
EDGAR Submission Header Summary

Submission Type	DEF 14A
Live File	on
Return Copy	on
Exchange	NASD
Confirming Copy	off
Filer CIK	0000886137
Filer CCC	xxxxxxxx
Period of Report	07/18/13
Inv. Company Or Bus. Company	off
Notify via Filing website Only	off
Emails	sbrown@btlaw.com smullins@btlaw.com

Documents

DEF 14A	fl_def14a.htm
	Annual Meeting to be held July 18, 2013
GRAPHIC	fl_logo.gif
GRAPHIC	lyon_sig1.jpg
GRAPHIC	eck_sig.jpg

Module and Segment References

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

SCHEDULE 14A INFORMATION

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

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

Check the appropriate box:

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

The Finish Line, Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

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

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:



June 7, 2013

Dear Shareholder:

You are cordially invited to attend the 2013 Annual Meeting of Shareholders of The Finish Line, Inc., on Thursday, July 18, 2013, at 9:00 a.m. EDT, to be held at Finish Line Customer Central, 3308 N. Mitthoeffer Road, Indianapolis, Indiana 46235. Members of your Board of Directors and management look forward to greeting those shareholders who are able to attend.

The accompanying Notice and Proxy Statement describe the matters to be acted upon at the meeting. Pursuant to the rules of the Securities and Exchange Commission, we have elected to deliver our proxy materials to our shareholders over the Internet. On June 7, 2013, we mailed to our shareholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our Proxy Statement and 2013 Annual Report to Shareholders. Shareholders who did not receive the Notice of Internet Availability of Proxy Materials will receive a copy of the Proxy Statement and Annual Report by mail.

It is important that your shares be represented and voted at the meeting. Whether or not you plan to attend the meeting, we urge you to vote promptly. You may vote your shares on the Internet at www.proxyvote.com. If you received the proxy materials by mail, you may either vote on the Internet at the site identified above, or by signing, dating, and mailing the enclosed Proxy Card in the accompanying self-addressed envelope. If you attend the meeting, you may withdraw your proxy and vote in person.

If your shares are held in the name of a bank, broker, or other nominee, please follow the instructions on the voting instruction form furnished by such bank, broker, or other nominee in order to vote your shares. Please note that if your shares are held in the name of a bank, broker, or other nominee and you wish to vote at the meeting, you must obtain a proxy issued in your name from that record holder prior to the meeting and bring the proxy to the meeting.

Your interest and participation in the affairs of The Finish Line, Inc. are greatly appreciated.

Respectfully,

A handwritten signature in black ink, appearing to read "Glenn Lyon", written in a cursive style.

Glenn S. Lyon
Chairman and Chief Executive Officer



The Finish Line, Inc.

3308 N. Mitthoeffer Road
Indianapolis, Indiana 46235

Notice of Annual Meeting of Shareholders
to be held July 18, 2013

TO THE SHAREHOLDERS OF THE FINISH LINE, INC.:

Notice is hereby given that the 2013 Annual Meeting of Shareholders of The Finish Line, Inc. (the "Company") to be held at Finish Line Customer Central, 3308 N. Mitthoeffer Road, Indianapolis, Indiana 46235, on Thursday, July 18, 2013, at 9:00 a.m. EDT, will be conducted for the following purposes:

- (1) To elect three Class III Directors to serve on the Company's Board of Directors until the 2016 Annual Meeting of Shareholders;
- (2) To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending March 1, 2014;
- (3) To vote on a non-binding advisory resolution to approve the compensation of the Company's Named Executive Officers; and
- (4) To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

Only shareholders of record at the close of business on May 17, 2013, will be entitled to notice of, and to vote at, the Annual Meeting and any adjournments or postponements thereof.

By Order of the Board of Directors,



Christopher C. Eck
Senior Vice President, General Counsel and Corporate Secretary

Indianapolis, Indiana
June 7, 2013

Your vote is important. Whether or not you plan to attend the meeting, we urge you to vote promptly. You may vote your shares over the Internet. If you received a paper copy of the Proxy Card by mail, you may vote your shares over the Internet or by signing, dating, and mailing the Proxy Card in the envelope provided. You may revoke your proxy prior to or at the meeting and vote in person if you wish. If your shares are held by a broker, bank, or other nominee, it is important that they receive your voting instructions.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
2013 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON
JULY 18, 2013
9:00 A.M. EDT

Our Proxy Statement for the 2013 Annual Meeting of Shareholders and our Annual Report on Form 10-K for the fiscal year ended March 2, 2013 are available at www.finishline.com, and click on the Investor Relations link, and www.proxyvote.com.

The Finish Line, Inc.

3308 N. Mitthoeffer Road
Indianapolis, Indiana 46235

PROXY STATEMENT
FOR
ANNUAL MEETING OF SHAREHOLDERS
JULY 18, 2013

PROXY SUMMARY

Annual Meeting of Shareholders

Our 2013 Annual Meeting of Shareholders will be held on Thursday, July 18, 2013, at 9:00 a.m. Eastern Daylight Time (EDT), at Finish Line Customer Central, 3308 N. Mitthoeffer Road, Indianapolis, Indiana 46235.

Eligibility to Vote

Shareholders of record at the close of business on May 17, 2013, are entitled to vote on the items to be considered at the Annual Meeting.

Agenda Items

Shareholders will vote on the following items to be considered at the Annual Meeting:

- Item 1: To elect three Class III directors to serve on the Company's Board of Directors until the 2016 Annual Meeting of Shareholders. The nominees are Stephen Goldsmith, Catherine A. Langham, and Norman H. Gurwitz. Additional information about this item can be found under "Election of Class III Directors" below.
- Item 2: To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending March 1, 2014. Additional information about this item can be found under "Ratification of the Selection of Independent Auditors" below.
- Item 3: To approve a non-binding advisory resolution approving the compensation of the Company's Named Executive Officers. Additional information about this item can be found under "Non-Binding Advisory Resolution to Approve the Compensation of the Company's Named Executive Officers" below.

Recommendations of Board of Directors

- Item 1: The Board unanimously recommends that shareholders vote "FOR" these Class III director nominees.
- Item 2: The Board unanimously recommends that shareholders vote "FOR" ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm.
- Item 3: The Board unanimously recommends that shareholders vote "FOR" the approval of the non-binding advisory resolution approving the compensation of the Company's Named Executive Officers.

How to Cast Your Vote

Eligible shareholders can vote by either of the following methods:

- Internet: Go to www.proxyvote.com (and follow the instructions), until 11:59 p.m. EDT on July 17, 2013.
 - Mail: Mark, sign, and date a Proxy Card and return it to Vote Processing.
-

Named Executive Officers for Fiscal Year 2013

- Mr. Glenn S. Lyon, Chief Executive Officer
- Mr. Samuel M. Sato, President, Finish Line Brand
- Mr. Steven J. Schneider, President and Chief Operating Officer
- Mr. Mark S. Landau, Executive Vice President, Chief Business Development Officer
- Mr. Edward W. Wilhelm, Executive Vice President, Chief Financial Officer.

Board of Directors and Committees

The Company's Board of Directors consists of nine members, eight of whom are independent and our Chairman and CEO, Mr. Lyon. The Board has four Committees: Audit Committee, Compensation Committee, Governance & Nominating Committee, and Strategy Committee. The members of all committees, other than the Strategy Committee, are independent directors.

Director Compensation

Our outside directors receive annual cash compensation in the form of a retainer (\$35,000), with additional amounts for the Lead Director (\$15,000), committee chairs (\$10,000 or \$20,000, depending on the committee), attending regularly scheduled (\$2,000) and non-regularly-scheduled (\$1,000) Board meetings, and attending committee meetings (\$1,500). Each outside director also receives an annual grant of Company common stock valued at \$90,000. These amounts are subject to change annually.

Executive Compensation

The overall strategy of the Compensation Committee of the Board of Directors is the establishment of a competitive and balanced, performance-based compensation structure. The Company's executive officer compensation philosophy is performance-driven and heavily incorporates pay for performance. The Compensation Committee is committed for executive compensation to create long-term shareholder value. For a detailed discussion of the Company's executive compensation programs and its strategy and philosophy, see "Compensation Discussion and Analysis" below.

Compensation Components

Compensation for the Company's executive officers consists of a base salary and performance-based and at-risk compensation, including an Executive Officer Bonus Program (EOBP), a Long-Term Incentive Bonus Program (LTIB), and stock-based awards. Certain metrics must be achieved for the executive officers to receive payouts on the performance-based and at-risk compensation. Except for the base salary of Mr. Sato, which increased commensurate with his position as President, the base salaries for the Named Executive Officers for fiscal year 2013 did not increase over the base salaries for fiscal year 2012.

Bonus Achievement

For fiscal year 2013, no Named Executive Officer achieved higher than 41% of the maximum potential payout under the Company Performance Category of the Executive Officer Bonus Program (EOBP) and no Named Executive Officer received a payout under the Executive Team Bonus Category or the Super Bonus Category of the EOBP. Certain metrics were not achieved or only partially achieved, and thus the corresponding payouts were not made or only made in part to the executive officers. This contrasts with fiscal year 2012, when all of the Company's Named Executive Officers achieved 100% payout under the Company Performance Category and the Executive Team Bonus Category and all Named Executive Officers received some payout under the Super Bonus Category. All eligible Named Executive Officers received a full payout under the fiscal year 2011 Long-Term Incentive Bonus Program, as the three-year performance goal (measured at the end of fiscal year 2013) was exceeded.

GENERAL INFORMATION

This Proxy Statement and the accompanying Notice of Annual Meeting of Shareholders and Proxy Card are being made available to shareholders on or about June 7, 2013 in connection with the solicitation of proxies by the Board of Directors (the "Board") of The Finish Line, Inc. ("Finish Line" or the "Company") for use at the 2013 Annual Meeting of Shareholders of the Company (the "Annual Meeting") to be held at Finish Line Customer Central, 3308 N. Miethoeffer Road, Indianapolis, Indiana 46235, on Thursday, July 18, 2013, at 9:00 a.m. EDT, and any adjournment or postponement thereof.

