

TIME WARNER CABLE INC.
Form PREC14A
April 08, 2014
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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**

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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(1) Title of each class of securities to which transaction applies:

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- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

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PRELIMINARY PROXY STATEMENT DATED APRIL 8, 2014

SUBJECT TO COMPLETION

April , 2014

Dear Stockholder:

We cordially invite you to attend Time Warner Cable Inc.'s annual meeting of stockholders. The meeting will be held on [X, X, 2014], 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 elect thirteen members of the Company's Board of Directors for a term of one year, and until their successors are duly elected and qualified;

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 four 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 is a very exciting time for our Company. On February 13, 2014, Time Warner Cable and Comcast Corporation announced an agreement to merge to create a world-class technology and media company. We are working to secure the necessary approvals and expect that the transaction will close later this year. **Please note that stockholders will NOT be asked to vote on the adoption of the Time Warner Cable/Comcast merger agreement at the annual meeting.** It is expected that a special meeting for stockholders to consider and vote on the adoption of the merger agreement will be held later in 2014. If you are a stockholder on the record date for the special meeting, you will receive a proxy statement at a later date that will include instructions on how to vote on the adoption of the merger agreement.

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 (1) via the Internet, (2) by telephone or (3) by signing, dating and marking the enclosed **WHITE** proxy card and returning it in the postage-paid envelope provided. If your shares are held in the name of a broker, bank or other financial institution, please follow the instructions on the voting instruction form furnished to you by such broker, bank or other financial institution.

As you may know, Charter Communications, Inc. notified the Company on February 11, 2014 of its intent to nominate thirteen alternative director nominees for election at the annual meeting in opposition to the nominees recommended by your Board of Directors and to pursue certain associated by-law proposals. From the announcement of the Comcast merger agreement to the date of this proxy statement, Charter has not taken any action to solicit proxies in support of its proposals. If Charter proceeds with any of its proposals, you may receive proxy solicitation materials from Charter, including an opposition proxy statement and a proxy card. If Charter withdraws its proposals in advance of the annual meeting, we will notify you promptly.

The Company's Board of Directors does not endorse any of the Charter nominees and unanimously recommends that you vote only FOR your Board's proposed nominees and in accordance with the Board's other recommendations by using the enclosed WHITE proxy card and urges you NOT to sign or return any proxy card that you may receive from Charter. If you have already voted using a proxy card sent to you by Charter, you have every right to change your vote. The Company encourages you to change your vote by executing the enclosed WHITE proxy card or by voting via the Internet or by telephone by following the instructions provided on the enclosed WHITE proxy card. Only the latest dated proxy you submit will be counted.

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 by [X], 2014. 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.

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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PRELIMINARY PROXY STATEMENT DATED APRIL 8, 2014

SUBJECT TO COMPLETION

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 [X, X], 2014, 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 thirteen 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 2014;
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 four stockholder proposals described in the Proxy Statement (including Charter's By-law Proposals, as defined below), 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 [X], 2014 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.

Please note that on February 11, 2014 Charter Communications, Inc. (Charter) notified the Company of its intent (a) to nominate thirteen alternative director nominees for election at the Annual Meeting in opposition to the nominees recommended by the Board of Directors and (b) to propose amendments to the Company's by-laws (i) to fix the size of the Board at thirteen members and (ii) to repeal any amendments to the by-laws adopted by the Board without the approval of stockholders after July 26, 2012 (the date of the last publicly disclosed amendment to the

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by-laws) (the amendments together, Charter's By-law Proposals). On February 12, 2014, Comcast Corporation and the Company entered into an Agreement and Plan of Merger, under which the Company will become a wholly owned subsidiary of Comcast. From the announcement of the Comcast merger agreement to the date of this Proxy Statement, Charter has not taken any action to solicit proxies in support of its proposals. If Charter withdraws its proposals in advance of the Annual Meeting, the Company will notify its stockholders. If Charter proceeds with any of its proposals, you may receive proxy solicitation materials from Charter, including an opposition proxy statement and a proxy card. The Company is not responsible for the accuracy of any information provided by or relating to Charter or its nominees contained in solicitation materials filed or disseminated by or on behalf of Charter or any other statements Charter may make.

The Company's Board of Directors does not endorse any of the Charter nominees and unanimously recommends that you vote **FOR** the nominees proposed by the Company's Board and in accordance with the Board's other recommendations. **Your vote is important. Whether or not you plan to attend the Annual Meeting in person, it is important that your shares be represented.** The Company urges you to submit your proxy as promptly as possible (1) via the Internet, (2) by telephone or (3) by signing, dating and marking the enclosed WHITE proxy card and returning it in the postage-paid envelope provided. If your shares are held in the name of a broker, bank or other financial institution, please follow the instructions on the voting instruction form furnished to you by such broker, bank or other financial institution. 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.

The Company's Board of Directors urges you NOT to sign or return any proxy card for the Annual Meeting that you may receive from Charter. If you have already voted using a proxy card sent to you by Charter, you have every right to change your vote. The Company encourages you to change your vote by executing the enclosed WHITE proxy card or by voting by telephone or via the Internet by following the instructions provided on the enclosed WHITE proxy card. Only the latest dated proxy you submit will be counted.

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. 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

April XX, 2014

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YOUR VOTE IS IMPORTANT!

WHETHER OR NOT YOU EXPECT 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 (1) VIA THE INTERNET, (2) BY TELEPHONE OR (3) BY SIGNING, DATING AND MARKING THE ENCLOSED WHITE PROXY CARD AND RETURNING IT IN THE POSTAGE-PAID ENVELOPE PROVIDED. 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 REVOKE YOUR PROXY OR CHANGE YOUR VOTE AT ANY TIME BEFORE THE ANNUAL MEETING. IF YOUR SHARES ARE HELD IN THE NAME OF A BROKER, BANK OR OTHER FINANCIAL INSTITUTION, PLEASE FOLLOW THE INSTRUCTIONS ON THE VOTING INSTRUCTION FORM FURNISHED TO YOU BY SUCH BROKER, BANK OR OTHER FINANCIAL INSTITUTION.

We urge you to read the accompanying Proxy Statement carefully and in its entirety. If you have any questions concerning the accompanying Proxy Statement, would like additional copies of the accompanying Proxy Statement or need help voting your shares, please contact:

MacKenzie Partners, Inc.

105 Madison Avenue

New York, New York 10016

1-800-322-2885 Toll-Free

1-212-929-5500 Call Collect

Email: proxy@mackenziepartners.com

or

Time Warner Cable Inc.

60 Columbus Circle

New York, New York 10023

Attention: Investor Relations

Telephone: 1-877-4-INFO-TWC

We urge you NOT to sign any proxy card that you may receive from Charter, which has notified us that it intends to put forth its own slate and pursue certain associated by-law proposals. If you have already voted using a proxy card sent to you by Charter, you have every right to change your vote. We encourage you to change your vote by using the enclosed WHITE proxy card to vote TODAY via the Internet, by telephone or by signing, dating and marking the enclosed WHITE proxy card and returning it in the postage-paid envelope provided.

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TIME WARNER CABLE INC.

60 Columbus Circle

New York, New York 10023

PROXY STATEMENT

This Proxy Statement and enclosed WHITE proxy card are being sent 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 [X, X], 2014, 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.

Your vote is important. Whether or not you plan to attend the Annual Meeting in person, it is important that your shares be represented. This Proxy Statement and accompanying form of proxy and voting instructions are first being mailed on or about XX, 2014 to holders of the Company's common stock entitled to vote at the Annual Meeting. Please submit your proxy as promptly as possible (1) via the Internet, (2) by telephone or (3) by signing, dating and marking the enclosed WHITE proxy card and returning it in the postage-paid envelope provided. If your shares are held in the name of a broker, bank or other financial institution, please follow the instructions on the voting instruction form furnished to you by such broker, bank or other financial institution.

