

Interactive Brokers Group, Inc.  
Form DEFR14A  
March 13, 2015

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

**INTERACTIVE BROKERS GROUP, INC.**

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(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
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## **INTERACTIVE BROKERS GROUP, INC.**

**One Pickwick Plaza  
Greenwich, Connecticut 06830**

March 12, 2015

Dear Stockholder:

You are cordially invited to attend the 2015 Annual Meeting of Stockholders of Interactive Brokers Group, Inc. We will hold the meeting on Thursday, April 23, 2015 at 9:30 a.m. Eastern Time, at The St. Regis New York, Two East 55<sup>th</sup> Street, New York, NY 10022. We hope that you will be able to attend.

Details regarding admission to the meeting and the business to be conducted are described in the Notice of Internet Availability of Proxy Materials you received in the mail and in this proxy statement. We have also made available a copy of our 2014 Annual Report with this proxy statement. We encourage you to read our Annual Report. It includes our audited financial statements and provides information about our business and products.

Securities and Exchange Commission rules allow companies to furnish proxy materials to their stockholders on the Internet. We are pleased to take advantage of these rules and believe that they enable us to provide you with the information you need, while making delivery more efficient and more environmentally friendly. In accordance with these new rules, we have sent a Notice of Internet Availability of Proxy Materials to each of our stockholders providing instructions on how to access our proxy materials and 2014 Annual Report over the Internet.

Your vote is very important to us. Whether or not you plan to attend the meeting in person, your shares should be represented and voted.

Sincerely,

Thomas Peterffy  
*Chief Executive Officer and Chairman of the Board of Directors*

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**INTERACTIVE BROKERS GROUP, INC.**

**One Pickwick Plaza  
Greenwich, Connecticut 06830**

**Notice of 2015 Annual Meeting of Stockholders**

<b>TIME AND DATE</b>	9:30 a.m., Eastern Time, on Thursday, April 23, 2015
<b>PLACE</b>	The St. Regis New York, Two East 55 <sup>th</sup> Street, New York, NY 10022
<b>ITEMS OF BUSINESS</b>	<p>To elect eight directors to the Board of Directors to serve until the annual stockholders' meeting in 2016, and until their respective successors have been elected and qualified.</p> <p>To hold an advisory vote on executive compensation.</p> <p>To ratify the appointment of Deloitte &amp; Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2015.</p> <p>To transact such other business as may properly come before the Annual Meeting.</p>
<b>ADDITIONAL INFORMATION</b>	Additional information regarding the items of business to be acted on at the Annual Meeting is included in the accompanying Proxy Statement.
<b>RECORD DATE</b>	The record date for the determination of the stockholders entitled to vote at the Annual Meeting, or any adjournments or postponements thereof, is the close of business on February 27, 2015.
<b>INSPECTION OF LIST OF STOCKHOLDERS OF RECORD</b>	A list of the stockholders of record as of February 27, 2015 will be available for inspection at the Annual Meeting, and for ten days prior to the Annual Meeting, during ordinary business hours at our offices at One Pickwick Plaza, Greenwich, CT 06830. Please contact our Corporate Secretary at 203-618-4070 if you wish to inspect the list of stockholders prior to the Annual Meeting.
<b>PROXY VOTING</b>	Your vote is very important. Whether or not you plan to attend the Annual Meeting, we encourage you to read this proxy statement and submit your proxy or voting instructions as soon as possible. For specific instructions on how to vote your shares, please refer to the instructions on the Notice you received in the mail, the section entitled Voting Instruction and Information beginning on page 1 of this proxy statement or, if you requested to receive printed proxy materials, your enclosed proxy card.

**Important Notice of Internet Availability of Proxy Materials for the Stockholder Meeting to be Held on April 23, 2015: This Proxy Statement and our 2014 Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com)**

By Order of the Board of Directors,

Paul J. Brody  
*Chief Financial Officer, Treasurer and Secretary*

March 12, 2015

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## **INTERACTIVE BROKERS GROUP, INC.**

**One Pickwick Plaza  
Greenwich, Connecticut 06830**

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### **PROXY STATEMENT**

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### **ANNUAL MEETING OF STOCKHOLDERS**

**April 23, 2015**

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#### **INTRODUCTION**

This Proxy Statement is furnished in connection with a solicitation of proxies by the Board of Directors (the "Board") of Interactive Brokers Group, Inc., a Delaware corporation, to be used at our 2015 Annual Meeting of Stockholders (the "Annual Meeting") on Thursday, April 23, 2015 at 9:30 a.m., Eastern Time, and at any adjournments or postponements of the Annual Meeting. This Proxy Statement and the accompanying form of proxy are first being made available on or about March 12, 2015.

When we use the terms "Company," "we," "us" and "our," we mean Interactive Brokers Group, Inc., a Delaware corporation, its consolidated subsidiaries and predecessor companies.

#### **VOTING INSTRUCTION AND INFORMATION**

##### ***Why did I receive a Notice regarding the Availability of Proxy Materials?***

In accordance with Securities and Exchange Commission ("SEC") rules, instead of mailing a printed copy of our proxy materials, we may send a Notice of Internet Availability of Proxy Materials (the "Notice") to stockholders. All stockholders will have the ability to access the proxy materials on a website referred to in the Notice or to request a printed set of these materials at no charge. You will not receive a printed copy of the proxy materials unless you specifically request one. Instead, the Notice instructs you as to how you may access and review all of the important information contained in the proxy materials via the Internet and submit your vote via the Internet or telephonically.

In addition, you may request to receive future proxy materials on an ongoing basis (i) electronically by e-mail or (ii) in printed form by mail. Choosing to receive future proxy materials by e-mail will save the Company the cost of printing and mailing documents to stockholders and will reduce the impact of annual meetings on the environment. Your election to receive proxy materials by e-mail or by mail will remain in effect until you terminate it.

##### ***Who can vote at the Annual Meeting?***

You are entitled to vote your shares of Class A common stock, par value \$0.01 per share (the "Common Stock"), of the Company if you were a stockholder at the close of business on February 27, 2015, the record date for the Annual Meeting. At the close of business on the record date, 58,473,186





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shares of Common Stock were outstanding. In addition, 100 shares of Class B common stock, par value \$0.01 per share (the "Class B Common Stock"), of the Company were outstanding. All of the outstanding shares of Class B Common Stock are held of record by IBG Holdings LLC ("Holdings"), an entity controlled by Thomas Peterffy, our founder, Chairman and Chief Executive Officer, through his ownership of the voting membership interests in Holdings.

The holders of the Common Stock and the Class B Common Stock will vote together as a single class on each of the proposals described in this proxy statement. The holder of each share of the Common Stock is entitled to one vote per share. Pursuant to our Amended and Restated Certificate of Incorporation, the holder of each share of the Class B Common Stock is entitled to 3,460,623 votes (that number equal to the number of membership interests in IBG LLC, the holding company for our businesses, such holder held on the record date divided by 100). Accordingly, Holdings, as the sole holder of the Class B Common Stock, is expected to be entitled to approximately 346,062,282 votes in the aggregate, or approximately 85.5% of all votes eligible to be cast at the Annual Meeting.