We have elected to use the "e-proxy" rules adopted by the Securities and Exchange Commission ("SEC") to furnish our proxy materials to shareholders through a "notice only" model using the Internet. This delivery process will allow us to provide shareholders with the information they need, while at the same time conserving natural resources and lowering the cost of delivery. On or about June 7, 2013, we mailed to our shareholders a Notice of Internet Availability of Proxy Materials (the "E-Proxy Notice") containing instructions on how to access our Proxy Statement and 2013 Annual Report to Shareholders (the "Annual Report"), which includes our financial statements for the fiscal year ended March 2, 2013. The E-Proxy Notice also provides instructions on how to vote on the Internet and includes instructions on how to receive a paper copy of the proxy materials by mail. On or about June 7, 2013, we also first mailed printed copies of this Proxy Statement, our 2013 Annual Report on Form 10-K, and Proxy Card to our other shareholders who requested such materials.

At the Annual Meeting, the Company's shareholders will be asked to:

- (1) Elect three Class III Directors to serve on the Board until the 2016 Annual Meeting of Shareholders;
- (2) Ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending March 1, 2014;
- (3) Vote on a non-binding advisory resolution to approve the compensation of the Company's Named Executive Officers; and
- (4) Vote on such other matters as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Important Notice Regarding the Availability of Proxy Materials

You may obtain copies of our public filings, including this Proxy Statement, the form of proxy relating to the Annual Meeting, and our 2013 Annual Report on Form 10-K, without charge from our website at www.finishline.com, and click on the Investor Relations link, or from the SEC's web site at www.sec.gov. The Company's stock is traded on the NASDAQ Global Select Market under the ticker symbol FINL. If you received an E-Proxy Notice and would still like to receive a printed copy of the proxy materials, you may request a paper copy of any of these materials, without charge, on the Internet at www.proxyvote.com. To receive materials prior to the Annual Meeting, please make your request no later than July 4, 2013. If you do not request materials pursuant to the foregoing procedures, you may not receive a printed copy of the materials prior to the Annual Meeting. For meeting directions to Finish Line Customer Central, please call (317) 899-1022, extension 5.

Throughout this Proxy Statement, "Fiscal 2011," "Fiscal 2012," "Fiscal 2013," "Fiscal 2014," and "Fiscal 2015" represent the fiscal years ended February 26, 2011, March 3, 2012, March 2, 2013, March 1, 2014, and February 28, 2015, respectively.

Persons Making the Solicitation

The Company is making this solicitation and will bear the expenses of preparing and delivering proxy materials to the Company's shareholders. In addition to the furnishing of the E-Proxy Notice and this Proxy Statement, proxies may be solicited personally, by telephone, by e-mail, by fax, or by other electronic means of communication by officers or employees of the Company, none of whom will receive additional compensation for such services. The Company will also reimburse brokerage houses and other nominees for their reasonable expenses in forwarding proxy materials to beneficial owners of the Company's Class A Common Shares (referred to herein as "Class A Common Shares" or "common stock").

Vote Required

Shareholders of record of the Company's common stock at the close of business on May 17, 2013 (the "Record Date"), are entitled to notice of, and to vote at, the Annual Meeting and any adjournment or postponement thereof. On the Record Date, 49,054,792 shares of common stock were outstanding and entitled to vote. Each outstanding share of common stock entitles the holder thereof to one vote on each matter submitted to the shareholders for a vote. The holders of a majority of all the votes entitled to be cast at the Annual Meeting must be represented at the meeting, either in person or by proxy, to constitute a quorum. There must be a quorum for the Annual Meeting to be held.

For the election of Directors, the three nominees receiving the highest number of affirmative votes of the shares of common stock present or represented and entitled to be voted at the Annual Meeting shall be elected. Votes withheld from any Director are counted for purposes of determining the presence or absence of a quorum for the transaction of business. Shareholders do not have the right to cumulate their votes in the election of Directors.

For the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending March 1, 2014, to be ratified, and for the non-binding advisory resolution relating to the compensation of the Company's Named Executive Officers to be approved, more votes must be cast by all holders of shares of common stock, voting together as a single class, in favor of the proposal than are cast against it.

Abstentions will be counted for purposes of determining whether a quorum is present at the Annual Meeting for the transaction of business. The Company intends to count broker non-votes as present or represented for purposes of determining the presence or absence of a quorum for the transaction of business. However, abstentions and broker non-votes will have no effect on the vote for any of the proposals described above.

Voting Procedures

Ensure that your shares can be voted at the Annual Meeting by voting electronically on the Internet, submitting your Proxy Card, or contacting your broker, bank, or other nominee.

If your shares are held in the name of a bank, broker, or other nominee, please follow the instructions on the voting instruction form furnished by such bank, broker, or other nominee in order to vote your shares. Please note that if your shares are held in the name of a bank, broker, or other nominee and you wish to vote at the Annual Meeting, you must obtain a proxy issued in your name from that record holder prior to the meeting and bring the proxy to the meeting.

If your shares are registered in your name, submit your proxy as soon as possible via the Internet, or if you received a paper copy of the Proxy Card by mail, by signing, dating, and returning the Proxy Card, so that your shares can be voted at the Annual Meeting. Instructions regarding Internet voting are set forth below and are included in the E-Proxy Notice and the Proxy Card.

Voting Via the Internet. You may vote via the Internet by going to www.proxyvote.com and following the instructions. You will need to have the E-Proxy Notice, or if you received a printed copy of the proxy materials, your Proxy Card or voting instruction card, available when voting via the Internet. If you want to vote via the Internet, you must do so before 11:59 p.m. EDT, on July 17, 2013. **If you vote via the Internet, you do not need to return a Proxy Card.**

Voting By Mail. If you are a beneficial owner, you may vote by mail by signing and dating your Proxy Card or voting instruction card provided by your broker, bank, or other nominee and mailing it in the postage-prepaid envelope provided. If you are a shareholder of record and you received a printed copy of our proxy materials, you may vote via the Internet, or by signing and dating your Proxy Card or voting instruction card and mailing it in the postage-prepaid envelope provided. If you are a shareholder of record and received the E-Proxy Notice, please follow the instructions on the E-Proxy Notice in order to obtain a Proxy Card. If you provide specific voting instructions, your shares will be voted as you instruct.

Revocability of Proxy

A proxy may be revoked by a shareholder prior to voting at the Annual Meeting by written notice to the Corporate Secretary of the Company, by submission of another proxy bearing a later date, or by voting in person at the Annual Meeting. Such notice or later proxy will not affect a vote on any matter taken prior to the receipt thereof by the Company. The mere presence at the Annual Meeting of a shareholder who has appointed a proxy will not revoke the prior appointment.

If not revoked, the proxy will be voted at the Annual Meeting in accordance with the instructions indicated on the Proxy Card by the shareholder or, if no instructions are indicated, will be voted "FOR" the election of the three Class III Director nominees indicated herein to serve on the Board until the 2016 Annual Meeting of Shareholders, "FOR" the ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm, and "FOR" the resolution to approve the compensation of the Company's Named Executive Officers, and, as to any other matter that may be properly brought before the Annual Meeting, in accordance with the judgment of the proxy.

ELECTION OF CLASS III DIRECTORS

(Item 1 on your Proxy Card)

The Company's Bylaws provide for dividing the Board into three classes, as nearly equal in number as possible, with the term of office of one class expiring each year, and with each Director to hold office until his or her successor is duly elected and qualified, except in the event of his or her death, resignation, or removal. The Company believes it is advantageous to, and in the best interests of, the Company and the Company's shareholders to maintain a classified board of directors for a number of reasons. First, a classified board of directors helps ensure the continuity and stability of the board's leadership and policies. Second, the Company believes a classified board structure facilitates long-term planning and enhances the ability of the board to implement business strategies. Directors who serve a longer term are less subject to outside influences, thereby encouraging director independence in the analysis and implementation of long-term business strategies. Finally, the Company believes a classified board of directors will assist the board in protecting the interests of shareholders in the event of an unsolicited offer for the Company. Having a classified board typically operates to extend the time required to effect a hostile, unsolicited change in control of the board of directors, which reduces the Company's vulnerability to a coercive takeover attempt and makes it more likely that a potential acquiror would initiate discussions with the existing board since it cannot replace all directors in a single election cycle. The Company is currently not aware of any such takeover attempt or that one is currently being contemplated.

The term of the Class III Directors, consisting of Stephen Goldsmith, Catherine A. Langham, and Norman H. Gurwitz, will expire at the 2013 Annual Meeting of Shareholders. The term of the Class I Directors, consisting of Glenn S. Lyon, Dolores A. Kunda, and Torrence Boone, will expire at the 2014 Annual Meeting of Shareholders. The term of the Class II Directors, consisting of Bill Kirkendall, William P. Carmichael, and Richard P. Crystal, will expire at the 2015 Annual Meeting of Shareholders.

The persons named in the accompanying Proxy Card as proxies for this meeting will vote in favor of the three nominees as Class III Directors of the Company unless otherwise indicated by the shareholder on the Proxy Card. Those Class III Directors elected at the 2013 Annual Meeting will serve for a three-year term expiring at the 2016 Annual Meeting of Shareholders, and until their successors are duly elected and qualified, except in the event of their respective death, resignation, or removal. Management has no reason to believe that the nominees will be unable or unwilling to serve if elected. If any nominee should become unavailable prior to the election, the accompanying Proxy Card will be voted for the election in his or her stead of such other person as the Board may recommend.

Nominees

The nominees for election as Class III Directors of the Company are Stephen Goldsmith, Catherine A. Langham, and Norman H. Gurwitz. Each of such persons currently serves as a Director of the Company. The nominees for election as Class III Directors of the Company were selected by the Board upon the recommendation of the Governance & Nominating Committee of the Board.

Recommendation of the Board of Directors

The Board of Directors unanimously recommends that shareholders vote "FOR" the Class III Director nominees set forth above. Proxies solicited by the Board will be so voted, unless shareholders specify otherwise on their Proxy Cards (Item 1 on your Proxy Card).

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of May 17, 2013, information relating to the beneficial ownership of the Company's common stock by the following persons:

- Each of the Company's current Directors and nominees for election as a Director;
- The Company's Chief Executive Officer, Chief Financial Officer, and each of the Company's three most highly compensated executive officers serving at the end of Fiscal 2013 (other than the Chief Executive Officer and Chief Financial Officer) (each, an "NEO," and together as a group, the "NEOs");
- All of the Company's Directors and executive officers as a group; and
- Each other person known by the Company to beneficially own more than five percent of the Company's outstanding common stock.

