaction. If advance Committee approval of a related person transaction is not feasible or not identified prior to commencement of a transaction, then the transaction will be considered and, if the Nominating and Governance Committee determines it to be appropriate, ratified at the Committee's next regularly scheduled meeting.

In determining whether to approve or ratify a related person transaction covered by the policy, the Nominating and Governance Committee may take into account such factors it deems appropriate, which may include:

the extent of the related person's interest in the transaction;

whether the transaction would interfere with the objectivity and independence of any related person's judgment or conduct in fulfilling his or her duties and responsibilities to the Company;

whether the transaction is fair to the Company and on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances;

whether the transaction is in the interest of the Company and its stockholders; and

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whether the transaction is consistent with any conflicts of interest policies set forth in the Company's Standards of Business Conduct and other policies.

A member of the Nominating and Governance Committee who potentially is a related person in connection with a particular proposed related person transaction will not participate in any discussion or approval of the

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transaction, other than discussions for the purpose of providing material information concerning the transaction to the Committee.

### **Additional Information**

Following the announcement of the Comcast merger in February 2014, various putative stockholder derivative actions and stockholder class actions were filed against, among others, the Company and its directors. As described in the 2014 Form 10-K, the complaints in these actions alleged breaches of fiduciary duty to the Company's stockholders and disclosure failures in the Company's registration statement related to the Comcast merger, among other things, and sought, among other relief, injunctive relief enjoining the stockholder vote on the Comcast merger, unspecified declaratory and equitable relief, compensatory damages in an unspecified amount, and costs and fees. On July 22, 2014, the parties to the litigation entered into a memorandum of understanding reflecting the terms of an agreement, subject to final approval by the court and certain other conditions, to settle all of this litigation. The Company believes that the claims asserted in the lawsuits are without merit and, if the settlement does not receive final court approval or otherwise is not consummated, intends to defend against the litigation vigorously. The Company is obligated to indemnify its officers and directors under certain circumstances to the fullest extent permitted by Delaware law. The Company has purchased insurance that covers its directors and officers for liabilities incurred by them in their capacities as directors and officers of the Company and its subsidiaries. Under this insurance program, the Company is reimbursed for payments made to directors or officers as required or permitted by the indemnification provisions of the Company's by-laws, Certificate of Incorporation and Delaware law. This insurance also provides coverage under certain circumstances to individual directors and officers if they are not indemnified by the Company. In connection with the Company's indemnification obligations, the Company or its insurer advanced certain attorneys' fees and expenses incurred on behalf of the independent directors in connection with the litigation described above. The independent directors were represented as a group by separate counsel in these matters as well as by counsel for the Company.

## **COMPANY PROPOSALS**

### **PROPOSAL ONE: Election of Directors**

Upon the recommendation of the Nominating and Governance Committee, the Board has nominated for election at the Annual Meeting the following slate of twelve nominees for directors. Each of the nominees is currently serving as a director of the Company and has been elected by the Company's stockholders at the Company's 2014 annual meeting of stockholders. Each of the nominees has consented to being named in the Proxy Statement and to serving as a director if elected. The Company expects each nominee for election as a director at the Annual Meeting to be able to accept such nomination. Information about these nominees is provided above under the heading **Directors**.

The persons named in the proxy intend to vote such proxy **FOR** the election of each of the twelve nominees for director named below, unless the holder indicates on the proxy that the vote should be **AGAINST** any or all of the nominees. If any nominee is unable to accept the nomination, proxies will be voted in favor of the remainder of those nominated for director and may be voted for substitute nominees. Proxies cannot be voted for a greater number of persons than the number of nominees.

The Board believes that all of the nominees listed below are highly qualified and have skills, experience, backgrounds and attributes that qualify them to serve as directors of TWC (see each nominee's biographical information and the Nominating and Governance Committee section above for more information). The recommendation of the Board is based on its carefully considered judgment that the skills, experience, backgrounds and attributes of TWC's nominees make them the best candidates to serve on the Board.

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The Board of Directors recommends a vote **FOR** the election  
of the twelve director nominees listed below.

Carole Black

Thomas H. Castro

David C. Chang

James E. Copeland, Jr.

Peter R. Haje

Donna A. James

Don Logan

Robert D. Marcus

N.J. Nicholas, Jr.

Wayne H. Pace

Edward D. Shirley

John E. Sununu

**Vote Required for Approval**

A majority of the votes duly cast by the holders of Common Stock with respect to each director is required for the election of each director.

**PROPOSAL TWO: Ratification of Appointment of Independent Registered Public Accounting Firm**

The Audit Committee of the Board of Directors has appointed Ernst & Young LLP as independent auditor of the Company to audit its consolidated financial statements for 2015 and the Board of Directors has determined that it would be desirable to request that the stockholders ratify such appointment.

Ernst & Young LLP, a registered public accounting firm, has served the Company as independent auditor since the Company's incorporation in 2003. Representatives of Ernst & Young LLP will be present at the Annual Meeting with the opportunity to make a statement if they desire to do so and to respond to appropriate questions from stockholders.

**Vote Required for Approval**

Stockholder approval is not required for the appointment of Ernst & Young LLP, since the Audit Committee of the Board of Directors has the responsibility for selecting auditors. However, the appointment is being submitted for ratification at the Annual Meeting. No determination has been made as to what action the Board of Directors would take if stockholders do not ratify the appointment by a majority of the votes duly cast by the holders of Common Stock.