On February 11, 2014, Charter Communications, Inc. (Charter), notified the Company of its intent to nominate thirteen alternative director nominees for election at the Annual Meeting in opposition to the nominees recommended by the Board of Directors and to pursue certain associated by-law proposals described in this Proxy Statement. On February 12, 2014, Comcast Corporation (Comcast) and the Company entered into an Agreement and Plan of Merger, under which the Company will become a wholly owned subsidiary of Comcast. From the announcement of the Comcast merger agreement to the date of this Proxy Statement, Charter has not taken any action to solicit proxies in support of its proposals. If Charter withdraws its proposals in advance of the Annual Meeting, the Company will notify its stockholders. If Charter proceeds with any of its proposals, stockholders may receive proxy solicitation materials from Charter, including an opposition proxy statement and a proxy card. The Company is not responsible for the accuracy of any information provided by or relating to Charter or its nominees contained in solicitation materials filed or disseminated by or on behalf of Charter or any other statements Charter may make.

The Company's Board does not endorse any of the Charter nominees and unanimously recommends that you vote only **FOR** the TWC Board's proposed nominees and in accordance with the Board's other recommendations by using the enclosed WHITE proxy card and urges you **NOT** to sign or return any proxy card that you may receive from Charter. If you have already voted using a proxy card sent to you by Charter, you have every right to change your vote. Please change your vote by executing the enclosed WHITE proxy card or by voting by telephone or via the Internet by following the instructions provided on the enclosed WHITE proxy card. Only the latest dated proxy you submit will be counted. If you vote against any Charter nominee using Charter's proxy card, your vote will not be counted as a vote for the Board's nominees and will result in the revocation of any previous vote you may have cast on the Company's WHITE proxy card. **If you wish to vote pursuant to the recommendation of the Board, you should disregard any proxy card that you receive other than the WHITE proxy card.**

At the close of business on [X], 2014, 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 XXX,XXX,XXX 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 Questions and Answers about the Annual Meeting and Voting and 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.

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Voting Shares in Your Brokerage Account

Under the current rules and interpretations of the New York Stock Exchange (the NYSE), there are no routine matters in a contested proxy solicitation. Therefore, in the event that Charter solicits proxies in respect of any of its proposals, the solicitation will be contested and all matters presented at the Annual Meeting will be considered non-routine matters. 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 any of the matters presented at the Annual Meeting, unless you provide specific instructions **by completing and returning the voting instruction form furnished to you by your broker, bank or other financial institution or following the instructions provided to you to vote your shares via telephone or the Internet.**

However, if Charter does not solicit proxies in respect of any of its proposals, then Proposal Two (ratification of the independent registered public accounting firm) will be considered a routine matter, and your broker, bank or other financial institution will be entitled to vote on your behalf on the ratification without your instructions. In this event, all other matters presented at the Annual Meeting, including the election of directors, will still be considered non-routine matters, and your broker will not be permitted to vote on your behalf on such matters unless you provide specific instructions **by completing and returning the voting instruction form furnished to you by your broker, bank or other financial institution 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) with more information about your rights as a shareowner.

Annual Report

A copy of the Company's Annual Report to Stockholders for the year 2013 is available on the Company's website at www.twc.com/annualmeetingmaterials.

Recommendations of the Board of Directors

The Board of Directors recommends a vote:

FOR the election of each of the thirteen nominees for election as directors named in this Proxy Statement;

FOR ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2014;

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.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

Q: Why did you send me this Proxy Statement?

A: This Proxy Statement and enclosed WHITE proxy card are being sent to stockholders in connection with the solicitation of proxies by the Board of Time Warner Cable Inc. for use at the Annual Meeting of its stockholders, and at any adjournment or postponement. This Proxy Statement summarizes information that is intended to assist you in making an informed vote on the proposals described in this Proxy Statement.

Q: Has the Company been notified that a stockholder intends to propose alternative director nominees at the Annual Meeting?

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A: On February 11, 2014, Charter notified the Company of its intent to nominate thirteen alternative director nominees for election at the Annual Meeting in opposition to the nominees recommended by the TWC Board and

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to pursue certain associated by-law proposals described in this Proxy Statement. On February 12, 2014, Comcast and the Company entered into an Agreement and Plan of Merger, under which the Company will become a wholly owned subsidiary of Comcast. From the announcement of the Comcast merger agreement to the date of this Proxy Statement, Charter has not taken any action to solicit proxies in support of its proposals. If Charter withdraws its proposals in advance of the Annual Meeting, the Company will notify its stockholders. If Charter proceeds with any of its proposals, you may receive proxy solicitation materials from Charter, including an opposition proxy statement and a proxy card. The Company is not responsible for the accuracy of any information provided by or relating to Charter or its nominees contained in solicitation materials filed or disseminated by or on behalf of Charter or any other statements Charter may make.

The Company's Board does not endorse any of the Charter nominees and unanimously recommends that you vote only **FOR** the Board's proposed nominees and in accordance with the Board's other recommendations by using the enclosed WHITE proxy card and urges you **NOT** to sign or return any proxy card that you may receive from Charter. If you have already voted using a proxy card sent to you by Charter, you have every right to change your vote. Please change your vote by executing the enclosed WHITE proxy card or by voting via the Internet or by telephone by following the instructions provided on the enclosed WHITE proxy card. Only the latest dated proxy you submit will be counted. If you vote against any Charter nominee using Charter's proxy card, your vote will not be counted as a vote for the Board's nominees and will result in the revocation of any previous vote you may have cast on the Company's WHITE proxy card. **If you wish to vote pursuant to the recommendation of the Board, you should disregard any proxy card that you receive other than the WHITE proxy card.**

Q: Who is entitled to vote at the Annual Meeting?

A: Only holders of record of the Company's Common Stock at the close of business on [X], 2014, the record date, are entitled to notice of and to vote at the Annual Meeting. At that time, XXX,XXX,XXX 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.

Q: How can I vote my shares?

A: You can vote your shares in the following ways:

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. You may not appoint more than three persons to act as your proxy 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.

Via the Internet or by Telephone. 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 via the Internet at www.proxyvote.com or by telephone by calling the toll-free number on the back of your proxy card. Votes submitted via the Internet or by telephone must be received by 11:59 pm (Eastern Time) on [], 2014.

If you hold shares in street name through a broker, bank or other financial institution, you may vote via the Internet or by telephone only if Internet or telephone voting is made available by your broker, bank or other financial institution. Please follow the voting instructions provided by your broker, bank or other financial institution with these materials.

By Mail. 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),

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you will need to sign, date and mark your proxy card and return it using the postage-paid return envelope provided. Your proxy card must be received no later than the close of business on [], 2014.

If you hold shares in street name through a broker, bank or other financial institution, to vote by mail, you will need to mark, sign and date the voting instruction form provided by your a broker, bank or other financial institution and return it in the postage-paid return envelope provided. Your broker, bank or other financial institution must receive your voting instruction form in sufficient time to vote your shares.

Q: May I change my vote?

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

If you have already voted using a proxy card sent to you by Charter, you have every right to change your vote. The Company encourages you to change your vote by executing the enclosed WHITE proxy card or by voting by telephone or via the Internet by following the instructions provided on the enclosed proxy card. Only the latest dated proxy you submit will be counted.

Q: How many shares must be present to conduct the Annual Meeting?

A: There must be a quorum to conduct the Annual Meeting. 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. Abstentions will be deemed present for the purpose of determining the presence of a quorum. In the event that Charter solicits proxies in respect of any of its proposals, broker non-votes will not be deemed present for the purpose of determining the presence of a quorum. However, if Charter does not solicit proxies in respect of any of its proposals, then broker non-votes will be deemed present for the purpose of determining the presence of a quorum.