Information with respect to the Directors and NEOs is based on the Company's records and data supplied by each of the Directors and NEOs. Information with respect to beneficial owners of more than five percent of the outstanding common stock is based on filings those persons have made with the SEC.

Name and Position	Number of Shares⁽¹⁾	Stock Options exercisable within 60 days⁽²⁾	Total Shares Beneficially Owned	% of Shares⁽³⁾
Glenn S. Lyon <i>Chairman and Chief Executive Officer</i>	423,754 ⁽⁴⁾	158,368	582,122	1.2%
Samuel M. Sato <i>President, Finish Line Brand</i>	110,003 ⁽⁵⁾	90,681	200,684	*
Steven J. Schneider <i>President and Chief Operating Officer</i>	189,834 ⁽⁶⁾	93,234	283,068	*
Edward W. Wilhelm <i>Executive Vice President, Chief Financial Officer</i>	55,304 ⁽⁷⁾	54,871	110,175	*
Mark S. Landau <i>Executive Vice President, Chief Business Development Officer</i>	50,655 ⁽⁸⁾	4,894	55,549	*
Stephen Goldsmith <i>Director</i>	21,633 ⁽⁹⁾	40,000	61,633	*
Bill Kirkendall <i>Director</i>	18,974 ⁽⁹⁾	–	18,974	*
William P. Carmichael <i>Director</i>	36,224 ⁽⁹⁾	–	36,224	*
Catherine A. Langham <i>Director</i>	21,024 ⁽⁹⁾	22,000	43,024	*
Dolores A. Kunda <i>Director</i>	22,576 ⁽⁹⁾	–	22,576	*
Norman H. Gurwitz <i>Director</i>	4,487 ⁽⁹⁾	–	4,487	*
Richard P. Crystal <i>Director</i>	16,412 ⁽⁹⁾	–	16,412	*
Torrence Boone <i>Director</i>	5,958 ⁽⁹⁾	–	5,958	*
<i>All current executive officers and Directors as a group (16 persons)*</i>	1,117,742	629,576	1,747,318	3.6%

Other 5% Beneficial Owners	Number of Shares	Stock Options exercisable within 60 days	Total Shares Beneficially Owned	% of Class⁽³⁾
Royce & Associates, LLC ⁽¹⁰⁾	5,144,348	–	5,144,348	10.5%
BlackRock, Inc. ⁽¹¹⁾	4,199,681	–	4,199,681	8.6%
The Vanguard Group, Inc. ⁽¹²⁾	2,871,375	–	2,871,375	5.9%

* Represents less than 1% of the Company's outstanding shares of common stock calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). See footnote 3 below.

- (1) Each executive officer and Director has sole voting and investment power with respect to the shares listed, unless otherwise indicated, and the address for the executive officers and Directors is: 3308 N. Mitthoeffer Road, Indianapolis, Indiana 46235.
- (2) The executive officers and Directors listed have the right to acquire the number of shares of common stock reflected in this column within 60 days of May 17, 2013.
- (3) For each individual or group disclosed in the table above, the figures in this column are based on 49,054,792 shares of common stock issued and outstanding as of May 17, 2013, plus the number of shares of common stock each such individual or group has the right to acquire on or within 60 days after May 17, 2013, computed in accordance with Rule 13d-3(d)(1) under the Exchange Act.
- (4) Includes 61,212 shares of restricted stock held by Mr. Lyon pursuant to grants received on April 12, 2013 under The Finish Line, Inc. 2009 Incentive Plan. Mr. Lyon has voting rights with respect to these unvested shares, and may be deemed to have investment power over the shares.
- (5) Includes 20,405 shares of restricted stock held by Mr. Sato pursuant to grants received on April 12, 2013 under The Finish Line, Inc. 2009 Incentive Plan. Mr. Sato has voting rights with respect to these unvested shares, and may be deemed to have investment power over the shares.
- (6) Includes 20,405 shares of restricted stock held by Mr. Schneider pursuant to grants received on April 12, 2013 under The Finish Line, Inc. 2009 Incentive Plan. Mr. Schneider has voting rights with respect to these unvested shares, and may be deemed to have investment power over the shares.
- (7) Includes 11,469 shares of restricted stock held by Mr. Wilhelm pursuant to grants received on April 12, 2013 under The Finish Line, Inc. 2009 Incentive Plan. Mr. Wilhelm has voting rights with respect to these unvested shares, and may be deemed to have investment power over the shares.
- (8) Includes 10,825 shares of restricted stock held by Mr. Landau pursuant to grants received on April 12, 2013 under The Finish Line, Inc. 2009 Incentive Plan. Mr. Landau has voting rights with respect to these unvested shares, and may be deemed to have investment power over the shares.
- (9) For each Director, includes 4,394 shares of restricted stock held by the Director pursuant to grants made to each Director on July 23, 2012 under The Finish Line, Inc. 2009 Incentive Plan. Under the terms of the grants, all the shares will vest in one tranche on July 23, 2013. Each Director has voting rights with respect to these unvested shares, and may be deemed to have investment power over the shares.
- (10) This information is based solely on a Schedule 13G/A filed on behalf of Royce & Associates, LLC ("Royce") with the SEC as of December 31, 2012. The address of Royce is 745 Fifth Avenue, New York, New York 10151. Royce has sole voting and dispositive power with respect to all 5,144,348 reported shares.
- (11) This information is based solely on a Schedule 13G/A filed on behalf of BlackRock, Inc. ("BlackRock") with the SEC as of December 31, 2012. The address of BlackRock is 40 E. 52nd Street, New York, New York 10022. BlackRock has sole voting and dispositive power with respect to all 4,199,681 reported shares.
- (12) This information is based solely on a Schedule 13G/A filed on behalf of The Vanguard Group, Inc. ("Vanguard") with the SEC as of December 31, 2012. The address of Vanguard is 100 Vanguard Blvd., Malvern, Pennsylvania 19355. Vanguard has sole voting power with respect to 75,124 of the reported shares, sole dispositive power with respect to 2,798,151 of the reported shares, and shared dispositive power with respect to 73,224 of the reported shares.

Conversion of Class B Common Shares

Pursuant to the Company's Amended and Restated Articles of Incorporation, all of the Company's Class B Common Shares ("Class B Common Shares") were converted into an equal number of Class A Common Shares, and the Company eliminated its dual class stock structure, on July 20, 2012. The elimination of the high voting Class B Common Shares, which entitled the holders of record thereof to 10 votes for each share held, disseminated voting power more evenly and broadly amongst the Company's shareholders, as all common stock of the Company now entitles the holders of record thereof to one vote for each share held. Further information regarding the Class B Common Shares conversion and the elimination of the Company's dual class stock structure can be found in previous Company filings with the SEC, including the Form S-3 filed with the SEC on July 11, 2012 and the Proxy Statement for our 2012 Annual Meeting of Shareholders filed with the SEC on June 19, 2012.

MANAGEMENT

Executive Officers and Directors

Executive officers of the Company are appointed by and serve at the discretion of the Board. Unless otherwise stated below, there are no family relationships among any Directors or executive officers of the Company. The executive officers, Directors, and nominees for Director of the Company are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>	<u>With the Company Since</u>
Glenn S. Lyon	63	Class I Director, Chairman of the Board, and Chief Executive Officer	2001
Samuel M. Sato	49	President, Finish Line Brand	2007
Steven J. Schneider	57	President and Chief Operating Officer	1989
Edward W. Wilhelm	54	Executive Vice President, Chief Financial Officer	2009
Mark S. Landau	55	Executive Vice President, Chief Business Development Officer	2010
George S. Sanders	55	Executive Vice President, Real Estate and Store Development	1993
Michael L. Marchetti	62	Executive Vice President, General Manager of Finish Line Macy's Stores	1995
Scott E. Hoffman	40	Executive Vice President, Chief Merchandising Officer	2012
Dolores A. Kunda	57	Class I Director	2008
Torrence Boone	44	Class I Director	2011
Bill Kirkendall	59	Class II Director	2001
William P. Carmichael	69	Class II Director	2003
Richard P. Crystal	68	Class II Director	2009
Stephen Goldsmith	66	Class III Director / Nominee for Director	1999
Catherine A. Langham	55	Class III Director / Nominee for Director	2006
Norman H. Gurwitz	66	Class III Director / Nominee for Director	2009

Mr. Glenn S. Lyon is currently the Chief Executive Officer of the Company, serving in such capacity since December 2008, and Chairman of the Company's Board of Directors, serving in such capacity since July 2010. Mr. Lyon is also currently a member of the Strategy Committee of the Board. Mr. Lyon was originally elected to the Board in January 2009. He served as President of the Company from October 2003 to December 2008 and Executive Vice President from September 2001 to October 2003, as well as the Company's Chief Merchandising Officer from 2001 until 2007. Prior to joining the Company, Mr. Lyon served as President/CEO of Paul Harris Stores, Inc., a women's apparel retailer, from March 2000 to February 2001. From October 1995 to February 2000, he held positions as President and General Merchandising Manager of Modern Woman Stores, a Division of the American Retail Group. Mr. Lyon also spent eight years with TJX Company as Senior Vice President and Executive Vice President of Merchandising and Marketing. Mr. Lyon started his career in 1973 at Macy's N.Y., where he spent 10 years in various merchandising positions. He has extensive experience in corporate governance, operational management, and strategic planning developed from over 40 years in the retail industry. His experience and leadership skills provide the Board with valuable in-depth knowledge of the retail industry, which were significant factors in assisting the Board to reach its decision to appoint Mr. Lyon as Chairman.

Mr. Samuel M. Sato is currently the President, Finish Line Brand, serving in such capacity since August 2011. Mr. Sato also served as the Company's President and Chief Merchandising Officer from October 2010 to September 2012. Mr. Sato is currently a non-Director member of the Strategy Committee of the Board. Previously, he served as Executive Vice President, Chief Merchandising Officer upon joining the Company in March 2007. Mr. Sato began his career at Nordstrom Inc. in 1985. He was Regional Merchandise Manager, Menswear and Footwear, in the Northeast and Mid-Atlantic regions of Nordstrom, then served as Divisional Merchandise Manager, Shoes. Mr. Sato was promoted to Vice President and Corporate Merchandise Manager for the Men's Shoes Division of Nordstrom in 1999. Mr. Sato has been involved in the retail industry for over 25 years.