The Board of Directors recommends a vote **FOR** approval  
of the appointment of Ernst & Young LLP as independent auditor.

**PROPOSAL THREE: Advisory Vote on Executive Compensation**

The Company is asking stockholders to approve an advisory resolution on the Company's executive compensation as reported in this Proxy Statement. As described above in the Executive Compensation Compensation Discussion and Analysis section of this Proxy Statement, the Compensation Committee has structured the Company's executive compensation program to achieve the following key objectives:

pay for performance by rewarding executives for leadership excellence and sustained financial and operating performance in line with the Company's strategic goals; and

align executives' interests and risk orientation with the Company's business goals and the interests of the Company's stockholders.

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The Company believes that its compensation programs have played a key role in the Company's operating and financial success, which in turn have helped drive strong stock price performance since the Company's Separation from Time Warner in March 2009. The Company encourages stockholders to read the Compensation Discussion and Analysis beginning on page 23 of this Proxy Statement, which provides an overview of the Company's executive compensation policies and procedures, how they operate and are designed to achieve the Company's pay-for-performance objectives and how they were applied for 2014, as well as certain enhancements that have been made in recent years. In particular, that section also explains certain modifications to the Company's standard compensation programs in light of the extraordinary events of late 2013 and 2014, including entering into the Comcast Merger Agreement, to address the importance of motivating and retaining executive talent against the backdrop of the then pending Comcast merger. The Summary Compensation Table and other related compensation tables and narrative provide detailed information on the compensation of the Company's named executive officers. The Compensation Committee and the Board of Directors believe that the policies and procedures articulated in the Compensation Discussion and Analysis are effective in achieving the Company's goals and that the compensation of the named executive officers reported in this Proxy Statement has contributed to the Company's recent and long-term success.

In accordance with Section 14A of the Exchange Act and as a matter of good corporate governance, the Company is asking stockholders to approve the following advisory resolution at the 2015 Annual Meeting of Stockholders:

RESOLVED, that the stockholders of Time Warner Cable Inc. (the Company) approve, on an advisory basis, the compensation of the Company's named executive officers as 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 2015 Annual Meeting of Stockholders.

The Board has adopted a policy providing for annual advisory votes to approve named executive officer compensation. Unless the Board modifies this policy, the next advisory vote will be held at the Company's 2016 annual meeting of stockholders.

### **Vote Required for Approval**

This advisory resolution, commonly referred to as a say-on-pay resolution, will be considered approved if it receives the affirmative vote of a majority of the votes duly cast by holders of the Common Stock. However, the vote is non-binding on the Board of Directors. Although non-binding, the Board and the Compensation Committee will review and consider the voting results when making future decisions regarding the Company's executive compensation program.

The Board of Directors recommends a vote **FOR** the approval of  
the advisory resolution to approve executive compensation.

## **STOCKHOLDER PROPOSALS**

### **PROPOSAL FOUR: Proposal Regarding Disclosure of Lobbying Activities**

Walden Asset Management, One Beacon Street, Boston, Massachusetts 02108, the beneficial owner of at least 257,928 shares of Common Stock, joined by other organizations, whose names, addresses and stockholdings will be provided by the Company upon request, has advised the Company that they intend to propose a resolution at the Annual Meeting. If the proponent does not appear at the Annual Meeting or send a qualified representative to present the proposal, the Company need not present the proposal for a vote at the Annual Meeting. The proposed resolution and statement in support thereof are set forth below:

**Whereas**, businesses, like individuals, have a recognized legal right to express opinions to legislators and regulators on public policy matters.



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We believe it is important that Time Warner Cable's lobbying positions, and processes to influence public policy, are transparent. Public opinion is skeptical of corporate influence on legislators and regulators and controversial lobbying activity may pose risks to our company's reputation. We encourage full disclosure of Time Warner Cable's policies, procedures and oversight mechanisms.

Time Warner Cable spent approximately \$31.3 million between 2010 and 2013 on federal lobbying, according to Senate reports. But this figure may not include grassroots lobbying to influence legislation by mobilizing public support or opposition. Also, not all states require disclosure of lobbying expenditures. The reports also do not include contributions to tax-exempt organizations which write and endorse model legislation.

**Resolved**, the shareholders of Time Warner Cable request the Board authorize the preparation of a report, updated annually, and disclosing:

1. Company policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by Time Warner Cable used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. Time Warner Cable's membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of the decision making process and oversight by management and the Board for making payments described in section 2 above.

For purposes of this proposal, a grassroots lobbying communication is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. Indirect lobbying is lobbying engaged in by a trade association or other organization of which Time Warner Cable is a member.

Both direct and indirect lobbying and grassroots lobbying communications include efforts at the local, state and federal levels.

The report shall be presented to the Audit Committee or other relevant Board oversight committees and posted on the company's website.

## **Supporting Statement**

We encourage transparency as corporate funds influence legislation and regulation, directly and indirectly. We commend Time Warner Cable for updating the disclosure on its website but it still does not disclose lobbying through trade associations maintaining secrecy as it directs funds or lobbies through these associations. For example, the U.S. Chamber of Commerce spent over \$1 billion in lobbying since 1998, yet any Time Warner Cable funds spent through trade associations are secret.

For example, Time Warner Cable is a member of the American Legislative Exchange Council (ALEC) which campaigns vigorously against measures to stop climate change. Most recently ALEC is involved in a campaign challenging renewable energy legislation and regulation at the State level. In contrast, Time Warner Cable's website publicly affirms its commitment to protecting the environment.