Q: What are broker non-votes?

A: 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. Nominees typically have discretionary voting power on routine matters when they have not received instructions on how to vote from the beneficial owner. However, brokers typically do not have discretionary voting power on matters that are non-routine without specific instructions on how to vote from the beneficial owner.

Q: Will my shares be voted if I do not provide instructions to my broker?

A: Under the current rules and interpretations of the NYSE, there are no routine proposals in a contested proxy solicitation. Therefore, in the event that Charter solicits proxies in respect of any of its proposals, the solicitation will be contested and all of the proposals presented at the Annual Meeting will be considered non-routine matters. Brokers will not have discretionary voting power on any of these proposals. 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 any of the matters presented at the Annual Meeting unless you provide specific instructions **by completing and returning the voting instruction form furnished to you by your broker, bank or other financial institution or following the instructions provided to you to vote your shares via telephone or the Internet.**

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However, under the current rules and interpretations of the NYSE, if Charter does not solicit proxies in respect of any of its proposals, then Proposal Two (ratification of the independent registered public accounting firm) will be considered a routine matter, and brokers, banks or other financial institutions will be entitled to vote on your behalf on the ratification without your instructions. Each of the other proposals, including the election of directors, will still be considered a non-routine matter, and your broker will not be permitted to vote on your behalf on such matters unless you provide specific instructions **by completing and returning the voting instruction form furnished to you by your broker, bank or other financial institution 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.

Q: What are the proposals and what is the required vote for each?

A: Proposal One: Election of Directors. If Charter's nominees are in fact nominated for election by Charter at the Annual Meeting, the election of directors will be considered a contested election. A contested election results when there are more nominees for director than available director positions. Under the Company's by-laws, directors will be elected by a plurality of the votes cast in a contested election. This means that the thirteen nominees receiving the highest number of for votes will be elected at the Annual Meeting.

If Charter does not nominate its nominees for election at the Annual Meeting, the election of directors will be considered an uncontested election. If Charter withdraws its intention to propose alternative director nominees in advance of the Annual Meeting, the Company will notify its stockholders. Under the Company's by-laws, directors will be elected by a vote of a majority of the votes cast in an uncontested election. Any abstentions or broker non-votes will not be counted as a vote cast. Accordingly, 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 delegated to the Chairman of the Nominating and Governance Committee to manage the process.

Proposal Two: Ratification of Appointment of Independent Registered Public Accounting Firm. Stockholder approval is not required for the appointment of Ernst & Young LLP, since the Audit Committee of the Board 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 would take if stockholders do not ratify the appointment by a majority of the votes duly cast by holders of Common Stock.

Proposal Three: Advisory Vote on Executive Compensation. 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. 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.

Proposals Four and Five: Stockholder Proposals. The affirmative vote of a majority of the votes duly cast by the holders of the Common Stock on each proposal is required to adopt such proposals.

Proposals Six and Seven: Charter Proposals. The affirmative vote of the holders of a majority of the outstanding shares of Common Stock is required to adopt such proposals.

Please note that stockholders will NOT be asked to vote at the Annual Meeting on the adoption of the merger agreement between the Company and Comcast. It is expected that a special meeting for stockholders to

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consider and vote on the adoption of the merger agreement will be held at a later date. At a later date, stockholders of record on the record date for the special meeting will receive a proxy statement that will include instructions on how to vote on the adoption of the merger agreement at that meeting.

Q: What are the recommendations of the Company's Board?

A: The Board recommends a vote:

FOR the election of each of the thirteen nominees for election as directors named in this Proxy Statement;

FOR ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2014;

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.

Q: What do I do if I receive more than one proxy card?

A: Many stockholders hold their shares in more than one account, and may receive separate proxy cards or voting instructions forms for each of those accounts. To ensure that ALL of your shares are represented at the Annual Meeting, the Company recommends that you vote every WHITE proxy card you receive.

On February 11, 2014, Charter notified the Company of its intent to nominate thirteen alternative director nominees for election at the Annual Meeting in opposition to the nominees recommended by the Board of Directors and to pursue certain associated by-law proposals described in this Proxy Statement. If Charter proceeds with any of its proposals, you may receive proxy solicitation materials from Charter, including an opposition proxy statement and a proxy card. The Board does not endorse any of the Charter nominees and unanimously recommends that you vote only **FOR** the Board's proposed nominees and in accordance with the Board's other recommendations by using the enclosed WHITE proxy card and urges you **NOT** to sign or return any proxy card that you may receive from Charter. If you have already voted using a proxy card sent to you by Charter, you have every right to change your vote. The Company encourages you to change your vote by executing the enclosed WHITE proxy card or by voting by telephone or via the Internet by following the instructions provided on the enclosed proxy card. Only the latest dated proxy you submit will be counted. If you vote against any Charter nominee using Charter's proxy card, your vote will not be counted as a vote for the Board's nominees and will result in the revocation of any previous vote you may have cast on TWC's WHITE proxy card. **If you wish to vote pursuant to the recommendation of the Board, you should disregard any proxy card that you receive other than the WHITE proxy card.**

Q: Whom can I contact if I have questions?

A: If you have any questions or need assistance voting, please contact MacKenzie Partners, Inc., the proxy solicitor for TWC, toll-free at 1-800-322-2885 or collect at 1-212-929-5500.

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.

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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.

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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 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 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 five 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.

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 thirteen. 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.

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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 2015 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).

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 thirteen current directors, each of whom is also a nominee for director (or 85% 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

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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.

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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:

- 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 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.

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- 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.

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.

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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. If Charter withdraws its intention to propose its slate of director nominees and does not nominate them for election at the Annual Meeting, the election of directors will be considered an uncontested election. 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 delegated to the Chairman of the Nominating and Governance Committee to manage the process.

Director Elections Plurality Vote. If Charter nominates its nominees for election at the Annual Meeting, the election of directors will be considered a contested election. Under the Company's by-laws, directors will be elected by a plurality of the votes cast in a contested election. This means that the thirteen nominees receiving the highest number of for votes will be elected at the Annual Meeting.

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 2013, the Board of Directors met 17 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 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.

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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 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 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 compensation philosophy 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.

Marketing and Customer Care Committee. The Marketing and Customer Care Committee oversees the Company's marketing and customer care activities, including risks related to its strategies and programs.

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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

The Board has 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.

Except for the Finance 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, 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 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 is 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.

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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. 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.

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).

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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, 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 thirteen current and incumbent directors (or 85% 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 Messrs. Britt and 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. Britt, Castro, Chang, Haje, Logan, Marcus, Nicholas and Pace and Ms. Black. Messrs. Britt, 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.

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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, currently the President and Chief Executive Officer of Bacardi Limited, 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. Britt, Copeland, Marcus, Nicholas and Pace, Senator Sununu and Ms. James. Messrs. Britt and Copeland 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. Britt, 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 Meses. Black and James also bring ethnic and gender diversity.

Nominees for Election at the Annual Meeting

The Board has set the number of directors at thirteen. Each of the current directors has been nominated for election at the Annual Meeting and, except for Mr. Marcus, was elected by the Company's stockholders at the annual meeting in 2013. Mr. Marcus was appointed to the Board in July 2013 in connection with the Board's executive succession planning. Set forth below are the principal occupation and certain other information, as of April 8, 2014, for the thirteen nominees, each of whom currently serves as a director.

In addition to the information set forth below, Appendix A sets forth information relating to the director nominees as well as certain of the Company's directors, officers and employees who are considered participants in the Company's solicitation under the rules of the SEC by reason of their position as directors or director nominees of the Company or because they may be soliciting proxies on the Company's behalf.