Mr. Steven J. Schneider is currently the President of the Company, serving in such capacity since December 2008, and the Company's Chief Operating Officer, serving in such capacity since October 2003. He served as Executive Vice President, Chief Operating Officer, Chief Financial Officer, and Assistant Secretary, from April 2001 to October 2003. Mr. Schneider also served as Executive Vice President, Finance, Chief Financial Officer, and Assistant Secretary from April 2000 to April 2001, as Senior Vice President, Finance, Chief Financial Officer, and Assistant Secretary from March 1997 to April 2000, and as Vice President, Finance and Chief

Financial Officer from April 1989 to March 1997. From August 1984 to March 1989, Mr. Schneider served as Assistant Controller for Paul Harris Stores, Inc. Mr. Schneider was also employed by a national accounting firm for two years and has been engaged in various financial positions in the retail industry for over 30 years.

Mr. Edward W. Wilhelm is currently Executive Vice President, Chief Financial Officer, of the Company, serving in such capacity since joining the Company in March 2009. Previously, Mr. Wilhelm served as Executive Vice President and Chief Financial Officer of Borders Group, Inc. from 2000 to 2009. From 1997 to 2000, Mr. Wilhelm was Vice President of Planning, Reporting, and Treasury for Borders Group, Inc. and served as Vice President of Finance from 1994 through 1997. Mr. Wilhelm is a Certified Public Accountant and has over 20 years of experience in the finance and retail industries.

Mr. Mark S. Landau is currently Executive Vice President, Chief Business Development Officer, of the Company, serving in such capacity since January 2012. Mr. Landau is also currently a non-Director member of the Strategy Committee of the Board and previously served as a Director of the Company from January 2010 to December 2011. Prior to joining the Company, Mr. Landau served as managing director at Deutsche Bank, leading the Commercial Real Estate Banking Americas division. Prior to joining Deutsche Bank, Mr. Landau was with Goldenbridge Advisors for two years as a managing director and a member of the company's investment committee and spent 14 years with Merrill Lynch, serving in a variety of management positions, including Managing Director, Senior Relationship Manager for Investment Banking Financial Sponsors, and Hedge Fund coverage. Mr. Landau also helped to create Merrill Lynch's European Real Estate Investment Banking group. Mr. Landau has over 30 years of experience in the financial services and real estate industries.

Mr. George S. Sanders is currently Executive Vice President, Real Estate and Store Development, of the Company, serving in such capacity since April 2000. Mr. Sanders also served as Senior Vice President, Real Estate and Store Development from March 1997 to April 2000, and as Vice President, Real Estate and Store Construction from April 1994 to March 1997. From February 1993 to April 1994, Mr. Sanders served as Director of Real Estate of the Company. Prior to joining the Company, Mr. Sanders was employed by Melvin Simon and Associates, serving in various positions including real estate developer, manager, and Senior Leasing Representative, from 1983 to 1993. Mr. Sanders has over 30 years of experience in the real estate industry.

Mr. Michael L. Marchetti is currently Executive Vice President of the Company and General Manager of Finish Line Macy's Stores, serving in such capacity since January 2013. Mr. Marchetti served as Executive Vice President, Store Operations from April 2000 to January 2013. Mr. Marchetti also served as Senior Vice President, Store Operations from March 1997 to April 2000, and as Vice President, Store Operations from September 1995 to March 1997. From May 1990 to September 1995, Mr. Marchetti served as Regional Vice President of Champs Sports, a division of Foot Locker, Inc. Mr. Marchetti has been involved in the retail industry for over 30 years.

Mr. Scott E. Hoffman is currently Executive Vice President, Chief Merchandising Officer of the Company, serving in such capacity since joining the Company in September 2012. Prior to joining the Company, Mr. Hoffman served as managing director for Echo Design Group from March 2009 to August 2012. Mr. Hoffman also served as Chief Merchandising Officer of Steve and Barry's from January 2005 to November 2008, has held key merchandising positions at Brooks Brothers and A|X Armani, and served as a buyer for Lord and Taylor. Mr. Hoffman has close to 20 years of experience in the retail industry.

Ms. Dolores A. Kunda has served as a Director of the Company since October 2008. Ms. Kunda is the founder of Lápiz, one of the largest Hispanic advertising agencies in the United States, and has served as that company's President and CEO since its inception in 1999. Lápiz is a division of Leo Burnett USA and all entities are part of French communications holding company, Publicis Groupe. In 2007, Ms. Kunda assumed the position as President of Leo Burnett Puerto Rico concurrent with her position at Lápiz. Ms. Kunda served as Director for Lenox Group Inc. from October 2006 to April 2009, and was a member of the audit committee. Ms. Kunda has been involved in the marketing and advertising field for over 28 years, focusing on the general market, Mexico, the U.S. Hispanic market, and Puerto Rico. Ms. Kunda brings valuable marketing experience to the Board and has particular expertise with respect to the U.S. Hispanic community, which is valuable in community outreach, branding, and diversity initiatives.

Mr. Torrence Boone has served as a Director of the Company since August 2011. As Managing Director of Agency Business Development for Google since 2010, Mr. Boone is responsible for driving Google's strategy and relationships with marketing and advertising agencies across the Americas. Prior to joining Google, Mr. Boone was

global CEO of Enfatico, a full-service, integrated agency, from 2008 to 2010, and from 2001 to 2008 he was a senior executive of Digitas, including serving as President of the digital marketing agency's flagship Boston region. He also previously served as Vice President and General Manager of digital marketing agency, Avenue A (now Razorfish), and was a Senior Manager at Bain & Company. Mr. Boone brings a depth of knowledge and experience in digital marketing as well as strong business acumen to the Board.

Mr. Bill Kirkendall has served as a Director of the Company since July 2001. Mr. Kirkendall is Managing Partner / President of Glen Oaks Country Club, a private golf country club and residential community in West Des Moines, Iowa. Mr. Kirkendall has been a Partner in D.A. Weibring/Golf Resources Group, a worldwide golf course design, management, and consulting firm, since 2006, and currently serves as lead advisor for the Board of Advisors. He was previously the Chief Executive Officer of Pure Motion, Inc., a company that develops and markets technology-based training aids for recreational sports, from 2007 to 2010. From October 1999 to November 2002, Mr. Kirkendall was President and Chief Executive Officer of Orlimar Golf Company, a manufacturer and distributor of golf equipment. Mr. Kirkendall was President and CEO of Tretorn of N.A., Inc., a distributor and licensee of athletic footwear, from 1998 to 1999. Mr. Kirkendall was a driving force with Etonic Inc. (Etonic, Tretorn, Puma USA), a distributor, manufacturer, and licensee of athletic footwear and apparel, from 1982 to 1998, holding the following positions: Sales Representative from 1982 to 1985, National Sales Manager from 1985 to 1986, Vice President from 1986 to 1988, Senior Vice President from 1988 to 1989, Executive Vice President from 1989 to 1991, and President from 1991 to 1998. From 1976 to 1982, Mr. Kirkendall was Vice President of Golden Brothers Inc., a long haul trucking company. Mr. Kirkendall's experience and in-depth knowledge of the athletic retail and sporting goods industries enables him to provide valuable guidance to the Board with respect to management and operational issues and assessment of business and industry trends.

Mr. William P. Carmichael has served as a Director of the Company since July 2003. Mr. Carmichael currently serves as a trustee of the Columbia Funds Series Trust, Columbia Funds Series Trust II, Columbia Funds Master Investment Trust, and Columbia Funds Variable Insurance Trust I, and previously served as Chairman of all of these Funds. He also currently serves as trustee of the Columbia ETF Trust and previously served as Chairman of the Banc of America Funds Trust. From 1998 to 2001, Mr. Carmichael was Senior Managing Director of The Succession Fund, which he co-founded in 1998. Prior to The Succession Fund, Mr. Carmichael served for 26 years in various financial positions with global consumer product companies, including Senior Vice President of Sara Lee Corporation from 1991 to 1993, Senior Vice President of Beatrice Foods from 1984 to 1990, Chief Financial Officer of Beatrice Foods from 1987 to 1990, and Vice President of Esmark, Inc. from 1973 to 1984. Mr. Carmichael has served as a director of Cobra Electronics Corporation since 1994. During the past five years, Mr. Carmichael also served as a director of Spectrum Brands (formerly Rayovac Corporation, from August 2002 to August 2009), Simmons Company (from May 2004 to January 2010), and McMoRan Exploration Co. (from 2010 to June 2013). Mr. Carmichael has extensive experience in corporate finance, accounting, and financial management, and this experience enables Mr. Carmichael to provide valuable guidance to the Board with respect to analyzing its operating results, financial condition, and strategic plans.

Mr. Richard P. Crystal has served as a Director of the Company since October 2009. Mr. Crystal retired as Chairman and Chief Executive Officer of New York & Company, a women's clothing retailer, in 2011. He joined New York & Company in 1996 as President and Chief Executive Officer of what was then Lerner New York. In 2002, Lerner New York became a privately held organization and became known as New York & Company. During his tenure, Mr. Crystal continued to lead the organization as its President and Chief Executive Officer, and in 2004, New York & Company became a public company, with Mr. Crystal serving as Chairman and Chief Executive Officer. As a director of New York & Company, Mr. Crystal served on the Nomination and Governance Committee from 2004 through 2009. Earlier in his career, Mr. Crystal was with R.H. Macy/Federated for 20 years, where he served in a variety of senior management positions, culminating in his appointment as Chairman and Chief Executive Officer, Product Development and Macy Specialty Stores, which included the Aéropostale and Charter Club chains. He began his career with Stern's Department Store in 1966, based in New York City. Mr. Crystal is an experienced leader with over 30 years of experience in the retail industry, which enhances his ability to provide guidance to the Board on the assessment of business and retail industry trends and strategic planning.