The Board of Directors recommends a vote **AGAINST** this

proposal for the following reasons:

**Political Advocacy is Critical to Stockholders.** The Company operates in highly regulated industries. The Company's active involvement in the political process is, therefore, crucial to its ability to protect stockholders' interests, promote its business objectives and to continue to provide high quality products and services to its customers. In addition, many of the Company's competitors expend far more resources than the Company in participating in the political arena, so it is important that the Company uses its resources efficiently.





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***TWC Has Adopted Policies that Significantly Address the Concerns Identified in the Proposal.*** The Company recognizes the importance of following strict guidelines in conducting lobbying and other public policy activities as well as the need for appropriate transparency in this area. Accordingly, the Company has adopted a far reaching, formal policy statement to govern these activities. This policy, a Statement on Political Contributions and Lobbying Activities (the Policy Statement), is available on the Company's Corporate Governance page at [www.twc.com/investors](http://www.twc.com/investors). The Policy Statement contains extensive disclosure on the Company's political and advocacy activities and annual review process for such activities, as well as links to the reports filed with the Federal Election Commission and state governments by the Company-sponsored federal and state political action committees.

***The Company's Policy Statement Achieves the Appropriate Balance.*** In adopting the Policy Statement, the Company evaluated many factors, including the level of disclosure made by its competitors and other public companies, the operational costs and competitive impact entailed in various levels of disclosure, as well as consideration of the appropriate mechanisms to ensure that the Company's Board of Directors can engage in meaningful oversight of the Company's activities. In addition to enhanced public disclosure, the Policy Statement requires regular reporting to the Board's Nominating and Governance Committee, and an annual evaluation of the Company's membership in outside organizations that engage in lobbying activities for consistency with the Company's business objectives and policy priorities. Consideration of the organization's work unrelated to these objectives and priorities is an important aspect of this review so as to protect the Company's reputation and brand. Continued involvement does not imply agreement with all the views expressed by these organizations. Pursuant to these policies, the Company has made changes in its membership decisions.

The Policy Statement also makes clear that:

the Company does NOT use corporate funds to make contributions to federally-registered independent expenditure committees (so-called "super PACs");

the Company does NOT directly fund independent expenditures; and

the Company does NOT use corporate funds to support or oppose ballot measures, except in limited instances where the proposed measure would have a direct and material adverse impact on the Company.

the Company participates in and may fund trade associations and organizations to ensure it has a voice in political and policy discussions that are important to its business. These trade associations are principally national and state industry-based associations, of which the largest contributions are made to the National Cable and Telecommunications Association.

***TWC Values Transparency and is Subject to an Extensive Framework of Laws, Public Disclosure and Internal Oversight.*** The Company's political contributions and lobbying activities are already subject to an extensive framework of laws, public disclosure and internal oversight. The Company files regular reports with the U.S. House of Representatives and the U.S. Senate disclosing its federal lobbying activities and the amount of money it spends each quarter on federal lobbying. These reports are publicly available at <http://lobbyingdisclosure.house.gov>. The Company also files extensive lobbying disclosure reports as required by state law, which are also publicly available.

TWC believes the policies and procedures set out in the Policy Statement allow the Company to play a constructive role in issues that directly impact the business interests of the Company and its stockholders, while appropriately balancing the concerns behind the current proposal with the operational and other costs its additional requirements would entail. At the very least, the Company believes the effectiveness of the Policy Statement in meeting these objectives should be evaluated over a period of time before considering changes to it.

Accordingly, the Board of Directors recommends a vote **AGAINST** the proposal.

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### **Vote Required for Approval**

The affirmative vote of a majority of the votes duly cast by the holders of the Common Stock is required to adopt this proposal.

### **PROPOSAL FIVE: Proposal Regarding Prohibition on Accelerated Vesting of Equity Awards in a Change in Control**

The Trust for the International Brotherhood of Electrical Workers Pension Benefit Fund (the "IBEW"), 900 Seventh Street, NW, Washington, DC 20001, the beneficial owner of 13,115 shares of Common Stock, has advised the Company that it intends to propose a resolution at the Annual Meeting. If the proponent does not appear at the Annual Meeting or send a qualified representative to present the proposal, the Company need not present the proposal for a vote at the Annual Meeting. The proposed resolution and statement in support thereof are set forth below:

**RESOLVED:** The shareholders ask the board of directors of Time Warner Cable Inc. to adopt a policy that in the event of a change in control (as defined under any applicable employment agreement, equity incentive plan or other plan), there shall be no acceleration of vesting of any equity award granted to any senior executive officer, provided, however, that the board's Compensation Committee may provide in an applicable grant or purchase agreement that any unvested award will vest on a partial, *pro rata* basis up to the time of the named executive officers' termination, with such qualifications for an award as the Committee may determine.

For purposes of this Policy, "equity award" means an award granted under an equity incentive plan as defined in Item 402 of the SEC's Regulation S-K, which addresses elements of executive compensation to be disclosed to shareholders. This resolution shall be implemented so as not to affect any contractual rights in existence on the date this proposal is adopted, and it shall apply only to equity awards made under equity incentive plans or plan amendments that shareholders approve after the date of the 2015 annual meeting.

### **SUPPORTING STATEMENT**

Time Warner Cable Inc. ("Company") allows senior executives to receive an accelerated award of unearned equity under certain conditions after a change of control of the Company. We do not question that some form of severance payments may be appropriate in that situation. We are concerned, however, that current practices at the Company may permit windfall awards that have nothing to do with an executive's performance.