Name	Age	Principal Occupation During the Past Five Years
Carole Black	70	<p>Former President and Chief Executive Officer, Lifetime Entertainment Services. 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 is also a director of Herbalife, Ltd. (through April 29, 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>

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Name	Age	Principal Occupation During the Past Five Years
Glenn A. Britt	65	<p data-bbox="670 294 1509 588">Retired Chairman and Chief Executive Officer of the Company. Mr. Britt served as the Company's Chief Executive Officer from August 2001 until his retirement in December 2013. He also served as the Company's Chairman from March 2009 and previously from August 2001 to March 2006. Prior to assuming the Chief Executive Officer position, he held various senior positions with Time Warner Cable Ventures, then the Company's new business arm, certain of the Company's predecessor entities, and Time Warner and its predecessor Time Inc. Mr. Britt has served as a director since March 2003 and is also a director of Xerox Corporation and Cardinal Health, Inc. He previously served as a trustee of Teachers' Insurance and Annuity Association from 2007 until November 2009.</p> <p data-bbox="670 682 1509 808">Mr. Britt has substantial business, finance and accounting experience developed through his over 40 years at the Company and Time Warner, and he is a recognized leader in the cable industry. As a result of his extensive experience, Mr. Britt possesses a deep understanding of the Company's business and the cable industry.</p>
Thomas H. Castro	59	<p data-bbox="670 819 1509 1134">President and Chief Executive Officer, El Dorado Capital, LLC. 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 data-bbox="670 1239 1509 1413">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	72	<p data-bbox="671 302 1497 674">Professor Emeritus, Polytechnic Institute of New York University and Chairman and Chief Executive Officer, The Global Maximum Educational Opportunities, Inc. 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 data-bbox="671 779 1497 890">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.	69	<p data-bbox="671 911 1497 1192">Former Chief Executive Officer of Deloitte & Touche USA LLP and Deloitte Touche Tohmatsu Limited and Former Global Scholar, Robinson School of Business, Georgia State University. 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 & 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 & 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 data-bbox="671 1304 1497 1440">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
Peter R. Haje	79	<p data-bbox="662 294 1527 640">Legal and Business Consultant and Private Investor. 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 & 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. Previously, Mr. Haje served as a director of American Community Newspapers Inc. from 2005 until May 2009.</p> <p data-bbox="662 745 1527 892">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>
Donna A. James	56	<p data-bbox="662 903 1527 1281">Consultant, Business Advisor and Managing Director, Lardon & Associates LLC. Ms. James has served as a consultant, business advisor and managing director of Lardon & 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 data-bbox="662 1386 1527 1497">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
Don Logan	70	<p data-bbox="662 294 1505 556">Investor. 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 & Communications Group from July 2002 through December 2005. Prior to assuming that position, he was Chairman and Chief Executive Officer of Time Inc., 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 data-bbox="662 661 1505 808">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>
Robert D. Marcus	48	<p data-bbox="662 819 1505 1113">Chairman and Chief Executive Officer of the Company. 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 data-bbox="662 1207 1505 1327">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>

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Name	Age	Principal Occupation During the Past Five Years
N.J. Nicholas, Jr.	74	<p data-bbox="667 300 1493 472">Investor. 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 data-bbox="667 577 1493 693">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>
Wayne H. Pace	67	<p data-bbox="667 709 1493 1024">Former Executive Vice President and Chief Financial Officer, Time Warner. 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 data-bbox="667 1129 1493 1241">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>

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Name	Age	Principal Occupation During the Past Five Years
Edward D. Shirley	57	<p data-bbox="671 302 1513 583">Former President and Chief Executive Officer, Bacardi Limited. 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 & Gamble Company, a consumer goods company (Procter & 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 & Gamble from April 2006 and held several senior executive positions with The Gillette Company, a consumer goods company, which was acquired by Procter & Gamble in 2005. Mr. Shirley has served as a director since March 2009.</p> <p data-bbox="671 695 1513 835">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 & 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>
John E. Sununu	49	<p data-bbox="671 856 1513 1163">Former U.S. Senator, New Hampshire. 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.</p> <p data-bbox="671 1274 1513 1383">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.</p>

Attendance

During 2013, the Board of Directors met 17 times. Each incumbent director attended over 80% 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 directors attended the 2013 annual meeting of the Company's stockholders.

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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 seven times during 2013, 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 eleven times during 2013, 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 2013, 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, Glenn Britt, David Chang, James Copeland, Jr., Don Logan and John Sununu. All of the members of the Finance Committee are Independent Directors, except for Mr. Britt. The authority and responsibility of the Finance Committee, which met three times during 2013, 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 are Carole Black, who serves as the Chair, Don Logan, Edward Shirley and John Sununu. All of the members of the Marketing and Customer Care Committee are Independent Directors. The authority and responsibility of the Marketing and Customer Care Committee, which met two times during 2013, are described above (see Corporate Governance Committees of the Board) and set forth in detail in its charter.

Information on committee membership and each committee's charter is available on the Company's website at 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 28, 2014 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.

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Name	Number of Shares	Common Stock Beneficially Owned ⁽¹⁾	
		Right to Acquire Shares ⁽²⁾	Percent of Class
Carole Black	500	6,361	*
Glenn A. Britt ⁽³⁾	178,799	1,008,907	*
Thomas H. Castro	919	5,442	*
David C. Chang	2,443	5,442	*
James E. Copeland, Jr.		6,361	*
Irene M. Esteves	6,638	26,979	*
Peter R. Haje ⁽⁴⁾	15,622	6,361	*
Donna A. James	150	6,361	*
Michael LaJoie	11,801	64,341	*
Don Logan		6,361	*
Robert D. Marcus	61,281	315,339	*
Philip G. Meeks			*
Arthur T. Minson, Jr.	5		*
N.J. Nicholas, Jr.	2,333	6,361	*
Wayne H. Pace	24,754	5,442	*
Edward D. Shirley	1,333	6,361	*
John E. Sununu	102	6,361	*
All current directors and executive officers as a group (19 persons) ⁽³⁾⁻⁽⁵⁾	325,627	1,574,350	*

* Represents beneficial ownership of less than one percent of the issued and outstanding Common Stock on February 28, 2014.

- (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 28, 2014, 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.
- (2) Reflects shares of Common Stock subject to (a) options to purchase Common Stock that, on February 28, 2014, were unexercised, but were exercisable on or within 60 days after that date and (b) RSUs that, on February 28, 2014, 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 s (a) RSUs issued to them as compensation prior to 2011 and (b) deferred stock units as of February 28, 2014 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	7,532
Donna A. James	5,912	
Don Logan	12,409	
N.J. Nicholas, Jr.	12,409	6,598
Wayne H. Pace	9,204	5,783

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Edward D. Shirley	5,912
John E. Sununu	5,912

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- (3) Includes (a) 29 shares of Common Stock owned by Mr. Britt’s spouse as to which Mr. Britt disclaims beneficial ownership and (b) 1,228 shares of Common Stock owned by the Glenn and Barbara Britt Foundation, as to which Mr. Britt and his spouse share voting and investment power.
- (4) 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.
- (5) Includes an aggregate of approximately 1,009 shares of Common Stock held by a trust under the TWC Savings Plan for the benefit of TWC’s current executive officers.