Mr. Stephen Goldsmith has served as a Director of the Company since July 1999. Mr. Goldsmith is currently the Daniel Paul Professor of Government and Director of the Innovations in American Government Program at Harvard University's Kennedy School of Government. He also serves as a Senior Strategic Advisor and Independent Consultant to the international law firm of McKenna Long and Aldridge LLP. Previously, Mr. Goldsmith served as the Deputy Mayor of Operations for New York City, serving under Mayor Michael Bloomberg.

from June 2010 to July 2011. From 2001 to 2005, he served as Senior Vice President of ACS State and Local Solutions. Mr. Goldsmith served as Mayor of the City of Indianapolis from January 1992 to December 1999. During the past five years, Mr. Goldsmith also served as a director of U.S. Infrastructure Corporation. Mr. Goldsmith has particular expertise in public affairs and government relations, and has extensive experience in corporate governance, operational leadership, and advising on matters relating to structured finance. This background and experience enables Mr. Goldsmith to provide valuable guidance to the Board, especially with respect to strategic planning and assessment of trends in public policy issues relevant to the Company's business.

Ms. Catherine A. Langham has served as a Director of the Company since April 2006. Ms. Langham is the co-founder, President, and Chief Executive Officer of Langham Logistics, Inc., a global freight management company specializing in expedited transportation, warehousing, and distribution. Ms. Langham has also served as a director of Celadon Group, Inc., a domestic and international truckload carrier, since July 2007 and is a member of Celadon Group's audit and compensation committees. Additionally, Ms. Langham has served as a director and member of the audit committee of H.H. Gregg, a specialty retailer of consumer electronics, home appliances, mattresses, and related services, since February 2010. Ms. Langham is an experienced leader with over 23 years of experience in the logistics industry, which enables her to provide valuable guidance to the Company with respect to sales, marketing, and distribution matters.

Mr. Norman H. Gurwitz has served as a Director of the Company since July 2009. From 1986 through 2009, Mr. Gurwitz served as an advisor to and Vice President, Corporate Counsel, and Director of Human Resources of Emmis Communications, an owner and operator of radio stations and magazines throughout the United States and Europe. Prior to joining Emmis, Mr. Gurwitz was with the Internal Revenue Service in Washington, D.C. for four years and was in private legal practice focusing on corporate matters in Indianapolis for 10 years. He currently serves on the Board of Visitors of the Indiana University Robert H. McKinney School of Law in Indianapolis. Mr. Gurwitz has particular expertise in strategic planning, operational management, and corporate finance matters, which enables him to provide valuable guidance to the Board with respect to analyzing the Company's operating results, financial condition, and strategic plans.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Company's officers and Directors and shareholders who beneficially own more than 10% of the Company's common stock to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the SEC. Officers, directors, and greater than 10% shareholders are required by the SEC to furnish the Company with copies of all Forms 3, 4 and 5 that they file.

Based solely on the Company's review of the copies of the forms it has received and representations from certain reporting persons that they were not required to file a Form 5 for certain fiscal years, the Company believes that, except as follows, all of its officers, Directors, and greater than 10% shareholders have complied with all of the filing requirements applicable to them with respect to transactions during Fiscal 2013. Mr. Glenn S. Lyon, Mr. Samuel M. Sato, Mr. Steven J. Schneider, Mr. Edward W. Wilhelm, Mr. George S. Sanders, Mr. Michael L. Marchetti, and Mr. Beau J. Swenson all surrendered Company shares to cover a part of the tax withholding in connection with the vesting of restricted stock in March 2012. Due to an oversight, such share surrenders, involving one transaction per officer, were reported on a Form 4 as required, but such filings were not made timely. Additionally, the Company believes that one transaction of Mr. Torrence Boone, a Director of the Company, was inadvertently not reported on a Form 4.

Code of Ethics

The Company's Code of Ethics, which is applicable to all Company officers, Directors, and employees, is available on the Company's website at www.finishline.com, under Investor Relations/Corporate Governance/Governance Documents. The Code of Ethics was amended effective February 11, 2013. The amendments primarily addressed the Vendor Gifts, Events, and Hospitality and Interests in Other Businesses and Organizations provisions. The Company intends to disclose waivers under this Code of Ethics, or amendments thereto, on the Company's website at www.finishline.com or, as required, in a report on Form 8-K.

Succession Planning

The Company's executive management positions are a central element in the organization's success. Ensuring that the functions of the executive team are well understood by the Board is important for safeguarding the Company against unplanned and unexpected change. This kind of risk management is equally helpful in facilitating a smooth leadership transition when it is predictable and planned. The Company adopted an Emergency Succession Plan, which was formulated by the Governance & Nominating Committee of the Board and Company management, on January 18, 2012. The Emergency Succession Plan reflects the Company's commitment to sustaining a healthy, functioning organization. The purpose of the Emergency Succession Plan is to ensure that leadership has adequate information and a strategy to effectively manage the Company in the event that a senior executive officer is unable to fulfill his duties. In the event of the unexpected death, incapacity, or resignation of a senior executive officer, the Emergency Succession Plan provides for the executive's successor in such circumstances. Board Advisor, an independent consulting firm, initially assisted the Board in formulating a succession plan. The Governance & Nominating Committee periodically reviews emergency and non-emergency management succession policies and procedures and provides updates to the full Board. In this regard, the committee develops profiles of the appropriate responsibilities, attributes, and requirements for the Company's senior executive officer positions which reflect the Company's business functions, vision, and strategy.

BOARD OF DIRECTORS, COMMITTEES, AND MEETINGS

Independence of Directors

The Board has determined that the majority of its members are “independent directors” under the criteria for independence set forth in the listing standards of the NASDAQ Stock Market (“NASDAQ”). The independent Directors of the Board include Stephen Goldsmith, William P. Carmichael, Bill Kirkendall, Catherine A. Langham, Dolores A. Kunda, Norman H. Gurwitz, Richard P. Crystal, and Torrence Boone. In addition, the members of all committees of the Board, other than the Strategy Committee, are independent directors, and all members of the Audit Committee satisfy the independence requirements set forth in SEC rules and the NASDAQ listing standards.

Meetings and Committees of the Board of Directors

The Board held 6 meetings in Fiscal 2013, and all Directors attended at least 75% of the meetings of the Board and the committees of the Board of which they were members. Members of the Board are expected to attend the Company’s Annual Meeting of Shareholders. All of the then active Board members attended the 2012 Annual Meeting of Shareholders.

The Company has a standing Audit Committee, Compensation Committee, Governance & Nominating Committee, and Strategy Committee. The Audit Committee is comprised of Messrs. Carmichael (Chair), Kirkendall, and Gurwitz. The Compensation Committee is comprised of Mr. Kirkendall (Chair), Ms. Kunda, Mr. Gurwitz, and Mr. Crystal. The Governance & Nominating Committee is comprised of Ms. Langham (Chair), Mr. Goldsmith, Ms. Kunda, and Mr. Crystal. The Strategy Committee is comprised of Messrs. Crystal (Chair), Goldsmith, Kirkendall, Boone, and Lyon, Mr. Sato, the Company’s President, Finish Line Brand, and a non-Director member of the committee, and Mr. Landau, the Company’s Executive Vice President, Chief Business Development Officer, and a non-Director member of the committee.

Audit Committee

The Audit Committee is appointed by the Board and is comprised solely of independent directors (as defined in SEC rules and the NASDAQ listing standards). The Audit Committee appoints the Company’s independent registered public accounting firm each year and approves the terms of engagement and associated compensation. It also approves services that may be proposed by the independent registered public accounting firm, as well as any services provided by other professional financial services providers. The Audit Committee monitors and oversees the quality and integrity of the Company’s accounting process, systems of internal controls, and related enterprise risk management (“ERM”). Each member of the Audit Committee meets the NASDAQ financial knowledge requirements, and the Board has determined that Mr. Carmichael, the Chair of the Audit Committee, meets NASDAQ’s professional experience requirements and qualifies as an “audit committee financial expert” as defined by SEC rules. The Audit Committee is charged with reviewing and monitoring all contemplated related party transactions. At each quarterly meeting, the Audit Committee reviews the enterprise risks relevant to the committee and its duties, and assesses the risk of each decision made by the committee. The duties of the Audit Committee are set forth in its Charter, which is available on the Company’s website at www.finishline.com, specifically at Investor Relations/Corporate Governance/Governance Documents. The Audit Committee met 8 times during Fiscal 2013.

Compensation Committee

The Compensation Committee is appointed by the Board and is comprised solely of independent directors (as defined in the NASDAQ listing standards) and outside directors (as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”)). The Compensation Committee is responsible for discharging the responsibilities of the Board with respect to the compensation structure of the Company’s executive officers, including reviewing and approving the compensation structure of the Chief Executive Officer, and the Board members. In consultation with the Chief Executive Officer and other Company management, the Compensation Committee also reviews and approves the compensation structure for the other executive officers of the Company. When the Compensation Committee discusses and approves compensation for the Company’s Chief Executive Officer, it is the policy of the committee for the Chief Executive Officer to recuse himself from such discussions and for no executive officer of the Company to be present. Decisions concerning the compensation structure of the Chief Executive Officer are recommended to all outside Directors of the Board for approval and/or ratification. The

Compensation Committee is responsible for administering the Company's compensation plans, including The Finish Line, Inc. 2009 Incentive Plan (the "2009 Incentive Plan"). At each quarterly meeting, the Compensation Committee reviews the enterprise risks relevant to the committee and its duties, and assesses the risk of each decision made by the committee. The duties of the Compensation Committee are set forth in its Charter, which is available on the Company's website at www.finishline.com, specifically at Investor Relations/Corporate Governance/Governance Documents. The Compensation Committee met 5 times during Fiscal 2013.

Governance & Nominating Committee

The Governance & Nominating Committee is appointed by the Board and is comprised solely of independent directors (as defined in the NASDAQ listing standards). The Governance & Nominating Committee assists the Board in the oversight of corporate governance matters, including developing and recommending criteria and policies relating to the service and tenure of directors. It also is responsible for identifying and reviewing potential candidates for the Board and making recommendations to the Board for the nomination and election of directors. The Governance & Nominating Committee reviews succession planning recommendations for the Company's senior executive officers, including the Chief Executive Officer. The Governance & Nominating Committee is tasked with assessing the Board's performance and the Chief Executive Officer's performance on an annual basis. In addition, the Governance & Nominating Committee regularly reviews the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") and other legal and regulatory updates, and is responsible for reviewing and assessing the adequacy of the Company's corporate governance principles annually. It also encourages and approves on-going Director education and development. At each quarterly meeting, the Governance & Nominating Committee reviews the enterprise risks relevant to the committee and its duties, and assesses the risk of each decision made by the committee. The duties of the Governance & Nominating Committee are set forth in its Charter, which is available on the Company's website at www.finishline.com, specifically at Investor Relations/Corporate Governance/Governance Documents. The Governance & Nominating Committee met 4 times during Fiscal 2013.