As of March 5, 2015, our directors and executive officers beneficially owned an aggregate of approximately 903,672 shares of Common Stock and awards that vest within 60 days, constituting approximately 1.55% of the Common Stock outstanding as of such date, of which 554,140 shares can be voted at the annual meeting and constituting approximately 0.14% of all votes eligible to be cast at the Annual Meeting. It is expected that such directors and executive officers will vote or direct the vote of all shares of Common Stock held or owned by such persons, or over which such persons have voting control, in favor of the proposals described in this proxy statement. It also is expected that Holdings will vote its shares of Class B Common Stock, expected to constitute approximately 85.5% of all votes eligible to be cast at the Annual Meeting, in favor of the proposals. Accordingly, the voting power of Holdings alone is sufficient to assure the approval of the proposals. See "Beneficial Ownership of Directors, Executive Officers and Owners of More Than Five Percent."

***Who is and is not a stockholder of record?***

If you hold shares of Common Stock registered in your name at our stock transfer agent, Computershare Stockholder Services, Inc. ("Computershare"), you are a stockholder of record.

If you hold shares of Common Stock indirectly through a broker, bank or similar institution, you are not a stockholder of record, but instead hold in "street name."

If you are a stockholder of record, Broadridge is sending these proxy materials to you directly. If you hold shares in street name, these materials are being sent to you by the bank, broker or similar institution through which you hold your shares.

***What do I need to do to attend the Annual Meeting?***

All stockholders must bring an acceptable form of identification, such as a driver's license, in order to attend the Annual Meeting in person.

In addition, if you hold shares of Common Stock in "street name" and would like to attend the Annual Meeting, you will need to bring an account statement or other acceptable evidence of ownership of shares as of the close of business on February 27, 2015, the record date for the Annual Meeting.

***How do I request paper copies of the proxy materials?***

If you received a Notice by mail, you will not receive paper copies of the proxy materials in the mail unless you request them. Instead, the Notice instructs you on how to access and read the Proxy Statement and Annual Report and how you may submit your proxy over the Internet. If you received a

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Notice by mail and would like to receive a printed copy of the materials, please follow the instructions on the Notice for requesting the materials, and we will promptly mail the materials to you.

***How do I vote?***

You may vote using any of the following methods:

***Telephone***

If you are located within the United States or Canada, you can vote your shares by telephone by calling the toll-free telephone number printed on the Notice, on your proxy card, or in the instructions that accompany your proxy materials, as applicable, and following the recorded instructions. You will need the control number printed on the Notice, on your proxy card, or in the instructions that accompany your proxy materials, as applicable. Telephone voting is available 24 hours a day and will be accessible until 11:59 p.m. EDT on April 22, 2015. The telephone voting system has easy to follow instructions and allows you to confirm that the system has properly recorded your vote. If you vote by telephone, you do NOT need to return a proxy card or voting instruction form. If you are an owner in street name, please follow the instructions that accompany your proxy materials.

***Internet***

You can also choose to vote your shares by the Internet. You will need the control number printed on your Notice, on your proxy card, or in the instructions that accompany your proxy materials, as applicable. The web site for Internet voting is listed on your Notice, proxy card, or in the instructions that accompany your proxy materials. Internet voting is available 24 hours a day and will be accessible until 11:59 p.m. EDT on April 22, 2015. As with telephone voting, you will be able to confirm that the system has properly recorded your vote. If you vote via the Internet, you do NOT need to return a proxy card or voting instruction form.

***Mail***

If you are a holder of record and received printed copies of the materials by mail, you may choose to vote by mail. Simply mark your proxy card, date and sign it, and return it in the postage-paid envelope that we included with your materials. If you hold your shares through a bank or brokerage account, please complete and mail the voting instruction form in the envelope provided.

***Ballot at the Annual Meeting***

You may also vote by ballot at the Annual Meeting if you decide to attend in person. If your shares are held in the name of a bank, broker or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the meeting. All shares that have been properly voted and not revoked will be voted at the Annual Meeting. If you sign and return a proxy card but do not give voting instructions, the shares represented by that proxy card will be voted as recommended by the Board of Directors.

The Internet and telephone voting procedures are designed to authenticate stockholders' identities, to allow stockholders to give their voting instructions and to confirm that stockholders' instructions have been recorded properly. We have been advised that the Internet and telephone voting procedures that have been made available to you are consistent with the requirements of applicable law. Stockholders voting by Internet or telephone should understand that, while we and Broadridge do not charge any fees for voting by Internet or telephone, there may nevertheless be costs, such as usage charges from Internet access providers and telephone companies that must be borne by the stockholder.

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***How can I revoke my proxy or substitute a new proxy or change my vote?***

You can revoke your proxy or substitute a new proxy or change your vote before your proxy is voted at the Annual Meeting.

You may revoke any proxy that you previously granted or change your vote at any time prior to 11:59 p.m. EDT on April 22, 2015, by entering your new vote electronically via the Internet at [www.proxyvote.com](http://www.proxyvote.com) using the account, control and pin numbers that you previously used or telephonically using the number indicated on your Voting Instruction Form. If you desire to change your vote by mail, you must first request paper copies of the materials and mail your new Voting Instruction Form using the prepaid return envelope provided. However, your new instructions must be received before the close of business on April 22, 2015.

You may also revoke your proxy or change your vote at any time prior to the final tallying of votes by:

delivering a written notice of revocation to Paul J. Brody, the Secretary of the Company, at Interactive Brokers Group, Inc., One Pickwick Plaza, Greenwich, CT 06830;

executing and delivering to the Corporate Secretary a later-dated proxy; or

attending the meeting and voting in person.

***How can I obtain an additional proxy card?***

If you lose, misplace or otherwise need to obtain a proxy card, and:

you are a stockholder of record (see **Who is and is not a stockholder of record?**), contact Investor Relations at 203-618-4070; or

you hold your shares of Common Stock in street name and, therefore, are not a stockholder of record, contact your bank, broker or account representative.

***If I submit a proxy by Internet, telephone or mail, how will my shares be voted?***

If you properly submit your proxy by one of these methods, and you do not subsequently revoke your proxy, your shares of Common Stock will be voted in accordance with your instructions.

If you sign, date and return your proxy card but do not give voting instructions, your shares of Common Stock will be voted as follows: FOR the election of our director nominees, FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2015, and otherwise in accordance with the judgment of the persons voting the proxy on any other matter properly brought before the Annual Meeting.

***If I hold my shares in "street name" and do not provide voting instructions, can my broker still vote my shares?***

Brokerage firms have authority to vote clients' unvoted shares on some "routine" matters. When a brokerage firm votes its clients' unvoted shares on routine matters, these shares are counted to determine if a quorum exists to conduct business at the meeting. A brokerage firm cannot vote clients' unvoted shares on non-routine matters, which results in a broker non-vote. A broker non-vote will be treated as not being entitled to vote on the proposal. For proposals that require a majority of votes voting on the proposal to be approved (such as the stockholder proposals), a broker non-vote will not be counted for purposes of determining whether the proposal has been approved.



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The Company's proposal to elect directors is considered a routine matter, but the stockholder proposals are not.

***What vote is required for a director to be elected or for the other proposals to be ratified?***

***Election of Directors*** You may vote FOR or AGAINST any or all director nominees or you may ABSTAIN as to one or more director nominees. A majority of the votes cast FOR or AGAINST the election of a director nominee must be voted FOR the director nominee in order for the director nominee to be elected. A vote to ABSTAIN is not treated as a vote FOR or AGAINST and thus will have no effect on the outcome of the vote. A director nominee who fails to receive a majority of FOR votes will be required to tender his or her resignation to our Board for consideration.