According to last year's proxy statement, a change in control and termination as of December 31, 2013 could have accelerated the vesting of \$65.89 million worth of long-term equity awards to five of the Company's senior executives, with Robert D. Marcus, the Chairman and CEO, entitled to \$37.9 million in addition to other payments.

We are unpersuaded by the argument that executives somehow "deserve" to receive unvested awards. To accelerate the vesting of unearned equity on the theory that an executive was denied the opportunity to earn those shares seems inconsistent with a "pay for performance" philosophy worthy of the name.

We do believe, however, that an affected executive should be eligible to receive an accelerated vesting of equity awards on a *pro rata* basis as of his or her termination date, with the details of any *pro rata* award to be determined by the Compensation Committee.

Other major corporations, including Apple, Chevron, ExxonMobil, IBM, Intel, Microsoft, and Occidental Petroleum, have limitations on accelerated vesting of unearned equity, such as providing *pro rata* awards or simply forfeiting unearned awards. Research from James Reda & Associates found that over one third of the largest 200 companies now *pro rata*, forfeit, or only partially vest performance shares upon a change of control.

We urge you to vote **FOR** this proposal.

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The Board of Directors recommends a vote **AGAINST** this

proposal for the following reasons:

The Company's ability to attract and retain executive talent is key to its success. The Company's independent Compensation Committee has structured an effective and competitive executive compensation program that reflects market practices, Company objectives and stockholders interests. The proposal's inconsistency with general market practices would hinder the Company's ability to attract and retain qualified executives and create misalignment between executives' interests and those of stockholders and is, thus, not in the best interests of the stockholders.

The benefit of the Company's flexibility in establishing the terms of its equity awards has been borne out in connection with the Comcast merger. The regulatory approval process in transactions in the Company's industry has historically been protracted, and the Comcast merger review process extended more than a year. During this time, the Company retained its key executives, and they remain focused on the goals of the Company and its stockholders.

**Ø TWC Equity Awards have a Double Trigger Clause.** TWC's equity awards have a best-practices double-trigger acceleration provision. Executives' equity awards do NOT vest on a change in control unless the executive is terminated without cause within a designated period of the change-in-control event.

**Ø Double Trigger Strikes the Right Balance - Aligns Executives with Stockholders in a Possible Change in Control Transaction.** When a potential change in control arises, the double trigger provision creates retention incentives and promotes direct alignment with stockholders during a time of uncertainty and potential disruption to TWC executives.

The double-trigger full acceleration vesting provision makes it less likely that the executive would be resistant to an otherwise beneficial change in control based on concerns about losing equity awards if the new owner decides to terminate the executive following closing.

The double-trigger full acceleration vesting provision also incentivizes the executive to remain with the Company from announcement of the change-in-control event to the close of the transaction and possibly beyond.

By the same token, the double trigger prevents inappropriate vesting. The executive will not see a direct personal benefit from the transaction alone.

The benefit of the double-trigger full acceleration vesting provision in terms of retention and alignment with stockholder interests has been shown in connection with the Comcast merger and the continued focus of the Company's executive team.

**Ø TWC's Program is Well Within the Mainstream.** TWC's vesting provisions in the event of a change in control-related termination have become standard across Fortune 500 companies and, more importantly, consistent with the benefits of TWC's competitors for executive talent. Changing its provisions would put TWC at a competitive disadvantage in attracting and retaining its leaders.

**Ø No Windfall.** TWC executives get over half their annual target compensation opportunity in the form of equity awards, which vest over time to encourage retention. Accordingly, permitting vesting when the executive is denied the opportunity to stay with the Company following a change in control is not a windfall. Instead, the double-trigger vesting provision allows the executive to receive the benefit of an equity award that was considered "earned" but was not distributed to encourage retention only when the retention objective is no longer relevant. Moreover, requiring previously granted equity awards to be forfeited upon a change-in-control-related termination would result in executives undervaluing the equity portion of their compensation since they cannot be assured they will have the opportunity to receive it under those circumstances. This would put the Company at a competitive disadvantage in attempting to attract and retain qualified executives.

**Ø Value of Accelerated Awards is Limited.** TWC's equity incentive program limits the value of accelerated awards in two significant ways:

***Awards May Remain Subject to Performance-Based Vesting Conditions.*** Even if the award recipient is terminated following a change in control, the Compensation Committee may determine to require the

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satisfaction of any relevant performance conditions before the executive receives the stock underlying the accelerating award.

***Accelerated Stock Options Have a Shortened Term.*** TWC's stock option awards have ten-year terms. However, if stock option vesting is accelerated after a change-in-control-related termination, the term of the stock option is generally shortened to one year from the termination date. As a result, the executive may have a significantly shorter time to benefit from potential stock price appreciation and realize the compensation valuation calculated at the time of the award.

***Ø TWC not Apples to Apples with other Companies Cited by the Proposal.*** The change in control vesting provisions used by IBM, Apple and the other companies cited in the proponent's supporting statement as exemplary must be reviewed in the context of those companies' size, industry and incentive compensation programs and philosophies, which are very different from TWC's. Their programs use a variety of different methods to achieve their particular objectives, such as relatively shorter vesting periods, larger awards or rewarding long-term service with post-termination vesting, which may obviate the need for accelerated vesting following a termination of employment in the event of a change in control. The diversity of contexts, goals and structures underscores the importance of affording the Compensation Committee significant flexibility in the design of appropriate awards in light of the Company's circumstances.