In determining whether to nominate a candidate for election to the Board, the Governance & Nominating Committee considers various criteria, such as the recommendations of fellow Directors, a candidate's relevant business skills and experience, commitment to enhancing shareholder value, and diversity, bearing in mind the composition and requirements of the Board at that point in time. While the Governance & Nominating Committee does not have a formal policy regarding board diversity, the committee assesses the effectiveness of its efforts to have a diverse Board by periodically reviewing the current Board members for geographic, occupational, gender, race, and age diversity. Candidates are identified through a variety of sources, including current and past members of the Board, officers of the Company, individuals personally known by members of the Board, and research. The Governance & Nominating Committee will consider shareholder recommendations of candidates when the recommendations are properly submitted. To be considered, any such shareholder recommendation must be submitted as set forth under the section of this Proxy Statement below entitled "Proposals of Shareholders," and must comply with the notice, information, and consent provisions set forth in the Company's Bylaws. Shareholder nominees will be evaluated under the criteria set forth above. To recommend a prospective nominee for the Board's consideration, a shareholder may submit a candidate's name and qualifications to The Finish Line, Inc., Board of Directors, at Finish Line Customer Central (3308 N. Mitthoeffer Road, Indianapolis, Indiana 46235), in care of the Corporate Secretary.

Strategy Committee

The Strategy Committee is appointed by the Board and is comprised of independent directors (as defined in the NASDAQ listing standards), the Chairman of the Board and Chief Executive Officer of the Company, and other members of Company management involved directly in strategy development and implementation. The Strategy Committee reviews strategic plans and initiatives of the Company and provides advice and insight to Company management relating to the development and implementation of strategic plans. It also serves as a sounding board for Company management on strategic issues, identifies and evaluates potential business or competitive concerns that the Company may face, and reviews resources available to Company management and resource allocation in connection with the Company's strategy and strategic initiatives. At each quarterly meeting, the Strategy Committee reviews the enterprise risks relevant to the committee and its duties, and assesses the risk of each decision made by the committee. The duties of the Strategy Committee are set forth in its Charter, which is available on the Company's website at www.finishline.com, specifically at Investor Relations/Corporate Governance/Governance Documents. The Strategy Committee met 6 times during Fiscal 2013.

Leadership Structure of the Board of Directors

The Company's Bylaws currently provide that the Chairman of the Board may simultaneously serve as the Chief Executive Officer of the Company and shall preside at all Board and shareholder meetings. The Board evaluates, from time to time as appropriate, whether the same individual should serve as Chairman of the Board and Chief Executive Officer or whether these positions should be held by different individuals, based on what the Board considers to be in the best interests of the Company and its shareholders. In this regard, the Board has chosen to permit the same individual to serve as both Chief Executive Officer and Chairman of the Board because the Board believes this combined role can promote unified leadership and direction for the Board and Company management, and also allows for a single, clear focus for the chain of command to execute the Company's business plans. Currently, Mr. Lyon serves as both Chairman of the Board and Chief Executive Officer of the Company, which the Board believes has positively served the Company's interests because of the efficiencies of having the roles combined. By combining the performance of these responsibilities, Mr. Lyon is able to optimize his first-hand knowledge of the operations of the Company, which facilitates his leadership of the Board regarding the Company's business by allowing the Board to have the benefit of his insight and perspective on the affairs of the Company during its deliberations. The Board believes this is an appropriate leadership structure for the reasons set forth above and in light of the fact that the Board has an independent Lead Director as discussed below. To ensure the preservation of good governance, the Board has and will continue to maintain the position of Lead Director so that there will be a strong, independent leader in place to facilitate the consideration of matters and actions taken by the non-employee, independent Directors. Mr. Lyon is not considered an "independent director" under the NASDAQ listing standards.

Since July 2011, Mr. William Carmichael has served as Lead Director of the Board. The Board's independent Directors appoint a Lead Director each year to serve in such capacity for a one-year term. The Lead Director is tasked with helping develop agendas for each of the Board's meetings and presiding as the chair of executive sessions which are generally held in conjunction with each of the Board's regularly scheduled meetings. The Lead Director is also tasked with identifying and developing, in conjunction with the Chairman of the Board and the Governance & Nominating Committee, the Board's compositional needs and criteria for Director candidates, and coordinating responses to questions and/or concerns from shareholders or other interested parties that may be communicated to the Company's non-employee Directors. The Lead Director serves at the discretion of the independent Directors of the Board and may be removed from the position, with or without cause, by a majority vote of the Board's independent Directors or by the appointment of a new Lead Director at any time.

The Company and the Board believe this leadership structure described above is appropriate because it is advantageous to and in the best interests of the Company and the Company's shareholders. In addition, this leadership structure promotes unified direction for the Board and Company management, while at the same time providing a mechanism for strong, independent governance in circumstances where it is advisable or necessary to have the non-employee, independent Directors consider matters and take action.

Board of Director's Role in Risk Oversight

The Board has ultimate oversight responsibilities regarding the risks that could affect the Company. This oversight is conducted primarily through the Audit Committee, which has established procedures for reviewing the Company's risks and throughout the year receives and reviews reports from Company management regarding enterprise risk issues affecting the Company, and also through the Compensation Committee, Governance & Nominating Committee, and Strategy Committee. The established procedures include periodic risk reviews by management with the Audit Committee and an annual risk report submitted to the Board. In response to those reports, the Audit Committee may direct management to consider additional issues or provide additional information to the committee. The Chair of the Audit Committee also reports regularly to the Board regarding the committee's meetings, considerations, and actions, and the risk matters presented to the committee. The types of enterprise risks the Audit Committee considers and monitors include financial, regulatory, and compliance risks that could impact the Company's business. For example, during Fiscal 2013, the Audit Committee considered and monitored issues relating to financial reporting, Dodd-Frank Act compliance, SOX controls, fulfillment, and information technology. In addition, the Compensation Committee considers and reports on risks in connection with the Company's compensation programs, policies, and practices. See "Executive Compensation – Compensation Discussion and Analysis – Tax, Accounting, and Risk Assessment" below for a description of the Compensation Committee's role in risk oversight, which is incorporated herein by reference. Furthermore, at the end of every

Board and committee meeting, the Board members review the discussions from the meeting and assess the risk of each decision made.

While the Board has general risk oversight responsibility, the Company's management is responsible for the day-to-day monitoring and assessment of risks that could affect the Company's business. Both the Company's ERM committee and internal audit department handle monitoring and testing duties for Company-wide policies and procedures and are responsible for identifying and coordinating risk management with key Company executives. The internal audit department regularly provides reports to the Company's Chief Financial Officer, as well as the Audit Committee, on risk management matters. The ERM committee provides periodic reports to Company management and the Audit Committee.

The Company is continuously working to install new, and upgrade its existing, IT and systems to ensure that the Company is protected, to the greatest extent possible, against cyber risks and security breaches. Both Company management and the Board, particularly the Audit Committee, have oversight responsibility for this area and regularly evaluate the systems, policies, and procedures the Company has in place and risk levels, potential additions, modifications, and improvements, and future plans and initiatives.

The Company believes the risk oversight process described above is appropriate in light of the Company's business, size, and management structure. The Company's risk oversight process permits management to run the Company and monitor and assess risk on a day-to-day basis, while at the same time providing for a robust oversight function at the Board level. In addition, the process allows the Company's risk management to evolve as the Company's business evolves.

Corporate Political Spending

It is not, and has not been, the practice of the Company to make corporate political contributions. Pursuant to the Company's Code of Ethics, individual officers, Directors, and employees are free to exercise their right to make political contributions within legal limits. However, the Company will not reimburse individuals for political contributions. Generally, no individual contribution may be made by a Company officer, director, or employee with the expectation of favorable government treatment in return.

Communications with the Board of Directors

Shareholders may communicate with the Board, its committees, the independent Directors as a group, or one or more members of the Board or its committees, by sending a letter to The Finish Line, Inc., Board of Directors (or the applicable member of the Board), at Finish Line Customer Central (3308 N. Mitthoeffer Road, Indianapolis, Indiana 46235), in care of the Corporate Secretary. If, after review of the communication, the Corporate Secretary deems appropriate, the Corporate Secretary will forward such correspondence to the Chairman of the Board or to the applicable Board member. The process by which the Corporate Secretary reviews and forwards correspondence deemed appropriate has been approved by a majority of the Board's independent Directors.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The following is an overview and analysis of the Company's executive compensation structure for the Company's five NEOs for Fiscal 2013: Mr. Glenn S. Lyon, Chief Executive Officer, Mr. Samuel M. Sato, President, Finish Line Brand, Mr. Steven J. Schneider, President and Chief Operating Officer, Mr. Mark S. Landau, Executive Vice President, Chief Business Development Officer, and Mr. Edward W. Wilhelm, Executive Vice President, Chief Financial Officer.

Executive Compensation Objectives

The overall strategy of the Compensation Committee (the "Committee") remains the establishment of a competitive and balanced, performance-based compensation structure. The Company's executive officer compensation is aligned with the performance driven philosophy of the Company and the Committee, and heavily incorporates pay for performance. Performance-based compensation is an important and significant portion of the Company's compensation structure.

For Fiscal 2013, the Committee again strived to achieve this compensation structure through:

- Retention and motivation of key officers responsible for large business components that significantly affect overall Company performance.
- Recognition of individual accountability and performance for meeting and/or exceeding established financial performance objectives.
- Reinforcement of successful performance consistent with Company values and performance goals.
- Facilitating teamwork within the Company's management structure to achieve sustainable financial performance.
- Discouragement of risky, short-term behavior and inappropriate risk-taking that would be reasonably likely to have a material adverse effect on the Company.

The Committee also maintains its commitment for executive compensation to be fundamentally fair to the Company's shareholders and to create long-term shareholder value. Compensation benchmarking, which is discussed further below, plays an important role in setting the compensation for the Company's NEOs. The Committee has focused on competitively aligning NEO compensation with the Company's peer group.