***Advisory Vote on Executive Compensation*** You may vote FOR or AGAINST the approval of the Company's executive compensation or you may ABSTAIN. A majority of the votes cast FOR or AGAINST approval must be voted FOR ratification for it to pass. A vote to ABSTAIN is not treated as a vote FOR or AGAINST and thus will have no effect on the outcome of the vote. Although the outcome of this advisory vote on the compensation of our named executive officers is nonbinding, the Compensation Committee and our Board will review and consider the outcome of this vote when making future compensation decisions for our named executive officers.

***Ratification of the Appointment of Independent Auditors*** You may vote FOR or AGAINST the ratification of the appointment of our independent registered public accounting firm or you may ABSTAIN. A majority of the votes cast FOR or AGAINST ratification must be voted FOR ratification for it to pass. A vote to ABSTAIN is not treated as a vote FOR or AGAINST and thus will have no effect on the outcome of the vote.

***Broker Non-Vote*** A failure by your broker to vote your shares of Common Stock when you have not given voting instructions will have no effect on the outcome of the vote on discretionary matters, *i.e.*, the election of directors, the ratification of the independent public registered accounting firm. A "broker non-vote" occurs when you do not provide the broker with voting instructions on non-discretionary matters and the broker cannot vote your shares on these matters. Because the affirmative vote of a majority of the outstanding shares is necessary to approve each stockholder proposal, a broker non-vote will have the effect of a vote AGAINST that proposal.

***How many votes are required to transact business at the Annual Meeting?***

A quorum is required to transact business at the Annual Meeting. The presence of Holdings, as the sole holder of the Class B Common Stock, will constitute a quorum for the transaction of business at the Annual Meeting. Abstentions and broker non-votes are treated as present for quorum purposes.

***How do I obtain more information about the Company?***

A copy of our 2014 Annual Report is available on the website [www.proxyvote.com](http://www.proxyvote.com). **You may obtain, free of charge, a copy of our Corporate Governance Guidelines, our Code of Business Conduct and Ethics and the charters for our Audit, Compensation and Nominating and Corporate Governance Committees by writing to: Interactive Brokers Group, Inc., One Pickwick Plaza, Greenwich, CT 06830, Attn: Investor Relations; e-mail: [investor-relations@interactivebrokers.com](mailto:investor-relations@interactivebrokers.com).** All of these documents are also available on our website at <http://investors.interactivebrokers.com>.

***Who pays for the expenses of this proxy solicitation?***

We will pay the expenses of the preparation of proxy materials and the solicitation of proxies for the Annual Meeting. In addition to the solicitation of proxies by mail, solicitation may be made by certain directors, officers or employees of the Company telephonically, electronically or by other means of communication. Our directors, officers and employees will receive no additional compensation for any such solicitation. We will reimburse brokers and other similar institutions for costs incurred by them in mailing proxy materials to beneficial owners in accordance with applicable rules.

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**ITEM 1. ELECTION OF DIRECTORS**

Our Board presently consists of eight directors. All of our directors are elected annually for a one-year term expiring at the Annual Meeting of Stockholders in the following year. Each director will hold office until his or her successor has been elected and qualified or until the director's earlier resignation or removal.

In identifying and recommending nominees for positions on our Board, our Nominating and Corporate Governance Committee places emphasis on the following criteria, among others:

judgment, character, expertise, skills and knowledge useful to the oversight of our business;

business or other relevant experience; and

the extent to which the interplay of the nominee's expertise, skills, knowledge and experience with that of other members of our Board will build a board that is effective, collegial and responsive to the needs of the Company.

Our Nominating and Corporate Governance Committee does not set specific, minimum qualifications that nominees must meet in order for the Committee to recommend them to our Board, but rather believes that each nominee should be evaluated based on his or her individual merits, taking into account the needs of the Company and the composition of our Board. In considering diversity, we consider diversity of viewpoints, backgrounds and experience. We do not, however, have any formal policy with regards to diversity in identifying nominees for a directorship, but rather consider it among the various factors relevant to any particular nominee. Our Nominating and Corporate Governance Committee evaluates possible candidates in detail, and suggest individuals to explore in more depth. Once a candidate is identified for serious consideration, the Chairman of our Board enters into a discussion with that candidate.

**Nominees for Election to our Board**

At the Annual Meeting, our stockholders will be asked to elect the eight director nominees set forth below for a one-year term expiring in 2016. While our Board does not anticipate that any of the director nominees will be unable to stand for election as a director nominee at the Annual Meeting, if that occurs, proxies will be voted in favor of such other person or persons who are recommended by our Nominating and Corporate Governance Committee and designated by our Board.

All of the director nominees currently are members of our Board and have been recommended for re-election by our Nominating and Corporate Governance Committee and approved and nominated for re-election by our Board and all of the director nominees have consented to serve if elected. Set forth below is information regarding the director nominees, which has been confirmed by each of them for inclusion in this Proxy Statement.

*Thomas Peterffy*

Director since November 2006

Mr. Peterffy, age 70, has been the Chairman of our Board and Chief Executive Officer since November 2006. Mr. Peterffy has been at the forefront of applying computer technology to automate trading and brokerage functions since he emigrated from Hungary to the United States in 1965.

In 1977, after purchasing a seat on the American Stock Exchange and trading as an individual market maker in equity options, Mr. Peterffy was among the first to apply a computerized mathematical model to continuously value equity option prices. Five years later, Mr. Peterffy built and ran an automated trading system for equity options and a year later, in 1983, he developed a tablet computer for use by his employees trading on exchange floors. By 1986, Mr. Peterffy had developed and deployed a fully integrated, automated market making system for stocks, options and futures. As

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this pioneering system was extended around the globe, online brokerage functions were added and, in 1993, Interactive Brokers was formed.

As Chief Executive Officer, Mr. Peterffy is active in our day-to-day management. As a result of these professional and other experiences, Mr. Peterffy possesses particular knowledge and experience in a variety of areas, including his extensive knowledge of the Company's business, his experience in the electronic brokerage and trading industry and his leadership and strategic planning experience that strengthens the Board's collective knowledge, capabilities and experience.

#### *Earl H. Nemser*

Director since November 2006

Mr. Nemser, age 68, has been our Vice Chairman since November 2006. Mr. Nemser has been the Vice Chairman of the Company since 1988 and also serves as a director and/or officer for various subsidiaries of IBG LLC. Mr. Nemser has served as Special Counsel to the law firm Dechert LLP since January 2005. Prior to such time Mr. Nemser served as Partner at the law firms of Swidler Berlin Shereff Friedman, LLP from 1995 to December 2004 and Cadwalader, Wickersham & Taft LLP prior to 1995. Mr. Nemser received a Bachelor of Arts degree in economics from New York University in 1967 and a Juris Doctor, *magna cum laude*, from Boston University School of Law in 1970. As a result of these professional and other experiences, Mr. Nemser possesses particular knowledge and experience in a variety of areas, including his extensive knowledge of the Company's business and his legal experience that strengthens the Board's collective knowledge, capabilities and experience.