Security Ownership of Certain Beneficial Owners

Based on a review of filings with the SEC, as of February 28, 2014, 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
Dodge & Cox ⁽¹⁾ 555 California Street, 40th Floor San Francisco, CA 94104	15,524,188	5.5%
The Vanguard Group Inc. ⁽²⁾ 100 Vanguard Boulevard Malvern, PA 19355	14,222,130	5.0%

- (1) Based solely on a Schedule 13G filed by Dodge & Cox with the SEC on February 13, 2014, which reported, as of December 31, 2013, that it had sole voting power over 14,579,915 of the indicated shares and sole dispositive power over all of the indicated shares.
- (2) Based solely on a Schedule 13G filed by The Vanguard Group Inc. with the SEC on February 12, 2014, which reported, as of December 31, 2013, that it had sole voting power over 464,847 of the indicated shares, sole dispositive power over 13,789,227 of the indicated shares and shared dispositive power over 432,903 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 2013, 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 2014, and the Board concurred in its appointment.

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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.

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Financial Statements as of December 31, 2013. 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, 2013. 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 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, 2013 (the 2013 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

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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.

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, 2013 and 2012 are as follows:

Fees of the Independent Auditor

	2013	2012
Audit Fees ⁽¹⁾	\$ 5,868,773	\$ 5,395,737
Audit-Related Fees ⁽²⁾	960,621	781,251
Tax Fees ⁽³⁾	793,059	776,894
All Other Fees		
Total Fees for Services Provided	\$ 7,622,453	\$ 6,953,882

(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) agreed-upon procedures or expanded audit procedures to comply with contractual arrangements, regulatory/franchise reporting requirements or other requirements; (b) audits of employee benefit plans; (c) due diligence services pertaining to acquisitions; and (d) attestation services related to certain internal controls (SSAE 16).

(3) *Tax Fees* were for services related to tax planning and tax advice, including 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 2013 for those of its executive officers named in the Summary Compensation Table in this Proxy Statement Messrs. Britt, Marcus, Minson, LaJoie and Meeks and Ms. Esteves, who served as Chief Financial Officer of the Company until May 2013 (the named executive officers) and explains how they were applied to determine these executives' 2013 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 executive compensation program consists of:

annual salary;

annual cash bonus dependent in 2013 on performance against several financial 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's mix of short- and long-term elements appropriately incentivizes executives to achieve the Company's goals and aligns executives' interests with those of stockholders. 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. Stockholders have been supportive of the Company's executive compensation program. More than 85% of votes cast in the Company's 2013 say-on-pay advisory compensation referendum were in favor of the program, which is consistent with the approval levels in prior years. As a result, and in light of its own analysis of the effectiveness of its compensation program, the Company did not feel that significant changes in the compensation structure were mandated for 2013.

Certain changes to the program were implemented in 2014 to address employee retention concerns arising as a result of the Company's agreement to merge with Comcast. These changes were designed to support stockholder alignment and the pay-for-performance orientation of the program while also addressing the importance of retaining talent during a time of change. The retention program is discussed in more detail below under Special 2014 Programs.

2013 Highlights:

Company Performance

The Company's steady financial results continued in 2013 despite challenging economic conditions, a robust competitive environment, rapid technological change and regulatory uncertainty. The Company believes that its executive officers have created significant stockholder value over the past several years:

Consistent Performance

Increased revenue 3.4% during 2013 to \$22.1 billion, driven primarily by growth of 21.6% in business services revenue and 14.4% in residential high-speed data revenue; total revenue has grown 17.2% over the last three fiscal years.

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Expanded the Company's business services reach and opportunity and acquired DukeNet Communications, LLC, a regional fiber optic network company providing data and high-capacity bandwidth services to further expand the Company's business services offerings.

Implemented customer retention and new product and pricing initiatives that drove average monthly residential revenue per residential customer relationship to \$105.28 at year end.

Continued expanding availability of its TWC TV apps to the Amazon Kindle Fire platform and Xbox 360 video game consoles and other devices, increasing the programming available on these platforms inside and outside the home and enhancing the number of WiFi hotspots to which the Company's customers have access when away from home.

Enhanced the customer experience with faster internet speeds, an improved cloud-based guide and better customer service.

Completed the Company's long-term CEO succession plan and assembled a highly qualified leadership team.

Effectively implemented the Company's One TWC reorganization designed to improve decision-making, enhance accountability and achieve operational consistency across the Company.

Significant Return of Capital

Started paying a quarterly dividend 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 increase was approved).

Paid \$758 million in dividends in 2013; \$2.7 billion in aggregate quarterly dividend payments through 2013.

Repurchased \$2.5 billion of Common Stock in 2013, aggregating \$7.5 billion since the repurchase program started in November 2010, representing approximately 25% of the Common Stock then outstanding, while maintaining the Company's leverage ratio in its target range.

Impressive Total Stockholder Return

Delivered 43% stockholder return in 2013 and significant total return to stockholders over the longer term: 122% three-year cumulative total return and 490% five-year cumulative total return through December 31, 2013.

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, 2010 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.

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, and the Company from time to time 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 annual incentive	YES	CD&A 2013 Short-Term Incentive Program Annual Cash Bonus
Clawback capabilities	YES	Employment Agreements
Change in control double-trigger on equity award vesting acceleration and severance benefits	YES	Potential Payments upon a Change in Control
Limits on executive annual incentive compensation (bonuses capped at 150% of target bonus)	YES	CD&A 2013 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 2013 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 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 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 Philosophy 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 2013 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 2013 Long-Term Incentive Program Equity-Based Awards.

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

Principle	Compensation Goal	Compensation Practice
<i>Pay for performance</i>	Provide an appropriate level of performance-based compensation tied to the achievement of Company financial performance goals.	The compensation structure has a mix of base salary and variable or performance-based awards. For 2013, 92% of the CEO's target total direct compensation and at least 76% of each of the other named executive officers target total direct compensation was variable and performance-based. All of the regular RSUs and one-third of the stock options awarded in 2013 are generally subject to financial performance-based vesting conditions.
<i>Align executives' interests with stockholders</i>	Deliver equity compensation to align executives' interests with those of stockholders.	Equity awards comprised 52% or more of each executive officer's target total direct compensation. The 2013 LTI program consisted of Company stock options and RSUs that vest over a period of time and 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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Principle	Compensation Goal	Compensation Practice
<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.	

2013 Executive Compensation Decisions

General Factors Considered in Determining Compensation Levels

The Compensation Committee has generally reviewed each named executive officer's target compensation annually or when his or her role or responsibilities change. The following factors, among others, are considered in determining compensation:

the Company's overall performance;

stockholder return;

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; and

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

2013 Base Salary and Target Incentive Compensation Determinations

Each named executive officer's target total direct compensation (TDC) for 2013 and 2012 are set out below. Target TDC is comprised of annual base salary, target annual cash bonus (short-term incentive) and target LTI. As noted below, the Compensation Committee, working with its independent consultant, reviewed a wide range of information regarding compensation practices in deciding on these compensation packages. As discussed below, for 2013, the Compensation Committee made changes to target TDC for Messrs. Marcus and LaJoie and established target TDC for Messrs. Minson and Meeks, whose employment commenced during the year.

The Company believes that its compensation philosophy and key principles were properly reflected in the 2013 target and actual compensation for each named executive officer, including base salary, short-term and long-term incentives, and the mix of compensation elements.