***Ø Shareholders Endorse TWC's Equity Award Flexibility.*** TWC's executive compensation program is carefully balanced and supports stockholders' interests. More than 90% of votes were cast in favor of approving the TWC stock incentive plan in 2011, which explicitly permits the use of the double trigger accelerated vesting provision. The IBEW proposal would inappropriately limit the Compensation Committee's discretion in developing the Company's incentive compensation program.

The Board believes the current structure of the Company's executive compensation program, including providing for full accelerated vesting of equity awards in the event of a change-in-control-related termination, is appropriate and effective. The program is consistent with the Company's compensation philosophy and the compensation practices of the Company's peers and is in the best interest of the Company and its stockholders. In addition, the Compensation Committee's discretion and flexibility to develop competitive compensation programs and vesting provisions that best advance the interests of the Company and its stockholders should not be limited.

Accordingly, the Board of Directors recommends a vote **AGAINST** the proposal.

### **Vote Required for Approval**

The affirmative vote of a majority of the votes duly cast by the holders of the Common Stock is required to adopt this proposal.

## **VOTING AT THE ANNUAL MEETING**

### **Voting at the Annual Meeting; Record Date**

Only holders of record of the Company's Common Stock at the close of business on May 7, 2015, the record date, are entitled to notice of and to vote at the Annual Meeting. At that time, 282,686,199 shares of Common Stock, par value \$0.01 per share, were entitled to vote. Each issued and outstanding share of Common Stock has one vote on any matter submitted to a vote of stockholders.

The presence, in person or by proxy, of the holders of a majority of the votes entitled to be cast at the Annual Meeting is necessary to constitute a quorum.

### **Required Vote**

A majority of the votes duly cast by the holders of Common Stock with respect to each director is required for the election of each director.

The affirmative vote of a majority of the votes duly cast by the holders of Common Stock is required to approve each of the other matters to be acted upon at the Annual Meeting.



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An abstention is deemed present, but is not deemed a vote cast. As a result, abstentions and broker non-votes are not included in the tabulation of the voting results on the election of directors or issues requiring approval of a majority of the votes cast and, therefore, do not have the effect of votes in opposition. A broker non-vote occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power on that item (as the item is considered a non-routine matter) and has not received instructions from the beneficial owner. Each of the proposals other than Proposal Two (ratification of the independent registered public accounting firm) is a non-routine matter and could result in broker non-votes. Broker non-votes and the shares with respect to which a stockholder abstains are included in determining whether a quorum is present.

### **Proxies and Voting Procedures**

**Proxies.** All shares entitled to vote and represented by properly executed proxies received prior to the Annual Meeting, and not revoked, will be voted as instructed on those proxies. **If no instructions are indicated, the shares will be voted as recommended by the Board of Directors.** No stockholder of record may appoint more than three persons to act as his or her proxy at the Annual Meeting.

**Voting on Other Matters.** If any other matters are properly presented at the Annual Meeting for consideration, the persons named in the form of proxy will have discretion to vote on those matters in accordance with their own judgment to the same extent as the person signing the proxy would be entitled to vote. In accordance with the Company's by-laws, the Annual Meeting may be adjourned, including by the Chairman, in order to permit the solicitation of additional proxies. Other than the matters set forth in this Proxy Statement, the Company does not currently anticipate that any other matters will be raised at the Annual Meeting.

### **Voting Methods.**

**In Person.** If you hold shares directly in your name as a stockholder of record (that is, if your shares of Common Stock are registered in your name with Computershare Shareowner Services, TWC's transfer agent), you may vote in person at the Annual Meeting. Stockholders of record also may be represented by another person at the Annual Meeting by executing a proper proxy designating that person and having that proper proxy be presented to the inspector of election with the applicable ballot at the Annual Meeting.

If you hold shares in street name, meaning through a broker, bank or other financial institution, you must obtain a legal proxy from that institution and present it to the inspector of elections with your ballot to be able to vote in person at the Annual Meeting. To request a legal proxy, please contact your broker, bank or other financial institution.

**Internet, Telephone or Mail.** Many stockholders will have the option to submit their proxies or voting instructions electronically through the Internet or by telephone. Stockholders should check their Notice of Internet Availability of Proxy Material, proxy card or voting instructions forwarded by their broker, bank or other holder of record to see which options are available. Stockholders submitting proxies or voting instructions via the Internet should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, that would be borne by the stockholder. Stockholders who request print copies of the proxy materials, may also vote by mail.

**Revoking a Proxy.** Any stockholder of record may revoke a proxy at any time before it is voted by:

filing with the Secretary of the Company, at or before the taking of the vote at the Annual Meeting, a written notice of revocation or a duly executed proxy, in either case dated later than the prior proxy relating to the same shares; or

attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not by itself revoke a proxy). Any written notice of revocation or subsequent proxy should be delivered to Time Warner Cable Inc., 60 Columbus Circle, New York, New York 10023, Attention: General Counsel, or hand delivered to the Secretary, before the taking of the vote at the Annual Meeting. To revoke a proxy previously submitted by telephone or Internet, a stockholder may simply submit a new proxy at a later date before the taking of the vote at



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the Annual Meeting, in which case, the later submitted proxy will be recorded and the earlier proxy will be revoked.