#### *Milan Galik*

Director since November 2006

Mr. Galik, age 48, joined us in 1990 as a software developer and has served as President of the Company and IBG LLC since October 2014. Mr. Galik served as Senior Vice President, Software Development of IBG LLC from October 2003 to October 2014. In addition, Mr. Galik has served as Vice President of Timber Hill LLC since April 1998 and serves as a member of the board of directors of the Boston Options Exchange. Mr. Galik received a Master of Science degree in electrical engineering from the Technical University of Budapest in 1990. As a result of these professional and other experiences, Mr. Galik possesses particular knowledge and experience in a variety of areas, including his extensive knowledge of the Company's business, his experience as a software developer in the electronic brokerage and trading industry and his leadership experience that strengthens the Board's collective knowledge, capabilities and experience.

#### *Paul J. Brody*

Director since November 2006

Mr. Brody, age 55, has been our Chief Financial Officer, Treasurer and Secretary since November 2006. Mr. Brody joined the Company in 1987 and has served as Chief Financial Officer of IBG LLC since December 2003. Mr. Brody serves as a director and/or officer for various subsidiaries of IBG LLC. From 2005 to 2012, Mr. Brody served as a director, and for a portion of the time as member Vice Chairman of The Options Clearing Corporation, of which Timber Hill LLC and Interactive Brokers LLC are members. He also serves as a director of Quadriserv Inc., an electronic securities lending platform provider. Mr. Brody received a Bachelor of Arts degree in economics from Cornell University in 1982. As a result of these professional and other experiences, Mr. Brody possesses particular knowledge and experience in a variety of areas, including his extensive knowledge of the Company's business, his experience as a financial officer in the electronic brokerage and trading industry and his leadership experience that strengthens the Board's collective knowledge, capabilities and experience.

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#### *Lawrence E. Harris*

Director since July 2007

Dr. Harris, age 58, is a Professor of Finance and Business Economics at the University of Southern California, where he holds the Fred V. Keenan Chair in Finance at the Marshall School of Business. Dr. Harris also serves as trustee of the Clipper Fund, director of the Selected Funds and as the research coordinator of the Institute for Quantitative Research in Finance. Dr. Harris formerly served as Chief Economist of the U.S. Securities and Exchange Commission. Dr. Harris earned his Ph.D. in Economics from the University of Chicago and is a CFA charterholder. He is an expert in the economics of securities market microstructure and the uses of transactions data in financial research. He has written extensively about trading rules, transaction costs, index markets, and market regulation. Dr. Harris is also the author of the widely respected textbook "Trading and Exchanges: Market Microstructure for Practitioners." As a result of these professional and other experiences, Mr. Harris has been determined to be an 'Audit Committee Financial Expert' under the SEC's rules and regulations, possesses particular knowledge and experience in a variety of areas, including accounting, economics and finance and securities markets dynamics and provides diversity of background and viewpoint by virtue of his academic record that strengthens the Board's collective knowledge, capabilities and experience.

#### *Hans R. Stoll*

Director since April 2008

Dr. Stoll, age 75, is The Anne Marie and Thomas B. Walker, Jr., Professor of Finance, Emeritus at the Owen Graduate School of Management, Vanderbilt University and founder of the Financial Markets Research Center. Dr. Stoll has published several books and more than 60 articles on numerous securities and finance related subjects. He is known for developing the put call parity relation and for his work in market microstructure. Dr. Stoll was on the faculty of the Wharton School from 1966 to 1980, at which time he joined the faculty at Vanderbilt. Dr. Stoll served as a member of the board of directors of The Options Clearing Corporation from 2005 to 2008 and he has been president of the American Finance Association. Dr. Stoll received his A.B. degree from Swarthmore College in 1961 and his M.B.A. and Ph.D. degrees from the Graduate School of Business of the University of Chicago in 1963 and 1966, respectively. As a result of these professional and other experiences, Dr. Stoll possesses particular knowledge and experience in a variety of areas, including financial acumen and securities products experience and provides diversity of background and viewpoint by virtue of his academic record that strengthens the Board's collective knowledge, capabilities and experience.

#### *Richard Gates*

Director since April 2012

Richard Gates, age 43, co-founded TFS Capital in 1997. TFS is an independent advisory firm that has been dedicated to the construction of quantitative models that are designed to identify market inefficiencies. As a portfolio manager at this firm, he oversees several hedge funds and mutual funds that take both long and short positions in equities and futures. At TFS, his focus is on trade execution, factor research, and business development. Mr. Gates graduated from the University of Virginia in 1994 with a bachelor's degree in Chemical Engineering. As a result of these professional and other experiences, Mr. Gates possesses particular knowledge and experience in a variety of areas, including trade execution and evaluation of new trading technologies and platforms that strengthens the Board's collective knowledge, capabilities and experience.

#### *Wayne H. Wagner*

Director since April 2014

Wayne Wagner, age 76, is a consultant on issues related to investment management and securities trading. He co-founded Plexus Group, now part of ITG, Inc., in 1986. Plexus provided trading evaluation and advisory services to money managers, brokerage firms and pension plan sponsors. He was also a founding partner of Wilshire Associates and served as the Chief Investment Officer of Wilshire Asset Management. He participated in the design of the operating, balancing and evaluation



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algorithms for the world's first operational index fund at Wells Fargo Bank. He is recognized as instrumental in pioneering processes to reduce the costs of trading. Mr. Wagner has authored several books on the topic of trading and investment management and is currently the Research Committee Chairman of the CFA-Institute Research Foundation. As a result of these professional and other experiences, Mr. Wagner possesses particular knowledge and experience in a variety of areas, including trade execution and evaluation of new trading technologies and platforms that strengthens the Board's collective knowledge, capabilities and experience.

There are no family relationships between any of our directors or executive officers and any other of our directors or executive officers.

**Directors' Recommendation**

Our Board unanimously recommends a vote FOR the election of each of Mr. Peterffy, Mr. Nemser, Mr. Galik, Mr. Brody, Dr. Harris, Dr. Stoll, Mr. Gates and Mr. Wagner to our Board.

**Board Leadership Structure**

The Board's current leadership structure combines the positions of Chairman and Chief Executive Officer, and Dr. Harris serves as Lead Independent Director. Given the size and ownership structure of the company as a controlled company, as defined by NASDAQ Marketplace Rules, we believe that the current leadership structure is suitable for our organization.

**The Board's Role in Risk Oversight**

It is management's responsibility to manage risk and bring to the Board of Directors' attention any material risks to the Company. The Board of Directors has oversight responsibility through its Audit Committee which oversees the Company's risk policies and processes relating to the financial statements and financial reporting processes and the guidelines, policies and processes for mitigating those risks.

**Board Meetings and Committees**

Our Board held four meetings during our 2014 fiscal year. Each of our directors attended at least 75% of the meetings of our Board and the committees of our Board on which he served during fiscal year 2014. Attendance at Board and committee meetings during fiscal year 2014 was 100% for our directors as a group. Our directors are expected to attend annual meetings of stockholders at which they are nominees for election, Board meetings and meetings of the committees on which they serve, and to spend time needed and meet as frequently as necessary to properly discharge their responsibilities. Eight of our board members attended our 2014 annual meeting of stockholders.

Our Board has established an audit committee, a compensation committee and a nominating and corporate governance committee. The composition, duties and responsibilities of these committees are set forth below. In the future, our Board may establish other committees, as it deems appropriate, to assist it with its responsibilities. As a controlled company, we are not required by the NASDAQ Global Select Market to have a compensation committee or a nominating and corporate governance committee composed entirely of independent directors.