Table of Contents**Target Total Direct Compensation****2013 Compared to 2012**

Name	Base Salary		Target Annual Bonus		Target LTI		Target Total Direct Compensation		Target TDC Change
	2013	2012	2013	2012	2013	2012	2013	2012	
Glenn A. Britt	\$ 1,250,000	\$ 1,250,000	\$ 6,250,000	\$ 6,250,000	\$ 8,500,000	\$ 8,500,000	\$ 16,000,000	\$ 16,000,000	0%
Robert D. Marcus	\$ 1,000,000	\$ 1,000,000	\$ 3,000,000	\$ 2,500,000	\$ 6,000,000	\$ 4,500,000	\$ 10,000,000	\$ 8,000,000	25%
Arthur T. Minson, Jr.	\$ 900,000	\$ 900,000	\$ 1,350,000	\$ 1,350,000	\$ 3,250,000	\$ 3,250,000	\$ 5,500,000	\$ 5,500,000	0%
Michael LaJoie	\$ 650,000	\$ 645,000	\$ 650,000	\$ 645,000	\$ 1,700,000	\$ 1,125,000	\$ 3,000,000	\$ 2,415,000	24%
Philip G. Meeks	\$ 600,000	\$ 600,000	\$ 600,000	\$ 600,000	\$ 1,300,000	\$ 1,300,000	\$ 2,500,000	\$ 2,500,000	0%
Irene M. Esteves	\$ 800,000	\$ 800,000	\$ 1,200,000	\$ 1,200,000	\$ 3,000,000	\$ 3,000,000	\$ 5,000,000	\$ 5,000,000	0%

Mr. Britt. In July 2011, in light of the importance at that time of retaining Mr. Britt in his position and in furtherance of the Company's succession planning strategy, the Company and Mr. Britt amended Mr. Britt's employment agreement, among other things, to extend the term for one year through December 31, 2013 and increase the weighting of Mr. Britt's pay mix toward long-term and performance-based incentives. For 2013, Mr. Britt's target TDC remained unchanged from the 2012 levels. See Employment Agreements Glenn A. Britt.

In setting Mr. Britt's compensation, the Compensation Committee considered compensation levels for chief executive officers in the Primary Peer Group, Secondary Peer Group and general survey data (as described in more detail below under The Role of Competitive Comparisons). The Compensation Committee noted that Mr. Britt's target TDC (*i.e.*, base salary, target annual bonus and target LTI award value) was below the median for chief executive officers in the Primary Peer Group.

Glenn A. Britt**2013****Target Direct Compensation****Total: \$16,000,000**

The Compensation Committee also determined that it was appropriate to continue to weight Mr. Britt's compensation most heavily toward performance-based compensation in the belief that this compensation structure would best focus Mr. Britt on achieving the Company's strategic and business objectives. During 2013, and since 2009, Mr. Britt's target TDC was approximately 92% performance-based.

Mr. Marcus. The Compensation Committee reviewed Mr. Marcus's 2013 compensation in December 2012 in light of the importance of his position at that time as President and Chief Operating Officer and his role in the Board of Directors' succession planning strategy. The Compensation Committee considered compensation levels for similar positions in the Primary Peer Group, Secondary Peer Group and general survey data and decided to increase Mr. Marcus's target annual bonus and LTI target value commencing in 2013 while retaining his annual base salary at its 2011 level established when he took on the role of President and Chief Operating Officer. 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. In reviewing Mr. Marcus's compensation, the Compensation Committee noted that Mr. Marcus's target TDC was slightly above the median for similarly situated officers in the Primary Peer Group.

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Robert D. Marcus

2013

Target Direct Compensation

Total: \$10,000,000

The Compensation Committee also determined that it was appropriate to continue to weight Mr. Marcus' s target compensation most heavily (90%) 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 July 2013, in conjunction with Mr. Britt' s decision to retire at the end of 2013 and the Board' s decision to appoint Mr. Marcus to the positions of Chairman and Chief Executive Officer effective upon Mr. Britt' s retirement, the Company and Mr. Marcus entered into a new employment agreement that, among other things, established compensation commencing in 2014. See Employment Agreements Robert D. Marcus.

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 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 (prorated for a partial year); and (c) LTI with a target value of \$3,250,000 (prorated for a partial year).

Arthur T. Minson, Jr.

2013

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 appeared 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.

In addition to the compensation set out above, to offset forfeited compensation from his prior employer such that joining the Company would have an economically neutral impact, the Company agreed to provide Mr. Minson with special time-based RSU and stock option awards each valued at approximately \$1,000,000 at

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the time of grant with standard vesting terms. The Company also agreed to pay Mr. Minson \$500,000 in cash within 60 days of his hire date that would be repayable if his employment terminates within one year of his hire date. Neither amount is included in Mr. Minson's 2013 target TDC. See Employment Agreements Arthur T. Minson, Jr.

Mr. LaJoie. In December 2012, the Compensation Committee reviewed 2013 compensation for Mr. LaJoie, considered compensation for comparable positions in the Primary Peer Group, Secondary Peer Group and general survey data, and determined to increase the LTI component of his target TDC significantly to reflect an increase in Mr. LaJoie's responsibilities, internal and market compensation practices and the importance of his position and retaining him in that position. In setting Mr. LaJoie's compensation, the Compensation Committee noted that his 2013 target TDC was above the median of the most comparable positions within the Primary Peer Group. The Compensation Committee also noted that the percentage of Mr. LaJoie's target TDC allocated to LTI increased from 46% to 56% and that performance-based compensation for 2013 represented a larger portion of his target TDC (78%) than in the past, which the Company believes focuses the executive on achieving the Company's strategic and business objectives. See Employment Agreements Michael LaJoie.

Michael LaJoie**2013****Target Direct Compensation****Total: \$3,000,000**

Mr. Meeks. Mr. Meeks joined the Company as Executive Vice President and Chief Operating Officer, Business Services in June 2013. In determining the appropriate compensation for Mr. Meeks, the Compensation Committee considered compensation for similar positions based on general survey data in light of the absence of comparable information in the Primary and Secondary Peer Groups, internal comparisons and the Company's desire to attract and retain an executive of Mr. Meek's stature, experience, especially in related industries, and reputation to lead its business services group. In light of its review, the Compensation Committee established the following target TDC for Mr. Meeks: (a) an annual base salary of \$600,000; (b) an annual discretionary cash bonus with a target amount of \$600,000 (prorated for a partial year); and (c) LTI with a target value of \$1,300,000 (prorated for a partial year).

Philip G. Meeks**2013****Target Direct Compensation****Total: \$2,500,000**

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In setting Mr. Meeks' s compensation, the Compensation Committee noted that his target TDC was below the median for similar positions in general survey data and that performance-based compensation represented 76% of his TDC.

In addition to the compensation set out above, the Company agreed to provide Mr. Meeks with the following special compensation in order to offset forfeited long-term incentive awards and other compensation from his prior employer: (a) a cash payment of \$500,000 paid within 90 days of his hire date that would be repayable if his employment terminates within one year of his hire date and (b) special time-based RSU and stock option awards each valued at approximately \$1,000,000 at the time of grant with standard vesting terms. Neither amount is included in Mr. Meeks' s 2013 target TDC. See Employment Agreements Philip G. Meeks.

Ms. Esteves. Ms. Esteves served as the Company' s Executive Vice President and Chief Financial Officer until May 1, 2013, at which time her employment by the Company was terminated. The Compensation Committee had reviewed Ms. Esteves' s compensation in December 2012 in light of compensation for chief financial officers at the Primary Peer Group, Secondary Peer Group and general survey data with respect to executives of Ms. Esteves' s stature, experience and reputation. In light of its review, the Compensation Committee determined that maintaining Ms. Esteves' s 2012 target TDC for 2013 was appropriate.

Irene M. Esteves**2013****Target Direct Compensation****Total: \$5,000,000**

In setting Ms. Esteves' s compensation, the Compensation Committee noted that Ms. Esteves' s target TDC was slightly below the median for chief financial officers in the Primary Peer Group and that performance-based compensation represented 84% of her target TDC. See Employment Agreements Irene M. Esteves.

2013 Short-Term Incentive Program Annual Cash Bonus

The Company' s annual cash bonus payments to the named executive officers for 2013 were based on the Company' s financial performance results under the 2013 Time Warner Cable Incentive Plan (the 2013 TWCIP).