### **Stockholders Sharing the Same Address; Householding**

In accordance with notices to many stockholders who hold their shares through a bank, broker or other holder of record (a "street-name stockholder") and share a single address, only one annual report and proxy statement or Notice of Internet Availability of Proxy Material, as applicable, is being delivered to that address unless contrary instructions from any stockholder at that address were received. This practice, known as "householding," is intended to reduce the Company's printing and postage costs. However, any such street-name stockholder residing at the same address who wishes to receive a separate copy of a Notice of Internet Availability of Proxy Material or this Proxy Statement or accompanying Time Warner Cable Inc. 2014 Annual Report to Stockholders may request a copy by contacting the bank, broker or other holder of record, or the Company by telephone at: 1-877-4-INFO-TWC, by email to: ir@twcable.com or by mail to: Time Warner Cable Inc., 60 Columbus Circle, New York, New York 10023, Attention: Investor Relations. The voting instruction or Notice of Internet Availability of Proxy Material, as applicable, sent to a street-name stockholder should provide information on how to request (1) householding of future Company materials or (2) separate materials if only one set of documents is being sent to a household. If it does not, a stockholder who would like to make one of these requests should contact the Company as indicated above.

## **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires the Company's officers and directors, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the SEC. Officers, directors and greater than ten-percent stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file. Based solely on a review of the copies of such forms furnished to the Company, or written representations that no Forms 5 were required, the Company believes that during 2014, its officers, directors and greater than ten-percent beneficial owners complied with all applicable Section 16(a) filing requirements, except that a Form 4 filed on behalf of Mr. Stern, a named executive officer, on August 13, 2014 to report an award of RSUs was filed eight days late.

## **OTHER PROCEDURAL MATTERS**

### **Expenses of Solicitation**

All expenses of this solicitation, including the cost of preparing and mailing the Notice of Internet Availability of Proxy Material and this Proxy Statement, will be borne by the Company. In addition to solicitation by use of the mail, proxies and voting instructions may be solicited by directors, officers and employees of the Company in person, by telephone or other means of communication. Such directors, officers and employees will not be additionally compensated but may be reimbursed for reasonable out-of-pocket expenses in connection with such solicitation.

The Company has retained MacKenzie Partners, Inc. for a fee of \$25,000 plus reimbursement of reasonable out-of-pocket expenses, to assist in its solicitation of proxies from brokers, nominees, institutions and individuals. Arrangements will also be made with custodians, nominees and fiduciaries for forwarding proxy solicitation materials to beneficial owners of shares held of record by such custodians, nominees and fiduciaries, and the Company will reimburse such custodians, nominees and fiduciaries for reasonable expenses incurred in connection therewith.

### **Procedures for Submitting Stockholder Proposals**

***Proposals for Inclusion in the Proxy Statement.*** Pursuant to Rule 14a-8 under the Exchange Act, stockholders may present proper proposals for inclusion in the Company's proxy statement and for consideration at the next annual meeting of its stockholders by submitting their proposals to the Company in a timely manner.

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In order to be included for the 2016 annual meeting, stockholder proposals must be received by the Company no later than January 22, 2016 and must otherwise comply with the requirements of Rule 14a-8.

***Proposals not Included in the Proxy Statement.*** In addition, the Company's by-laws establish an advance notice procedure with regard to certain matters, including stockholder proposals not included in the Company's proxy statement, to be brought before an annual meeting of stockholders. In general, notice must be received by the Corporate Secretary of the Company not less than 90 days nor more than 120 days prior to the anniversary date of the immediately preceding annual meeting and must contain specified information concerning the matters to be brought before such meeting and concerning the stockholder proposing such matters. Therefore, to be presented at the Company's 2016 annual meeting, such a proposal must be received by the Company on or after March 3, 2016 but no later than April 2, 2016. If the date of the annual meeting is more than 30 days earlier or more than 60 days later than such anniversary date, notice must be received not earlier than the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made.

If a stockholder who has notified the Company of his intention to present a proposal at an annual meeting does not appear or send a qualified representative to present his proposal at such meeting, the Company need not present the proposal for a vote at such meeting.

### **Procedures for Submitting Director Recommendations and Nominations**

***Submitting Director Recommendations to the Nominating and Governance Committee.*** If a stockholder would like the Nominating and Governance Committee to consider an individual as a candidate for election to the Board of Directors, the stockholder must submit a proper and timely request as follows:

***Timing.*** The stockholder should notify the Nominating and Governance Committee by no later than September 1 of the year prior to the annual stockholders meeting at which the candidate would seek to be elected.

***Information.*** In notifying the Committee, the stockholder should provide the following information to the Committee:

The name and the address of the stockholder making the submission and the name, address, telephone number and social security number of the candidate to be considered.

The class or series and number of shares of the Company's stock that are beneficially owned by the stockholder making the submission, including a reasonably detailed description of derivative contracts, derivative securities or derivative transactions to which such stockholder is a party and impact such stockholder's economic interest in the Company's securities or any other proxy, contract, arrangement or understanding to which such stockholder has or may have a right or has or may have granted a right to vote any shares of the Company's securities, a description of all arrangements or understandings between the stockholder and the candidate, and an executed written consent of the candidate to serve as a director of the Company if so elected.

A copy of the candidate's resume and references.

An analysis of the candidate's qualifications to serve on the Board of Directors and on each of the Board's committees in light of the criteria set forth in the by-laws, Corporate Governance Policy, and the Policy Statement Regarding Director Nominations (including all regulatory requirements incorporated by references therein).

***Address.*** The foregoing information should be submitted to the Nominating and Governance Committee through the Corporate Secretary, Time Warner Cable Inc., 60 Columbus Circle, New York, New York 10023.