**Audit Committee**

Our Audit Committee is comprised of Dr. Harris (Chairman), Dr. Stoll and Mr. Gates, each of whom is an independent director within the meaning of the rules of the NASDAQ Global Select Market and the SEC. Our Audit Committee operates pursuant to a written charter that is available on our website at <http://investors.interactivebrokers.com>. Dr. Harris is an "audit committee financial

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expert" as defined in the SEC rules. Each member of our Audit Committee is financially literate. The composition of our Audit Committee satisfies the requirements of the NASDAQ Global Select Market and the SEC.

Our Audit Committee is responsible for, among other things:

directly appointing, retaining, evaluating, compensating and terminating our independent registered public accounting firm;

discussing with our independent registered public accounting firm auditors their independence from management;

reviewing with our independent registered public accounting firm auditors the scope and results of their audit;

pre-approving all audit and permissible non-audit services to be performed by our independent registered public accounting firm;

overseeing the financial reporting process and discussing with management and our independent registered public accounting firm the interim and annual financial statements that we file with the SEC; and

reviewing and monitoring our accounting principles, policies and financial and accounting controls.

### **Audit Committee Report**

We, the Audit Committee of the Board of Directors of Interactive Brokers Group, Inc., have met and held discussions with management and Interactive Brokers Group, Inc.'s independent registered public accounting firm. As part of this process, we have:

reviewed and discussed the audited financial statements with management;

discussed with the independent registered public accounting firm the matters required to be discussed by Public Company Accounting Oversight Board (PCAOB) Auditing Standard No. 16 *Communications with Audit Committee*; and

received the written disclosures and the letter from the independent registered public accounting firm required by applicable PCAOB requirements for independent accountant communications with audit committees concerning auditor independence.

Based on the review and discussions referred to above, we recommended to the Board of Directors that the audited financial statements be included in Interactive Brokers Group, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2014, for filing with the SEC.

Respectfully submitted,

The Audit Committee

Lawrence E. Harris, Chairman  
Hans R. Stoll, Director  
Richard Gates, Director

March 9, 2015

**Director Independence**

Because of Mr. Peterffy's substantial ownership, we are eligible to be, and are treated as a "controlled company" for purposes of the NASDAQ Marketplace Rules. As a result, we are not

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required by NASDAQ to have a majority of independent directors or to maintain compensation and nominating and corporate governance committees composed entirely of independent directors to continue to list shares of Common Stock on the NASDAQ Global Select Market.

Dr. Harris serves as Lead Independent Director.

The Lead Independent director is responsible for:

presiding at the executive sessions of the independent directors;

calling of meetings of independent directors;

serving as liaison between the independent directors and the Chairman; and

if requested by shareholders, ensuring that he is available, when appropriate, for direct communication.

**Compensation Committee**

Our Compensation Committee is currently comprised of Messrs. Peterffy (Chairman) and Nemser, and operates pursuant to a written charter that is available on our website at <http://investors.interactivebrokers.com>. The primary responsibility of our Compensation Committee is to develop and oversee the implementation of our philosophy with respect to the compensation of our officers.

Our Compensation Committee is responsible for, among other things:

reviewing and recommending director compensation policies to our Board;

making recommendations, at least annually, to our Board regarding our policies relating to the amounts and terms of all compensation of our executive officers; and

administering and discharging the authority of our Board with respect to our equity plans.

**Compensation Committee Report**

We, the Compensation Committee of the Board of Directors of Interactive Brokers Group, Inc., have reviewed and discussed with management the Compensation Discussion and Analysis contained in this Proxy Statement. Based on such review and discussions, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Respectfully submitted,

The Compensation Committee

Thomas Peterffy, Chairman  
Earl H. Nemser, Director

March 9, 2015

**Nominating and Corporate Governance Committee**

Our Nominating and Corporate Governance Committee is currently comprised of Messrs. Peterffy (Chairman) and Nemser and Dr. Harris, and operates pursuant to a written charter that is available on our website at <http://investors.interactivebrokers.com>.

Our Nominating and Corporate Governance Committee is responsible for, among other things:

selecting potential candidates to be nominated for election to our Board;

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recommending potential candidates for election to our Board;

reviewing corporate governance matters; and

making recommendations to our Board concerning the structure and membership of committees of our Board.

**Nominating and Corporate Governance Committee Report**

We, the Nominating and Corporate Governance Committee of the Board of Directors of Interactive Brokers Group, Inc., have reviewed and conducted an evaluation of the performance of both the Board of Directors as a whole and the directors individually. During fiscal year 2014, we performed all of our duties and responsibilities under the Nominating and Corporate Governance Committee's charter.

Respectfully submitted,

The Nominating and Corporate Governance Committee

Thomas Peterffy, Chairman  
Earl H. Nemser, Director  
Lawrence E. Harris, Director

March 9, 2015

**Summary of Board Membership and Number of Committee Meetings**

The following table summarizes the current membership on each Board committee and the number of committee meetings held for fiscal year 2014.

Director	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Thomas Peterffy		Chairman	Chairman
Earl H. Nemser		ü	ü
Paul J. Brody			
Milan Galik			
Lawrence E. Harris	Chairman		ü
Hans R. Stoll	ü		
Richard Gates	ü		
Wayne H. Wagner			
Meetings held during fiscal 2014	7	2	2

**Compensation Committee Interlocks and Insider Participation**

None of our executive officers has served as a member of the board of directors or compensation committee of any unrelated entity that has one or more executive officers serving on our Board or Compensation Committee.

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**IBG LLC Steering Committee**

The management of IBG LLC and its subsidiaries is governed by a committee of our executive officers and certain other members of senior management, which we refer to as the steering committee. The steering committee handles day-to-day and strategic management issues, and reports to the Chief Executive Officer of IBG LLC, Thomas Peterffy.

**Communication with the Board of Directors**

If you wish to communicate with our Board, independent directors and committees of our Board, you may send your communication in writing to Paul J. Brody, the Secretary of the Company, at Interactive Brokers Group, Inc., One Pickwick Plaza, Greenwich, CT 06830. You must include your name and address in the written communication and indicate whether you are a stockholder of the Company.

The Secretary will compile all communications, summarize lengthy, repetitive or duplicative communications and forward them to the appropriate director(s) or committee(s) of our Board. The Secretary will not forward non-substantive communications or communications that pertain to personal grievances, but instead will forward them to the appropriate department within the Company for resolution. If this is the case, the Secretary will retain a copy of such communication for review by any director or committee upon his, her or its request.

**Compensation Discussion and Analysis**

**Compensation Philosophy and Objectives**

We adhere to the philosophy that compensation of our executive officers should first and foremost be directly and materially linked to each executive officer's individual performance and our overall performance. The objectives of our executive compensation program are (1) to enhance our long-term value, (2) to assist us in attracting and retaining high quality talent, (3) to reward past performance and motivate future performance and (4) to align executive officers' long-term interests with those of our stockholders.

**Role of Executive Officers in Compensation Decisions**

Employee performance is reviewed and compensation changes are recommended to IBG LLC's Chairman and Chief Executive Officer by members of the IBG LLC steering committee. The Chairman and Chief Executive Officer ultimately determines compensation for all employees and is significantly involved in all aspects of executive compensation, including his own executive compensation, as Chairman of our Compensation Committee. Our Compensation Committee is responsible for overseeing the implementation of our philosophy and objectives with respect to the compensation of our executive officers and directors and administering all aspects of our compensation and benefit plans and programs. The Compensation Committee is currently comprised of Messrs. Peterffy and Nemser. As a controlled company, we are not required by the NASDAQ Global Select Market to have a compensation committee composed entirely of independent directors.