2013 TWCIP Financial Goals and Results. As in 2011 and 2012, Management (as defined below) proposed the use of three metrics to evaluate and measure 2013 Company financial performance for the named executive officers. To focus these executives on both top line and bottom line results as well as the Company' s growth opportunities, the Compensation Committee adopted the following metrics with the same weighting used for 2012: (i) Operating Income (Loss) before depreciation of tangible assets and amortization of intangible assets (OIBDA and, after certain mandatory adjustments, OIBDA (as adjusted)) less capital expenditures (75% weighting); (ii) business services revenue (*i.e.*, revenue from sales of the Company' s products and services to businesses) (12.5% weighting); and (iii) Company-wide revenue (12.5% weighting). The Company' s performance against these financial goals accounted for, in aggregate, 100% of the 2013 TWCIP calculation for these executives.

In adopting Management' s proposal for the 2013 TWCIP, the Compensation Committee believed that OIBDA (as adjusted) less capital expenditures would be an important indicator of the operational strength and

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performance of the Company's business in 2013, including the ability to provide cash flows to service debt, pay dividends, repurchase shares and prudently invest in new growth opportunities. This metric also captures the Company's ability to adjust expenses and capital spending as necessary to ensure its financial health in challenging economic environments and is a key metric used by investors, analysts and others in evaluating the Company's performance. At the same time, the Compensation Committee believed that it was appropriate to continue to establish a total revenue target to encourage across-the-board growth in the face of strong competition and a business services revenue target in light of the importance of investing in and building the Company's business services operations as its residential product lines continue to mature.

The following financial threshold and maximum goals were established based upon a review of the prior year's results in these areas, the Company's 2013 budget and other factors:

2013 TWCIP Performance Criteria**For Named Executive Officers**

2013 Company Performance Financial Metrics	Percentage Allocation	2013 Performance Criteria	
		Threshold Award (50% of target)	Maximum Award (175% of target)
		(in millions)	
OIBDA (as adjusted) less capital expenditures	75.0%	\$ 4,522	\$ 5,152
Total revenue	12.5%	21,828	22,928
Business services revenue	12.5%	2,076	2,526
Total	100.0%		

The Compensation Committee determined that each threshold goal set an appropriate level of performance to earn an annual bonus award. If the Company failed to meet a threshold level of financial performance for a given metric, no bonus payment would be made with respect to that financial performance component. Similarly, the maximum goals were considered to present very significant challenges and were not likely to be attained. As a result, if a 2013 financial metric exceeded its maximum goal, the Company financial performance score with respect to that metric would be 175%.

If the Company's result for a 2013 financial metric was above the threshold but below the maximum goal, the Compensation Committee would determine the financial performance score for that metric 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 results were exactly at the midpoint between the threshold and maximum goals for that metric, the straight line interpolation would be 112.5%, the midpoint between 50% and 175%. In no event would the Compensation Committee be able to assign a score outside of the 50% and 175% parameters established by the 2013 TWCIP. The payouts under the 2013 TWCIP were also capped so that no participant could receive a payout of more than 150% of his or her target annual bonus.

2013 TWCIP Determination. In early 2014, the Compensation Committee reviewed the Company's 2013 OIBDA (as adjusted) less capital expenditures for 2013 TWCIP purposes as well as the Company's revenue and business services revenue. As mandated by the terms of the 2013 TWCIP, reported OIBDA less capital expenditures was adjusted to reflect identified items, such as accounting changes, the impact of acquisitions or restructurings, and other items that affect reported OIBDA and capital expenditures but that are beyond the control of management or otherwise not indicative of management's performance. For 2013, these mandatory adjustments had the net impact of increasing OIBDA less capital expenditures for compensation purposes by \$51 million in aggregate.

The Company's 2013 OIBDA (as adjusted) less capital expenditures for 2013 TWCIP purposes, total revenue and business services revenue of \$4.713 billion, \$22.120 billion and \$2.312 billion, respectively, each exceeded the threshold goal but was below the maximum goal. The Compensation Committee noted the straight-line interpolation between each set of threshold and maximum target levels and used these interpolations as the starting point for its final determination of performance for 2013 TWCIP purposes.

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Pursuant to the 2013 TWCIP, in evaluating performance, the Compensation Committee considered, among other factors:

the quality of the Company's 2013 financial performance;

the Company's performance relative to its budget;

the Company's growth from its 2012 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.

The Compensation Committee determined that the interpolated scores set out below appropriately reflected the Company's performance under the 2013 TWCIP and were consistent with the goals and expectations of the Compensation Committee in setting the 2013 TWCIP goals. This determination, which resulted in a weighted average Company performance score of 90.875%, reflected the Compensation Committee's view of the Company's accomplishments during the year (as outlined above under 2013 Highlights: Company Performance) in a difficult economic and competitive environment.

2013 Company Performance Financial Metrics	2013 Results (in millions)	Threshold/ Maximum Interpolation	Final TWCIP Score
OIBDA (as adjusted) less capital expenditures	\$ 4,713	88%	88%
Total revenue	22,120	83%	83%
Business services revenue	2,312	116%	116%
Weighted Average		90.875%	90.875%

2013 Annual Bonus Amounts. The table below indicates the final annual cash bonus paid to each named executive officer for 2013, which is also included under the heading Non-Equity Incentive Plan Compensation in the Summary Compensation Table below, together with the target annual bonus.

Executive Officer	2013 Actual Annual Bonus Award	2013 Target Annual Bonus Award
Glenn A. Britt	\$ 5,679,688	\$ 6,250,000
Robert D. Marcus	\$ 2,726,250	\$ 3,000,000
Arthur T. Minson, Jr.*	\$ 817,875	\$ 900,000
Michael LaJoie	\$ 590,688	\$ 650,000
Philip Meeks*	\$ 318,063	\$ 350,000
Irene M. Esteves*	\$ 361,508	\$ 397,808

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* The actual and target annual bonus award for each of Messrs. Minson and Meeks and Ms. Esteves were prorated based on their respective periods of service during 2013.

Section 162(m) Compliance. In order to ensure that the short-term incentive awards are deductible 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 defined in Section 162(m) (the Subcommittee), established objective performance criteria for 2013 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 2013 maximum bonus pool was established equal to 7.5% of the amount by which the Company s 2013 OIBDA (as adjusted) of \$7.912 billion exceeded \$6.6 billion. Each annual bonus was subject in all cases to a 162(m) Bonus Plan cap equal to the lesser of 200% of the officer s target annual bonus and \$15 million, in addition to the TWCIP maximum bonus of 150% of the individual s target annual bonus. In awarding 2013

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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 2013 TWCIP as described above.

2013 Long-Term Incentive Program Equity-Based Awards

The Company's 2013 LTI program consisted of a combination of RSUs and stock options awarded under the Company's 2011 Stock Incentive Plan (the "Stock Plan"). Starting in 2011, 60% of the target value of the executive officers' annual LTI awards, including all awards of RSUs, was subject to complete forfeiture if specified performance-based vesting conditions are not satisfied.

2013 Target Long-Term Incentive Mix. Executives with a high level of strategic impact on the Company's success received a greater relative proportion of their LTI compensation in the form of stock options (as compared with RSUs) than other employees. The Company and the Compensation Committee believed this is appropriate because the ultimate value of stock options is more stock performance-dependent than RSUs. Under the 2013 LTI program (like the programs since 2008), the Company's executive officers, including the named executive officers (other than Mr. Meeks, as described below), received their annual LTI compensation 60% in the form of stock options and 40% in the form of RSUs, some of which were subject to an additional financial performance-based vesting condition (as described below).