The Committee has a policy of applying the same criteria in reviewing candidates proposed by stockholders as it employs in reviewing candidates proposed by any other source.



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***Stockholder Nominations Submitted to Stockholders.*** The Company's by-laws provide that stockholders may nominate persons for election as directors at the Company's stockholders meeting by giving timely written notice to the Company containing required information. The Company's by-laws require that, to be timely and proper, notice of a nomination by a stockholder must be delivered to or mailed to and received at the Company's principal executive offices as follows:

***Annual Stockholders Meetings.*** For elections to be held at an annual meeting of the stockholders, at least 90 days and no more than 120 days before the first anniversary of the date of the annual meeting of stockholders for the prior year. If the date of the annual meeting is more than 30 days earlier or more than 60 days later than such anniversary date, notice by the stockholder must be delivered or received no earlier than the 120th day before the annual meeting and no later than the close of business on the later of the 90th day prior to the annual meeting or the 10th day after the day on which the date of such meeting is first publicly announced.

***Special Stockholders Meetings.*** For elections that are going to take place at a special meeting of the stockholders, no earlier than the 90th day before the special meeting and no later than the close of business on the later of the 60th day before the special meeting or the 10th day after the day on which the date of the special meeting and the names of the nominees to be elected at the meeting are first publicly announced.

***Other Circumstances.*** Additionally, if the number of directors to be elected to the Board at an annual meeting of the stockholders is increased and there is no public announcement naming all of the nominees for directors or specifying the size of the increased Board at least 90 days before the first anniversary of the date of the prior year's annual meeting, a stockholder's notice will also be timely with respect to nominees for any new positions if it is delivered to or mailed to and received by the Company not later than the 10th day after the public announcement is made.

***Information.*** The notice must contain prescribed information about the proponent and each nominee, including the information about the nominee that would have been required to be included in a proxy statement filed under SEC rules had such nominee been nominated by the Board of Directors.

***Address.*** All notices of proposals by stockholders, whether or not to be included in the Company's proxy materials, should be sent to the attention of the Corporate Secretary of the Company at 60 Columbus Circle, New York, New York 10023.

## **Communicating with the Board of Directors**

The Company's Independent Directors have approved a process for stockholders to communicate with directors. Pursuant to that process, stockholders, employees and others interested in communicating with the CEO, the Board's only employee director, should write to the address below:

Robert D. Marcus

Chairman and Chief Executive Officer

Time Warner Cable Inc.

60 Columbus Circle

New York, New York 10023

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Those interested in communicating directly with the Board, any of the Board's committees, the non-employee directors as a group or any individual non-employee director should write to the address below:

[Name of Addressee]

c/o Corporate Secretary

Time Warner Cable Inc.

60 Columbus Circle

New York, New York 10023

**General**

The Board of Directors does not currently know of any other matters to be presented at the Annual Meeting. If any additional matters are properly presented, the persons named in the proxy will have discretion to vote in accordance with their own judgment on such matters.

BY ORDER OF THE BOARD OF DIRECTORS,

MARC LAWRENCE-APFELBAUM

*Executive Vice President,*

*General Counsel and Secretary*

May 18, 2015

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**Directions to:**

**New York Institute of Technology**

**Auditorium**

**1871 Broadway**

**New York, New York 10023**

**Directions**

The NYIT **Auditorium** on Broadway is located at 1871 Broadway, between West 61st and 62nd Streets, just north of Columbus Circle.

**By Subway or Train**

Take the Eighth Avenue A and C trains, the Sixth Avenue B and D trains or Broadway No. 1 train to Columbus Circle and walk north on Broadway to the Auditorium between 61st and 62nd Streets.

**By Bus**

The 57th Street and 66th Street crosstown buses stop at Broadway. The Broadway (No. 104) bus stops at the corner of Broadway and 60th Street.

**From Local Airports**

From **JFK International Airport** (JFK), take the Van Wyck Expressway (I-678) north to the Long Island Expressway (I-495) west. Take the Long Island Expressway to the Queens Midtown Tunnel into Manhattan and follow signs uptown.

From **LaGuardia Airport** (LGA), take the Grand Central Parkway west to the RFK Bridge into Manhattan. Take FDR Drive south to the 59th Street exit and travel west on 59th Street.

From **Newark Liberty International Airport** (EWR), take Route I-78 east toward the New Jersey Turnpike. Take I-95 North exit toward Exits 15E-18E/Lincoln Tunnel. Take Exit 16 onto Route 495 eastbound through the Lincoln Tunnel. Follow signs uptown.

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***TIME WARNER CABLE INC.***

***60 COLUMBUS CIRCLE***

***NEW YORK, NY 10023***

**VOTE BY INTERNET**

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

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on June 30, 2015. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on June 30, 2015. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M93646-P66376

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**TIME WARNER CABLE INC.**

**The Board of Directors recommends a vote FOR the**

**following Proposals:**

Election of  
1. Directors

**Nominees: For Against Abstain**

1a Carole Black	..	..	..						<b>For Against Abstain</b>
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1b Thomas H. Castro	..	..	..	1k Edward D. Shirley	..	..	..		
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1c David C. Chang	..	..	..	1l John E. Sununu	..	..	..		
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1d James E. Copeland, Jr.	..	..	..	2. Ratification of Independent Registered Public Accounting Firm.	..	..	..		
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1e Peter R. Haje	..	..	..	3. Advisory Vote to Approve Named Executive Officer Compensation.	..	..	..		
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1f Donna A. James

**The Board of Directors recommends a vote AGAINST Proposals 4 and 5.**

1g Don Logan

1h Robert D. Marcus	..	..	..	4. Stockholder Proposal on Disclosure of Lobbying Activities.	..	..	..		
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1i N.J. Nicholas, Jr.	..	..	..	5. Stockholder Proposal on Accelerated Vesting of Equity Awards in a Change in Control.	..	..	..		
-----------------------	----	----	----	---	----	----	----	--	--

.. .. ..



lj Wayne  
H. Pace

- 6. In their discretion, on such other matters as may properly come before the meeting or any adjournment or adjournments thereof.