**Setting Executive Compensation**

Historically, we have kept base salaries at a relatively modest level in comparison to salaries paid to senior executives at many other companies in our industry and have not sought to "benchmark" salaries to those of our competitors. We have not utilized the services of a compensation consultant to date. We leave decisions as to these matters to our Compensation Committee.

We compensate our executive officers through three primary sources: base pay, annual cash bonuses and equity incentives. Using this approach, the base salary portion of the compensation of our

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executive officers is fixed; however, a substantial additional portion of total compensation is variable. This practice ensures that our executive compensation packages include a combination of base pay and incentives that are appropriate and competitive in the relevant marketplace, as well as related to the individual's performance and our performance. Our executive officers have an average of 29 years tenure with us.

Our compensation program is designed to reward performance by tying a substantial portion of each executive officer's total potential compensation to individual performance and our performance. We evaluate individual and company performance in a qualitative fashion; we do not utilize specific financial or operating performance goals or targets in setting executive compensation. Through our practice of granting equity awards, the compensation program also promotes and rewards an executive officer's tenure and longevity with us, as well as the executive officer's role in our financial performance.

We do not utilize a set formula for allocating compensation among the elements of total compensation. The subjective decisions regarding the amount and mix of elements which comprise the compensation awarded to the executive officers are principally based upon an assessment of each executive's leadership, performance and contribution to the achievement of our financial goals, as well as subjective judgments about each executive officer individually, rather than on rigid guidelines or formulas. Key factors include the executive officer's performance; the nature, scope and level of the executive officer's responsibilities; and the executive officer's contribution to our overall financial results. The compensation of the executive officers who have the greatest ability to influence our performance is predominately performance-based, which is consistent with the overall compensation philosophy as described above. The decisions concerning specific base compensation elements and the total compensation paid or awarded to our executive officers in fiscal year 2014 were made within this framework. Specific individual and/or company performance goals or targets were not used. In fiscal year 2014, the aggregated base salaries of our Named Executive Officers ("NEOs") constituted approximately 19% of their total aggregated compensation, bonuses constituted approximately 32%, and equity-based grants (as described below) constituted the remaining 49%. We granted \$6,490,000 worth of awards in connection with the Interactive Brokers Group, Inc. 2007 Stock Incentive Plan ("Stock Incentive Plan") as part of their 2014 compensation. The individual allocations of compensation vary considerably from year to year.

We believe that these practices provide our executive officers with incentives that are aligned with our conservative risk management policies. A substantial portion of executive compensation is in the form of long-term equity incentive awards, which include vesting periods and forfeiture conditions. These are designed not only to encourage long-term performance, but also to minimize the type of short-term risk-taking that might contravene our risk management policies. Our approach to compensation complements the Company's practices of real-time risk assessment and daily measurement of financial performance in the various parts of its businesses, which also act as disincentives to excessive risk-taking.

**Elements of Compensation**

Although our senior executive officers and other key employees holding ownership interests in Holdings have benefited from the increased value of their ownership interests, they have historically received salary and performance-based bonuses and we expect to continue compensating them in this form. We believe that in order to attract and retain highly effective people we must maintain a flexible compensation structure, including base salary, cash bonuses and equity-based compensation awards as described below. As stated above, we do not utilize a specific formula for allocating compensation among the various elements of total compensation. The relative amounts of bonus and equity-based compensation were determined at the discretion of our Chairman and Chief Executive Officer. Historically, Mr. Peterffy has taken no bonus or long-term incentives as he believes that his and his



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affiliates' approximate 88.0% ownership of Holdings which, in turn, owns approximately 85.5% of IBG LLC, has provided sufficient incentive to align his interests with those of our common stockholders.

*Base Salary.* Base pay is structured to ensure that our executive officers are fairly and equitably compensated. Base pay is used to appropriately recognize and reward the experience and skills that employees bring to us and provides motivation for career development and enhancement. Base pay is designed to ensure that all employees continue to receive a basic level of compensation that reflects any acquired skills that are competently demonstrated and are consistently used at work.

Base pay for our executive officers is initially established based on the scope of their responsibilities and the applicable competitive market compensation paid by other companies for similar positions and is reviewed annually after employment. A single base salary level is established each year, applicable to all senior executive officers except our Chairman and Chief Executive Officer and our Vice Chairman. Because executive officers are partially and, sometimes, substantially compensated through the appreciation in their equity ownership, the base salary is kept at a relatively modest level in comparison to salaries generally believed to be paid to senior executives at many other firms in our industry. An executive officer's base pay is not dependent upon our achievement of performance goals.

*Bonuses.* We maintain an executive cash bonus program to reward superior individual and financial performance for the year. Each year, an executive cash bonus pool is established, from which we pay annual cash bonuses to our executive officers upon the direction of our Chairman and Chief Executive Officer. The amount of the pool is based on several factors, including the financial performance of the Company, our progress toward our strategic goals and the competitive environment for experienced executives. Executive bonuses are based on individual performance and on the financial performance of the company, measured in a qualitative fashion. Specific individual and/or company performance goals or targets have historically not been used. Cash bonuses awarded to our executive officers in December 2014 for fiscal year 2014 performance ranged from 0% to approximately 525% of the executive officer's 2014 base salary, amounting to an aggregate payout of \$4,220,000. Our Chairman and Chief Executive Officer did not take a bonus in accordance with historical practices. The annual bonuses paid to our other executive officers for fiscal year 2014 performance are shown below in the Summary Compensation Table.

*Long-Term Incentives.* We utilize long-term equity incentive awards to promote the success of each executive officer, motivate outstanding performance and encourage and reward employment longevity. Prior to our Initial Public Offering (the "IPO"), senior executive officers and other key employees had historically been granted equity ownership interests in IBG LLC and continue to hold such interests through their ownership of membership interests in Holdings.

We believe that compensation paid to executive officers should be closely aligned with our performance on a continuing and long-term basis and, thereby, with the interests of our stockholders. Toward this end, the Stock Incentive Plan provides for the granting of restricted stock units, which under the current terms gives rise to the issuance of Common Stock over approximately a six-year vesting schedule and subject to continued employment. Since the inception of the Stock Incentive Plan, it has been our practice to make dividend equivalent payments on unvested Awards in line with our Common Stock. It is not currently anticipated that we will grant, as part of executive compensation, stock appreciation rights or other forms of non-cash compensation except pursuant to the employee incentive plan described below.

Pursuant to policies set by our Compensation Committee, salary increases, bonuses and stock grants shall be awarded annually, following an evaluation of the individual's and the Company's performance for the year.

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**Compensation for Executive Officers During 2014**

Historically Mr. Peterffy, our Chairman and Chief Executive Officer, has ultimately determined compensation for all employees. Mr. Peterffy has traditionally set his own compensation as salary, capped at 0.2% of IBG LLC's net income. During 2014, Mr. Peterffy was paid a salary of \$800,000 by IBG LLC and no bonus in accordance with historical practices. With the intention to set a salary level safely below the cap as calculated for 2014, during 2015, Mr. Peterffy will be paid a salary of \$800,000 by IBG LLC. We believe that the ownership by Mr. Peterffy and affiliates, through ownership in Holdings, of a significant amount of the equity in IBG LLC aligns his interests with those of our common stockholders.