2013 Equity Awards Determinations. The number of stock options awarded to each named executive officer was determined by reference to the target stock option value for such executive and the Black-Scholes valuation for the Company's stock options using the average closing stock price over a ten-day period prior to the date of grant selected in advance by the Compensation Committee. The number of RSUs awarded to each named executive officer was determined by reference to the target RSU value for such executive and the average closing price of the Company's Common Stock over the same ten-day period. As discussed above, in addition to their annual LTI award (appropriately prorated), the Compensation Committee awarded each of Messrs. Minson and Meeks a special award of stock options and RSUs without performance-based vesting conditions. See 2013 Base Salary and Target Incentive Compensation Determinations. Mr. Meeks's LTI awards were made on August 1, 2013 after he joined the Company pursuant to the Company's established off-cycle LTI award process. The Compensation Committee determined that Mr. Meeks's annual LTI award value (as prorated for his partial year of service) should be awarded 50% as stock options and 50% as RSUs in recognition of the long-term incentive awards he had forfeited by joining the Company and, in light of the grant date, should not be subject to performance-based vesting conditions.

2013 Equity Awards Performance-Based Conditions and Other Terms. In developing the 2013 LTI program, consistent with the programs since 2011, the Compensation Committee elected to include equity awards that would be completely forfeited if the Company failed to satisfy specified performance goals. Each executive officer received 60% of his or her LTI (including all RSU grants and one-third of the stock option target value) in the form of grants with performance-based vesting conditions. For 2013, the Compensation Committee established a one-year measurement period for the performance-based vesting condition and set 2013 OIBDA (as adjusted) less capital expenditures of \$4.522 billion as the 2013 LTI award performance threshold. The Compensation Committee believed that utilizing this one-year performance threshold for 60% of the target value of the awards (all of the RSUs and one-third of the stock options) was appropriate in light of general market practice, the inherent performance aspects of equity awards and the types of vehicles and mix used by the peer groups. In conjunction with the determination of the performance score under the 2013 TWCIP, in early 2014, 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.

The 2013 annual LTI awards were made to all eligible employees on February 13, 2013, a date selected by the Compensation Committee in December 2012. The stock options were granted with an exercise price equal to the closing price of the Company's Common Stock on the grant date. Once the financial performance conditions discussed above are satisfied, all the stock options vest in four equal installments on each of the first four anniversaries of the date of grant and have a ten-year term from the date of grant and the RSUs vest in two 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 for stock options and RSUs encourage

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executive retention and emphasize a longer-term perspective. The 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.

Special 2014 Programs

In early 2014, the Compensation Committee took certain actions to encourage employee retention and incentivize employees to achieve the Company's goals during the pendency of the Company's merger with Comcast.

Specifically, the Compensation Committee advanced the timing of the Company's LTI grants that would have been made in 2015 and 2016 into 2014. As a result, eligible employees, including the executive officers and approximately 1,800 eligible employees, were granted additional RSUs having a value equal to (and with vesting terms consistent with) those that these employees otherwise would have received in each of 2015 and 2016 (the retention grants), but without performance-based vesting conditions. Specifically, the retention grant corresponding to the 2015 LTI grant will vest 50% in February of 2018 and 50% in February of 2019; the retention grant corresponding to the 2016 LTI grant will vest 50% in February of 2019 and 50% in February of 2020, in each case subject to continued employment. Like the Company's other equity awards, if a grantee's employment is terminated without cause or for good reason following the closing of the Comcast merger, the retention grants will vest in full. However, if the merger has not yet closed and the grantee's employment is terminated prior to the date on which either retention grant would have normally been made (*i.e.*, February 2015 or 2016, as appropriate), such retention grant will be forfeited. Employees who received retention grants will generally not be eligible for additional equity awards in 2015 or 2016. Consequently, absent the closing of the Comcast merger, 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.

In addition, to further incentivize employees to achieve the Company's operating goals during the pendency of the merger, the Company also established a supplemental bonus opportunity for all employees who participate in its regular 2014 annual cash incentive plan (over 15,000 employees), including its executive officers. The supplemental bonus opportunity consists of up to a 50% increase to the target opportunity under the existing 2014 annual cash incentive plan. While the executive officers' 2014 annual cash incentive plan bonuses will be paid subject to financial and operational performance thresholds when such bonuses would normally be paid, the supplemental opportunity will generally be paid out (if at all) upon the completion of the merger or any termination of the merger agreement. The supplemental bonus opportunity is generally not payable if the 2014 performance thresholds are not met. Under the merger agreement, the Company is permitted to pay out these supplemental bonuses to all eligible employees in an amount up to \$100 million in the aggregate.

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;

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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.

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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 Glenn A. Britt, Chairman and Chief Executive Officer during 2013; Paul L. Gilles, Senior Vice President, People Strategy and Compensation during 2013; Robert D. Marcus, President and Chief Operating Officer during 2013 and now Chairman and Chief Executive Officer; and Peter C. Stern, Executive Vice President and Chief Strategy, People and Corporate Development Officer (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 2013, 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 2013, ClearBridge reported directly to the Compensation Committee, providing assistance and advice to it in carrying out its principal responsibilities. ClearBridge also assisted the Compensation Committee and Nominating and Governance Committee in connection with their review of non-employee director compensation. The Compensation Committee consulted with ClearBridge with respect to all significant 2013 compensation decisions and determinations. In this advisory role, ClearBridge attended and participated in all Compensation Committee meetings, including executive sessions 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.

Table of Contents***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 2013 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.

	Primary Peer Group⁽¹⁾	Secondary Peer Group⁽²⁾
Role in Compensation Analysis	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
Characteristics	16 public companies Media and communications industries Median annual revenue consistent with the Company's revenue Principal competitors for available executive talent ⁽³⁾	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 Frontier Communications Corporation Liberty Global Inc. News Corporation ⁽⁴⁾ Sprint Corporation The Walt Disney Company Time Warner Inc. Verizon Communications, Inc. Viacom Inc.	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 2012, replaced Liberty Media Corporation with Liberty Global Inc., removed QWEST Communications International, Inc. in light of its acquisition by CenturyLink, Inc., added Frontier Communications Corporation and confirmed the continued use of this Primary Peer Group in reviewing 2013 compensation. The Group's 2012 median annual revenue of \$21.7 billion was consistent with the Company's 2012 annual revenue of \$21.4 billion. However, the Primary Peer Group was selected primarily 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

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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.

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(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 2013 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 May 2013, approximately 85% of the votes cast on the say-on-pay vote were voted in favor of management's proposal. The Compensation Committee believes that this vote indicates stockholders' support of the Company's approach to executive compensation. Accordingly, the Compensation Committee did not change its approach in 2013 in light of these results and its continued belief that the Company's executive compensation program reflects its philosophy and goals. 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.

Table of Contents**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, 2014, each of the named executive officers would have met his or her ownership requirement if the phase-in period had expired, except for Mr. Minson, who joined the Company in May 2013, and Ms. Esteves, who is no longer employed by the Company.

Title	Stock Ownership Requirement Multiple of Annual Base Salary
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. Minson and Meeks), 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 2013, 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 2013 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, stock options and RSUs, and annual and longer-term incentives.

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.

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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.

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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 2013 included, in the case of Mr. Britt, a Company-provided car and specially-trained driver in light of security concerns. In addition, Messrs. Britt and Marcus and Ms. Esteves were eligible for financial services reimbursement (*e.g.*, tax and estate planning). Pursuant to his employment agreement, Mr. Marcus continues to be eligible for such reimbursement while the Company has generally discontinued this reimbursement eligibility for other executives. At the request of the Company's Board, during 2013, Mr. Britt used Company-owned or leased aircraft for business and personal travel under most circumstances. The Board has requested that Mr. Marcus continue this practice in his capacity as CEO. 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 c