For  
address change/comments, mark here.

(see reverse for instructions)

Please indicate if you plan to attend this meeting.

	..	..
	<b>Yes</b>	<b>No</b>

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]

Signature (Joint Owners)

Date

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The 2015 Notice and Proxy Statement and 2014 Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

M93647-P66376

**PROXY**

**TIME WARNER CABLE INC.**

**PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF**

**TIME WARNER CABLE INC. FOR THE ANNUAL MEETING OF STOCKHOLDERS**

**JULY 1, 2015**

The undersigned hereby acknowledges receipt of the Time Warner Cable Inc. Notice of Annual Meeting and Proxy Statement and hereby constitutes and appoints Ellen M. East, Marc Lawrence-Apfelbaum and Arthur T. Minson, Jr., and each of them, its true and lawful agents and proxies, with full power of substitution in each, to attend the Annual Meeting of Stockholders of TIME WARNER CABLE INC. on Wednesday, July 1, 2015, and any adjournment thereof, and to vote on the matters indicated all the shares of common stock that the undersigned would be entitled to vote if personally present.

**PLEASE MARK, SIGN AND DATE THIS PROXY CARD ON THE REVERSE SIDE AND RETURN IT PROMPTLY USING THE ENCLOSED REPLY ENVELOPE.**

**THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS.**

**Address Changes/Comments:** \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

**Continued and to be signed on reverse side**

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*TIME WARNER CABLE INC.*

*60 COLUMBUS CIRCLE*

*NEW YORK, NY 10023*

You must provide instructions to the Trustee by June 26, 2015 for your instructions to be tabulated. You may issue instructions by telephone or the Internet until 11:59 P.M. (Eastern Time) on that day. If you are sending instructions by mail, the Trustee must receive your executed instruction card by 5:00 P.M. (Eastern Time) on June 26, 2015. If you submit your instructions by telephone or the Internet, there is no need to mail back your instruction card. **If you do not provide instructions to the Trustee, the Trustee will vote your interests as required by the terms of the Plan and described on the reverse side of the card.**

**You may send your voting instructions to the Trustee on the Internet, over the telephone or by mail, as follows:**

**VOTE BY INTERNET**

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

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on June 26, 2015. Have your voting instruction card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on June 26, 2015. Have your voting instruction card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your voting instruction card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge,



1f Donna .. ..  
A. James

**The Board of Directors recommends a  
vote AGAINST Proposals 4 and 5.**

1g Don .. ..  
Logan

1h Robert .. ..  
D. Marcus

4. Stockholder Proposal on Disclosure of Lobbying Activities. .. ..

1i N.J. .. ..  
Nicholas,  
Jr.

5. Stockholder Proposal on Accelerated Vesting of Equity Awards in a Change in Control. .. ..

1j Wayne .. ..  
H. Pace

6. To grant discretionary voting authority to management persons regarding such other matters as may properly come before the meeting or any adjournment or adjournments thereof.

For ..  
address change/comments, mark here.

(see reverse for instructions)

Please indicate if .. ..  
you plan to attend  
this meeting.  
**Yes No**

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]

Signature (Joint Owners)

Date

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**SUBMIT YOUR CONFIDENTIAL VOTING INSTRUCTIONS  
BY TELEPHONE, INTERNET OR MAIL  
TWC SAVINGS PLAN**

M93649-P66376

**TIME WARNER CABLE INC.  
CONFIDENTIAL VOTING INSTRUCTIONS**

**Instructions solicited by Fidelity Management Trust Company on behalf of the Board of Directors  
for the Time Warner Cable Inc. Annual Meeting of Stockholders on July 1, 2015.**

The undersigned hereby instructs Fidelity Management Trust Company ( Fidelity ), as Trustee, to vote as follows by proxy at the Annual Meeting of Stockholders of Time Warner Cable Inc. to be held on July 1, 2015, and at any adjournment thereof, the undersigned's proportionate interest in the shares of Time Warner Cable Inc. Common Stock held in the Time Warner Cable Inc. Stock Fund under the TWC Savings Plan (the Plan ).

Under the provisions of the Trust relating to the Plan, Fidelity, as Trustee, is required to request your confidential instructions as to how your proportionate interests in the shares of Time Warner Cable Inc. Common Stock held in the Time Warner Cable Inc. Stock Fund under the Plan (an interest ) is to be voted at the Annual Meeting of Stockholders scheduled to be held on July 1, 2015. Your instructions to Fidelity will not be divulged or revealed to anyone at Time Warner Cable Inc. If Fidelity does not receive your instructions on or prior to 5:00 p.m. (Eastern Time) via a voting instruction card or 11:59 p.m. (Eastern Time) via telephone or the Internet on June 26, 2015, your interest will be voted at the Annual Meeting in the same proportion as other participants' interests in the Plan for which Fidelity has received voting instructions.

**Address Changes/Comments:** \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

**Continued and to be signed on reverse side**