Executive Compensation Overview for Fiscal 2013

Before setting the compensation structure, the Committee strives to accurately evaluate the cyclical retail market within which the Company operates. To assist the Committee in this evaluation for Fiscal 2013, the Committee retained the outside management consulting services of Hay Group, Inc. ("Hay Group"). The services for Fiscal 2013 provided by Hay Group focused on executive compensation, and the fees paid for those services were approved solely by the Committee. During Fiscal 2013, Hay Group did not provide any additional services to the Company or the Company's affiliates other than the executive compensation consulting services to the Committee described herein.

The Committee has assessed the independence of Hay Group pursuant to, and based on the factors set forth in, the SEC's rules and concluded that no conflict of interest exists that would prevent Hay Group from serving as an advisor to the Committee. In making this determination, the Committee reviewed Hay Group's Global Code of Business Conduct and Ethics and its Conflict of Interest Policy, as well as certifications made by each of our executive officers and Directors that he or she did not have a business or personal relationship with Hay Group or any of the individuals at Hay Group working on the Company's engagement.

When setting executive officer compensation for Fiscal 2013, the Committee considered recommendations and proposals from Hay Group and Company management. The executive officers for whom compensation recommendations and proposals were discussed were not present during those discussions with the Committee. When setting the Fiscal 2013 compensation for the Company's Chief Executive Officer, no executive officer of the Company was present. The Committee retains the discretion to accept, adjust, or reject any recommendations and proposals concerning executive officer compensation.

For Fiscal 2013, the Committee, after consultation with Hay Group, determined that the annual compensation structure for the Company's executive officers should consist of a competitive base salary and appropriate performance-based and at-risk elements, including annual cash incentive compensation, long-term cash incentive

compensation, and stock-based equity awards. The Committee believes the at-risk elements align executive performance with short-term and long-term value creation for Company shareholders and take into account:

- The value of Company equity;
- Company-wide performance goals;
- Business area performance goals; and
- Executive team performance goals.

It remains the Committee's practice to establish the overall compensation program for a given performance period within the first 90 days of the applicable performance period. The Committee met in late Fiscal 2012 and early Fiscal 2013 for this purpose. At these meetings, the Committee evaluated performance for Fiscal 2012 and the Company's projections and budget for Fiscal 2013, Fiscal 2014, and Fiscal 2015. The Committee also reviewed peer group, market alignment, and other relevant data from Hay Group. Based on those evaluations, the Committee then considered and approved the compensation structure of each NEO for Fiscal 2013.

Compensation Benchmarking

As part of its analysis in setting executive officer compensation for Fiscal 2013, the Committee considered the compensation of executive officers in comparable positions at competitive companies. In determining executive officers in comparable positions, the Company utilized the "job sizing" report provided by Hay Group (the "Hay Group Report"). The Hay Group Report allows Hay Group to account for job duties, in lieu of only job titles, when comparing executive compensation at peer companies.

In setting the benchmark peer group of companies for Fiscal 2013, the Committee, in consultation with Hay Group, considered criteria that included market capitalization, revenue, recent EBIT (earnings before interest and tax) growth, industry (specialty/retail), competitive market data, and merchandise type. The Fiscal 2013 peer group consisted of the following 14 companies:

- Aéropostale, Inc.
- ANN INC.
- Ascena Retail Group, Inc.
- The Buckle, Inc.
- Chicos FAS, Inc.
- The Children's Place Retail Stores, Inc.
- DSW Inc.
- Foot Locker, Inc.
- Genesco Inc.
- lululemon athletica inc.
- New York & Company, Inc.
- Skechers U.S.A., Inc.
- Ulta Salon, Cosmetics & Fragrance, Inc.
- Urban Outfitters, Inc.

It remains the Committee's goal to set overall executive officer compensation opportunities at or near the median of the peer group. For Fiscal 2012, the Committee continued its multi-year plan to adjust compensation opportunities for its executive officers to generally provide overall compensation opportunities that more closely align with the 50th percentile (according to the Hay Group Report). Previously, the basic components of compensation of the NEOs were generally well below the peer group median according to Hay Group. The Committee was successful in accomplishing its multi-year plan, as the Fiscal 2012 compensation of the NEOs set by the Committee aligned closely with the median of the peer group. The Committee continued to align compensation of the NEOs for Fiscal 2013 with the median of the peer group. Even with that goal, the compensation structure for each NEO may, and often will, vary from this benchmark peer group data because of varied performance factors and/or performance metrics the Committee incorporates into each individual NEO's compensation structure.

Base Compensation

A fundamental component of overall NEO compensation is base salary. Annual performance bonus amounts remain based on a percentage of an NEO's annual base salary. In setting base salary for Fiscal 2013, the Committee "job sized" the NEO by, for example, considering the executive officer's position within the Company, the responsibilities of the position, and the respective NEO's level of accountability, and compared that to the Hay Group Report and analysis provided by Hay Group. The Committee focused on linking merit increases in base salary to the Company's performance in the previous year. The base salary amounts for the Company's NEOs are reflected in the Summary Compensation Table on page 34. Except for the base salary of Mr. Sato, which increased commensurate with his position as President, the base salaries for the NEOs for Fiscal 2013 did not increase over the base salaries for Fiscal 2012.

Performance-Based and At-Risk Incentive Compensation

The Company's Fiscal 2013 incentive and bonus program consisted of three primary components:

- Executive Officer Bonus Program (an annual cash bonus for the achievement of annual performance goals);
- Long-Term Incentive Bonus Program (a long-term cash bonus for the achievement of long-term performance goals); and
- Stock-based awards (a long-term equity program utilizing restricted stock and stock options for the achievement of long-term employment and performance goals).

For Fiscal 2013, which commenced on March 4, 2012, the Committee utilized the 2009 Incentive Plan as the vehicle to grant annual and long-term awards to executive officers.

EXECUTIVE OFFICER BONUS PROGRAM

One performance-based and at-risk element of the Company's annual compensation program is the Executive Officer Bonus Program, which is an annual cash-based bonus program. For Fiscal 2013, the Committee designated nine of the Company's executive officers with a title of "Executive Vice President" or higher, including each of the NEOs, to participate in the Fiscal 2013 Executive Officer Bonus Program ("EOBP13"). The participation of two of those executive officers, who were not employed by the Company for the entire Fiscal 2013, was prorated based on their employment terms. The Committee concluded that these nine executive officers with their respective responsibilities were in the most appropriate positions to drive and influence overall Company financial performance for Fiscal 2013. A specified target bonus amount for each executive officer, expressed as a percentage of such executive officer's base salary, was established. These target bonus percentages were specifically structured around each executive officer's level of accountability, expected influence on Company operations for Fiscal 2013, and the competitive challenges of such executive officer's position within the Company and the retail industry at large. The EOBP13 was established and administered under the Company's shareholder approved 2009 Incentive Plan. The EOBP13 consisted of three categories, each of which was made up of various performance components. The various components of each category, as well as the target bonus percentage amounts for each NEO, are described below. The three categories, which were based on financial performance and other performance measurements and were comprised of objective, pre-established, and measurable components, consisted of:

- *Company Performance Category.* The first EOBP13 category, Company Performance, was comprised of seven qualified Company financial performance goals based on the performance measures permitted by the Company's 2009 Incentive Plan, all designed to motivate and reward Company and individual executive officer performance.
- *Executive Team Performance Category.* The second EOBP13 category, Executive Team Performance, was comprised of five performance goals that were structured to encourage the collective performance of executive management as a team.
- *Super Bonus Category.* The third EOBP13 category, Super Bonus, was comprised of a super bonus designed to reward superior financial performance above the adjusted operating income target of the Company.

EOBP13 Bonus Category Allocation Per NEO

NEO	Company Performance Allocation	Executive Team Performance Allocation	Super Bonus Allocation
Glenn S. Lyon	Up to 85% of base salary	Up to 20% of base salary	Up to 150% of base salary
Samuel M. Sato	Up to 70% of base salary	Up to 15% of base salary	Up to 125% of base salary
Steven J. Schneider	Up to 70% of base salary	Up to 15% of base salary	Up to 125% of base salary
Mark S. Landau	Up to 55% of base salary	Up to 10% of base salary	Up to 100% of base salary
Edward W. Wilhelm	Up to 55% of base salary	Up to 10% of base salary	Up to 100% of base salary

Total Maximum EOBP13 Bonus Potential Per NEO

NEO	Base Salary	Total Maximum Bonus Potential (%)	Total Maximum Bonus Potential (\$)
Glenn S. Lyon	\$950,000	Up to 255% of base salary	\$2,422,500
Samuel M. Sato	\$609,000	Up to 210% of base salary	\$1,278,900
Steven J. Schneider	\$609,000	Up to 210% of base salary	\$1,278,900
Mark S. Landau	\$420,000	Up to 165% of base salary	\$693,000
Edward W. Wilhelm	\$445,000	Up to 165% of base salary	\$734,250

Company Performance Category

Components

The Company Performance Category of the EOBP13 consisted of the following seven components:

- Adjusted Operating Income;
- Digital Operating Income;
- Comparable Store and Digital Sales;
- Gross Margin Performance;
- Aged Inventory Performance;
- Inventory Turnover Performance; and
- Occupancy Cost Control Performance.

Each executive officer's maximum percentage of base salary that could be earned based on achieving Company Performance Category components was allocated by the Committee among those components based on numerous factors, including the influence the executive officer has on achieving the goal. Each of the seven Company Performance components was measured within a percentage range with levels of achievement and was based on results of the Finish Line brand only. For each component, the percentage of base salary allocated to that component was multiplied by the percentage level of achievement for that component, and the resulting percentages were added together to determine the total percentage of base salary earned for all Company Performance Category components.

Adjusted Operating Income Component. In Fiscal 2013, the Adjusted Operating Income goal was based on an operating income performance measure. The range for Fiscal 2013 as a percentage of sales was less than 10.1% for 0% achievement and 10.3% or above for 100% achievement.

Digital Operating Income Component. In Fiscal 2013, the Digital Operating Income goal was based on an increase over the prior year. The range for Fiscal 2013 was less than a 58.5% increase from the prior year for 0% achievement and an increase of 88.6% or above for 100% achievement.

Comparable Store and Digital Sales Component. In Fiscal 2013, the Comparable Store and Digital Sales goal was based on an increase, or gain, in comparable store and digital sales over the prior year. The range for Fiscal 2013 was less than 5.3% for 0% achievement and 6.6% or above for 100% achievement.