Mr. Nemser's compensation has historically included significantly lower overall compensation than the other executive officers, befitting the fact that Mr. Nemser works less than full-time with us, but his compensation has been mainly in salary and a relatively small long-term incentive grant. Mr. Peterffy has made this determination based on the assessments described above under "Setting Executive Compensation." During 2014, Mr. Nemser was paid a salary of \$540,000 by IBG LLC and no bonus in accordance with these practices. Mr. Nemser also received an award of \$270,000 of restricted stock units under our Stock Incentive Plan in 2014. During 2015, Mr. Nemser will be paid a salary of \$555,000 by IBG LLC.

Messrs. Galik, Brody and Frank have historically been compensated in accordance with the policies discussed above under "Setting Executive Compensation" with a mixture of salary, bonus and long-term incentives. Their 2014 base salary was \$400,000, and each received an individual performance-based bonus. In addition to performance evaluations, consideration was given to the benefits derived from each individual's existing ownership of membership interests in Holdings. Messrs. Galik, Brody and Frank received awards under our Stock Incentive Plan valued at \$3,300,000, \$2,100,000 and \$820,000, respectively, for the year ended December 31, 2014.

The contributions of each of our NEOs that the Compensation Committee considered included: Mr. Brody made ongoing efforts with respect to building and maintaining strong financial and operational controls, a prudent liquidity program, banking relationships, credit ratings and interaction with domestic and foreign financial regulators. Dr. Frank continued to enhance the Company's risk management and global technical infrastructure. Mr. Galik played a key role in the development of software and systems for our electronic brokerage platform, driving our growth in this segment, as well as for our market making business. Mr. Galik's performance and contribution to the achievement of the Company's financial goals, as well as his appointment to the office of President, merited a higher bonus in 2014 than the other executive officers of the Company, including Mr. Brody and Dr. Frank, in the determination of the Compensation Committee. Their 2015 base salary has been increased to \$420,000. Each of Messrs. Galik, Brody and Frank is expected to receive an award under our Stock Incentive Plan in 2015 based on each executive officer's anticipated future contribution to our success. The 2014 stock awards were consistent with the above-mentioned policies and reflected the Compensation Committee's assessment of each executive's leadership, performance and contribution to the building of our company.

All salaries and bonuses will be paid by IBG LLC or one of its operating subsidiaries. No employee of IBG LLC will be paid any separate or additional amount for their services as employees of the Company. In addition to the foregoing, each of the executive officers, as a result of their ownership of membership interests in Holdings, received indirect distributions from IBG LLC in part for the purpose of funding their income taxes due on their proportionate share of Holdings' proportionate share of IBG LLC's taxable income.

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**401(k) Plan**

We offer substantially all employees of our U.S. based subsidiaries who have met minimum service requirements the opportunity to participate in a defined contribution retirement plan qualifying under the provisions of Section 401(k) of the Internal Revenue Code (the "Code"). The general purpose of this plan is to provide employees with an incentive to make regular savings in order to provide additional financial security during retirement. The plan provides for IBG LLC to match 50% of the employees' pretax contribution, up to a maximum of 10% of eligible earnings. Employees are vested in the matching contribution incrementally over six years.

**Severance Arrangements**

None of our senior executive officers have employment agreements and none are subject to severance arrangements. A portion of our NEOs' equity ownership in us is in the form of Holdings membership interests. The Holdings operating agreement provides that if at any time a member's employment with us is terminated for any reason (other than such employee's death or as determined by the managing member of Holdings, such employee's disability, retirement or termination without cause), any non-vested Holdings membership interests held by such employee on the date of termination that remain subject to restriction shall be forfeited to Holdings. Similarly, with regard to grants of restricted stock under the Stock Incentive Plan, a portion of the shares of restricted stock for which restrictions are still applicable may under certain conditions be immediately forfeited upon the termination of employment for any reason.

**Perquisites**

Our senior executive officers receive only the fringe benefits normally provided to all other employees, such as health, dental, life, hospitalization, surgical, major medical and disability insurance, participation in our 401(k) plan, paid time off, and other similar company-wide benefits which may be in effect from time to time for all other employees. Other than the standard employee benefits, we do not provide additional perquisites, personal direct or indirect benefits, or use any separate set of standards in determining the benefits for our executive officers. We believe that our base pay and total compensation package are reasonable and competitive in the industry, and we have demonstrated that we are able to hire and retain talented executives without offering additional perquisites.

It is our philosophy that each executive officer may determine, within the limits of his or her own compensation, whether or not to personally purchase non-reimbursable luxury travel, private flights, housing, security systems, car service, club memberships, financial planning services, or other such goods and services, including those which are sometimes provided as executive perquisites by other companies, but not offered by us. This is consistent with our general operating principles.

**Accounting for Stock-Based Compensation**

IBG, Inc. follows Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718, "Compensation - Stock Compensation" ("ASC Topic 718"), to account for its stock-based compensation plans. ASC Topic 718 requires all share-based payments to employees to be recognized in the financial statements using a fair value-based method. The fair value of awards granted to employees are generally expensed as follows: 50% in the year of grant in recognition of plan forfeiture provisions (described below) and the remaining 50% over the related vesting period utilizing the "graded vesting" method permitted under ASC Topic 718. In the case of "retirement eligible" employees (those employees older than 59), 100% of awards are expensed when granted.

Awards granted under the stock-based compensation plans are subject to forfeiture in the event an employee ceases employment with the Company. The plans provide that employees who discontinue employment with the Company without cause and continue to meet the terms of the plans'

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post-employment provisions will forfeit 50% of unvested previously granted awards unless the employee is over the age of 59, in which case the employee would be eligible to receive 100% of unvested awards previously granted.

We have never issued stock options to our employees.

**Advisory Vote on Executive Compensation**

At the 2011 Annual Meeting, pursuant to Section 14A of the 1934 Act, we submitted a proposal to stockholders for a (nonbinding) advisory vote to approve the compensation of our NEOs as disclosed in the Proxy Statement for the 2011 Annual Meeting. This advisory vote on executive compensation, commonly known as a "say-on-pay" proposal, gives our stockholders the opportunity to express their views on the compensation of our NEOs. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our NEOs and the principles, policies and practices described in this proxy statement. Our stockholders approved this proposal with more than 99% of the total votes cast voting in favor.

At the 2011 Annual Meeting, we also asked our stockholders to indicate if we should hold an advisory vote on the compensation of our NEOs every one, two or three years, with our board of directors recommending an advisory vote every two years. At our 2011 Annual Meeting more than 94% of the total votes cast were in favor of an advisory vote every two years. At the 2013 Annual Meeting, stockholders approved, on an advisory basis, the compensation of our NEOs. In accordance with the two-year schedule, we are asking our stockholders to approve, on an advisory basis, the compensation of our NEOs as disclosed in this Proxy Statement for the 2015 Annual Meeting.

**Executive Compensation****Summary Compensation Table**

The following table summarizes the compensation of our NEOs for the fiscal years ended December 31, 2014, 2013 and 2012. Our NEOs are our Chief Executive Officer, Vice Chairman, President, Chief Financial Officer and the other most highly compensated executive officer as determined by their total compensation in the table below.

Name and Principal Positions	Year	Salary(1)	Bonus	Awards(2)	Compensation(3)	Total
				(in dollars)		
Thomas Peterffy	2014	\$ 800,000				\$ 800,000
Chairman and Chief Executive Officer	2013	\$ 1,350,000				\$ 1,350,000
	2012	\$ 1,350,000				\$ 1,350,000
Earl H. Nemser	2014	\$ 540,000		\$ 270,000		\$ 810,000
Vice Chairman and Director	2013	\$ 530,000		\$ 250,000		\$ 780,000
	2012	\$ 530,000		\$ 314,000		\$ 844,000
Milan Galik	2014	\$ 400,000	\$ 2,100,000	\$ 3,300,000		\$ 5,800,000
President and Director	2013	\$ 380,000	\$ 2,000,000	\$ 3,000,000		\$ 5,380,000
	2012	\$ 370,000	\$ 2,100,000	\$ 3,414,000		\$ 5,884,000
Paul J. Brody	2014	\$ 400,000	\$ 1,600,000	\$ 2,100,000		\$ 4,100,000
Chief Financial Officer, Treasurer, Secretary and Director	2013	\$ 380,000	\$ 1,500,000	\$ 2,000,000		\$ 3,880,000
	2012	\$ 370,000	\$ 1,450,000	\$ 2,064,000		\$ 3,884,000
Thomas A. Frank	2014	\$ 400,000	\$ 520,000	\$ 820,000		\$ 1,740,000
Executive Vice President and Chief Information Officer	2013	\$ 380,000	\$ 500,000	\$ 800,000		\$ 1,680,000
	2012	\$ 370,000	\$ 600,000	\$ 964,000		\$ 1,934,000

(1)

Mr. Peterffy's salary is capped at 0.2% of IBG LLC's net income. As a result, his salary in 2014 and 2013 was reduced by approximately \$145,000, and \$337,000, respectively.



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(2) The amounts shown as stock awards in the Summary Compensation Table represent the fair value granted for 2014 in connection with the Stock Incentive Plan awarded to NEOs in accordance with ASC Topic 718. For information on fair value related to our Stock Incentive Plan, refer to Notes 2 and 12 to our consolidated financial statements filed with the Annual Report on Form 10-K for the year ended December 31, 2014.

(3) IBG LLC operates in the form of a limited liability company. The amounts in the Summary Compensation Table do not include distributions received by each named executive officer from Holdings relating to Holdings' invested capital in IBG LLC, as these amounts do not constitute executive compensation. These distributions, with the exception of the special dividends paid in December, 2010 and December, 2012, were made in part to assist the holders of Holdings member interests, as applicable, in paying personal income taxes on their proportionate share of the consolidated profits of Holdings and to satisfy the contractual terms of the Tax Receivable Agreement (see below for a description). Certain amounts reported in prior years have been amended to include amounts paid in the subsequent year that were attributable to the year being reported. These amounts were not known at the time the corresponding original filings were prepared. (Note: If amended, the change from the previously reported amount is shown in parentheses.) Messrs. Peterffy and his affiliates, Nemser, Galik, Brody and Frank received approximately \$244,301,000, \$2,432,000, \$3,954,000, \$2,513,000 and \$9,098,000, respectively, for the year ended December 31, 2014; \$119,828,000 (\$217,000), \$1,352,000 ( \$22,000), \$1,939,000 (\$3,000), \$1,326,000 ( \$11,000) and \$4,463,000 (\$8,000), respectively, for the year ended December 31, 2013; and \$452,523,000, \$5,197,000, \$7,323,000, \$5,057,000 and \$16,853,000, respectively, in distributions with respect to the year ended December 31, 2012.

Also excluded from the Summary Compensation Table are dividend equivalent payments on unvested shares, under the terms of our Stock Incentive Plan, paid to our NEOs. Messrs. Nemser, Galik, Brody and Frank received approximately \$21,500, \$258,040, \$145,894 and \$72,711, respectively, in dividend equivalent payments with respect to the year ended December 31, 2014; \$23,335, \$280,071, \$148,828 and \$78,849, respectively, in dividend equivalent payments with respect to the year ended December 31, 2013; and \$72,450, \$833,040, \$409,729 and \$236,189, respectively, in dividend equivalent payments with respect to the year ended December 31, 2012

**Grants of Plan Based Awards Table**

The following table provides information on shares of Common Stock granted to each of our NEOs, under the Stock Incentive Plan during the year ended December 31, 2014. This table sets forth information regarding shares granted to our NEOs for performance in 2014.

Name	Grant Date	All Other Stock Awards Number of Shares(2)	Grant Date Fair Value of Stock Award(3)
Thomas Peterffy(1)	12/31/2014		
Earl H. Nemser	12/31/2014	9,541	\$ 270,000
Milan Galik	12/31/2014	116,608	\$ 3,300,000
Paul J. Brody	12/31/2014	74,205	\$ 2,100,000
Thomas A. Frank	12/31/2014	28,976	\$ 820,000

(1) Historically, Mr. Peterffy has taken no bonus or long-term incentives as he believes that the approximate 88.0% ownership of Holdings by himself and his affiliates has provided sufficient incentive to align his interests with those of IBG LLC and our common stockholders. As a result Mr. Peterffy was not granted shares under the Stock Incentive Plan for the year ended December 31, 2014.

(2) The number of shares for the December 31, 2014 grant was determined using a price of \$28.3001 per share.

(3) The amounts shown as stock awards represent the fair value granted for 2014 in connection with the Stock Incentive Plan awarded to NEOs in accordance with ASC Topic 718. For information on fair value related to our Stock Incentive Plan, refer to Notes 2 and 12 to our consolidated financial statements filed with the Annual Report on Form 10-K.

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The following table sets forth outstanding equity awards (unvested restricted shares of Common Stock) as of December 31, 2014.

<b>Name</b>	<b>Number of Shares not Vested(1)(3)</b>	<b>Market Value of Shares not Vested(2)</b>
Thomas Peterffy		
Earl H. Nemser	59,526	\$ 1,735,778
Milan Galik	716,423	\$ 20,890,895
Paul J. Brody	415,878	\$ 12,127,002
Thomas A. Frank	198,472	\$ 5,787,444

(1)

The outstanding shares as of December 31, 2014 are subject to the Stock Incentive Plan vesting schedule. The vesting schedule for the above awards is detailed in the following table:

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Name	Shares	Vesting Schedule
	2,176	The award is scheduled to vest on 5/9/2015
	4,463	The award is scheduled to vest in 2 equal installments on 5/9/2015 and 5/9/2016
	6,800	The award is scheduled to vest in 3 equal installments on 5/9/2015, 5/9/2016 and 5/9/2017
Earl H. Nemser	13,836	The award is scheduled to vest in 4 equal installments on 5/9/2015, 5/9/2016, 5/9/2017 and 5/9/2018
	13,491	The award is scheduled to vest in 5 equal installments on 5/9/2015, 5/9/2016, 5/9/2017, 5/8/2018 and 5/8/2019
	9,219	The award is scheduled to vest in 6 equal installments on 5/9/2015, 5/9/2016, 5/9/2017, 5/9/2018, 5/8/2019 and 5/9/2020
	9,541	10% of the award is scheduled to vest on 5/9/2015 and the rest in 6 equal installments on 5/9/2016, 5/9/2017, 5/9/2018, 5/8/2019, 5/9/2020 and 5/9/2021