Gross Margin Performance Component. In Fiscal 2013, the Gross Margin Performance goal was based on a profit margin performance measure. The range for Fiscal 2013 was 0% achievement for a decrease of more than 110 basis points and 100% achievement for a decrease of 20 basis points or less.

Aged Inventory Performance Component. The Fiscal 2013 Aged Inventory Performance goal was based on achieving minimal aged inventory (at cost) greater than 361 days. The range for Fiscal 2013 was greater than 0.97% for 0% achievement and 0.7% or lower for 100% achievement.

Inventory Turnover Performance Component. For Fiscal 2013, the Inventory Turnover Performance goal was based on a profit margin performance measure. The range for Fiscal 2013 was more than a 10.8% reduction in inventory turns per year for 0% achievement and a 5.1% reduction in inventory turns per year or less for 100% achievement.

Occupancy Cost Control Performance Component. In Fiscal 2013, the Occupancy Cost Control Performance goal was based on controlling occupancy costs as a percentage of sales. The range for Fiscal 2013 was an increase of more than 93 basis points for 0% achievement and an increase of 75 basis points or less for 100% achievement.

Total Maximum Company Performance Category Bonus Potential Per NEO

NEO	Base Salary	Total Maximum Bonus Potential (%)	Total Maximum Bonus Potential for Category (\$)
Glenn S. Lyon	\$950,000	Up to 85% of base salary	\$807,500
Samuel M. Sato	\$609,000	Up to 70% of base salary	\$426,300
Steven J. Schneider	\$609,000	Up to 70% of base salary	\$426,300
Mark S. Landau	\$420,000	Up to 55% of base salary	\$231,000
Edward W. Wilhelm	\$445,000	Up to 55% of base salary	\$244,750

Allocation of Company Performance Components

The weighting of the components that comprised the Company Performance Category varied for each NEO based on a number of factors, including the influence the individual NEO had on the component and the focus the Committee desired the NEO to have on the component. For Fiscal 2013, the percentage allocation of the components that comprised the Company Performance Category for each NEO, which equates to the percentage payout under the category if the component was achieved above the target metric, was allocated as follows:

Glenn S. Lyon, Chief Executive Officer	
• Adjusted Operating Income	50%
• Digital Operating Income	15%
• Comparable Store and Digital Sales	10%
• Gross Margin Performance	10%
• Aged Inventory Performance	5%
• Inventory Turnover Performance	5%
• Occupancy Cost Control Performance	5%
Total of Components = 100%	

Samuel M. Sato, President, Finish Line Brand	
• Adjusted Operating Income	45%
• Digital Operating Income	20%
• Comparable Store and Digital Sales	10%
• Gross Margin Performance	15%
• Aged Inventory Performance	5%
• Inventory Turnover Performance	5%
• Occupancy Cost Control Performance	0%
Total of Components = 100%	

<i>Steven J. Schneider, President and Chief Operating Officer</i>	
• Adjusted Operating Income	45%
• Digital Operating Income	15%
• Comparable Store Sales and Digital Sales	10%
• Gross Margin Performance	10%
• Aged Inventory Performance	5%
• Inventory Turnover Performance	5%
• Occupancy Cost Control Performance	10%
Total of Components = 100%	

<i>Mark S. Landau, Executive Vice President, Chief Business Development Officer</i>	
• Adjusted Operating Income	45%
• Digital Operating Income	15%
• Comparable Store Sales and Digital Sales	10%
• Gross Margin Performance	10%
• Aged Inventory Performance	5%
• Inventory Turnover Performance	5%
• Occupancy Cost Control Performance	10%
Total of Components = 100%	

<i>Edward W. Wilhelm, Executive Vice President, Chief Financial Officer</i>	
• Adjusted Operating Income	45%
• Digital Operating Income	15%
• Comparable Store Sales and Digital Sales	10%
• Gross Margin Performance	10%
• Aged Inventory Performance	5%
• Inventory Turnover Performance	5%
• Occupancy Cost Control Performance	10%
Total of Components = 100%	

Achievement of Company Performance Components

The table below indicates the percentage of each Company Performance component achieved by each NEO for Fiscal 2013.

NEO	Adjusted Operating Income	Digital Operating Income	Comparable Store Sales and Digital Sales	Gross Margin Performance	Aged Inventory Performance	Inventory Turnover Performance	Occupancy Cost Control Performance	Total Earned (out of 100%)	Total Bonus Earned / Payout (\$)
Glenn S. Lyon	0%	15%	5%	4%	5%	5%	0%	34%	\$270,513
Samuel M. Sato	0%	20%	5%	6%	5%	5%	0%	41%	\$172,652
Steven J. Schneider	0%	15%	5%	4%	5%	5%	0%	34%	\$142,811
Mark S. Landau	0%	15%	5%	4%	5%	5%	0%	34%	\$77,385
Edward W. Wilhelm	0%	15%	5%	4%	5%	5%	0%	34%	\$81,991

Executive Team Performance Category

Components

To encourage collaboration and promote a collective effort among the Company's executive officers, the Committee continued to include an Executive Team Performance Category in the EOBP13. This category consisted of the following five measurable performance components:

- Increase average stock price during Fiscal 2013;
- Increase store conversion and average dollar per transaction in Fiscal 2013 as compared to Fiscal 2012;
- Increase digital traffic and conversion in Fiscal 2013 as compared to Fiscal 2012;
- Achieve a minimum percentage of Finish Line brand sales through the Winner's Circle customer loyalty program during Fiscal 2013; and

- Achieve minimum dollar sales through the Company's technical running line of business in Fiscal 2013.

Total Maximum Executive Team Performance Category Bonus Potential Per NEO

Each of the NEOs was eligible for a performance bonus under the Executive Team Performance Category, quantified as a percentage of each NEO's base salary, if the Company achieved at least three of the five listed criteria.

NEO	Base Salary	Total Maximum Bonus Potential (%)	Total Maximum Bonus Potential for Category (\$)
Glenn S. Lyon	\$950,000	Up to 20% of base salary	\$190,000
Samuel M. Sato	\$609,000	Up to 15% of base salary	\$91,350
Steven J. Schneider	\$609,000	Up to 15% of base salary	\$91,350
Mark S. Landau	\$420,000	Up to 10% of base salary	\$42,000
Edward W. Wilhelm	\$445,000	Up to 10% of base salary	\$44,500

Measurement of Executive Team Performance Components

Allocation of the Executive Team Performance Category among the NEOs was structured around each executive officer's level of accountability, expected influence on Company operations for Fiscal 2013, and individual responsibilities. Following is a description of each of the Executive Team Performance Category components and the achievement of each category:

- (1) The first component was measured by averaging the Company's stock price for Fiscal 2013 against the closing price of the stock on the last trading day of Fiscal 2012 and the S&P 600 Index on the last day of Fiscal 2012. The Company's average stock price increase did not meet or exceed the price increase requirement for this component.
- (2) The second component was measured by increasing store conversion and average dollar per transaction by a combined minimum percentage in Fiscal 2013 as compared to Fiscal 2012. The store conversion and average dollar per transaction increase did not meet or exceed the combined increase requirement for this component.
- (3) The third component was measured by increasing digital traffic and conversion by a combined minimum percentage in Fiscal 2013 as compared to Fiscal 2012. The digital traffic and conversion increase did not meet or exceed the combined requirement for this component.
- (4) The fourth component was measured by achieving a minimum percentage of Finish Line brand sales through the Winner's Circle customer loyalty program. Sales achieved through Winner's Circle exceeded the sales performance requirement for this component.
- (5) The fifth component was measured by achieving minimum dollar sales through the Company's technical running line of business. Sales achieved through the technical running line of business did not meet or exceed the sales performance requirement for this component.

Achievement of Executive Team Performance Components

With a total of one of the five components of the Executive Team Performance Category achieved, the Committee concluded that none of the executive officers who were participating in this Executive Team Performance Category of the EOBP13, including none of the NEOs, were eligible for a performance bonus amount under this category. Thus, no bonus payout was earned by any NEO under this category.

Super Bonus Category

Components

For Fiscal 2013, the Committee again utilized a Super Bonus Category as a component of executive officer compensation. The primary objective of this category was to motivate the Company's executive officers to exceed

expectations and provide a sufficient reward if exceptional financial performance was attained. The Super Bonus Category was based on one qualified financial performance component: achievement of above-target performance with respect to the Company's adjusted operating income goal. The achievement range for the Super Bonus Category was structured as a percentage range from 0% to 100%, whereby each 5% increment within such range was assigned a specific operating income dollar level. The actual dollar amount of the Super Bonus Category payout for each NEO was determined by multiplying (1) the NEO's Fiscal 2013 base salary, by (2) the percentage Super Bonus Allocation, by (3) the achievement level.

Total Maximum Super Bonus Potential Per NEO

NEO	Base Salary	Total Maximum Bonus Potential (%)	Total Maximum Bonus Potential for Category (\$)
Glenn S. Lyon	\$950,000	Up to 150% of base salary	\$1,425,000
Samuel M. Sato	\$609,000	Up to 125% of base salary	\$761,250
Steven J. Schneider	\$609,000	Up to 125% of base salary	\$761,250
Mark S. Landau	\$420,000	Up to 100% of base salary	\$420,000
Edward W. Wilhelm	\$445,000	Up to 100% of base salary	\$445,000

Allocation and Payout of Super Bonus

For Fiscal 2013, the Company's adjusted operating income was below the 0% payout level, resulting in no bonus payout for any NEO under the Super Bonus Category.

EOBP13 Achievement and Total Payouts

NEO	Maximum Company Performance Bonus Potential	Company Performance Bonus Achieved	Maximum Executive Team Bonus Potential	Executive Team Bonus Achieved	Maximum Super Bonus Potential	Super Bonus Achieved	Total Maximum Bonus Potential	Total Bonus Achieved / Payout
Glenn S. Lyon	\$807,500	\$270,513	\$190,000	\$0	\$1,425,000	\$0	\$2,422,500	\$270,513
Samuel M. Sato	\$426,300	\$172,652	\$91,350	\$0	\$761,250	\$0	\$1,278,900	\$172,652
Steven J. Schneider	\$426,300	\$142,811	\$91,350	\$0	\$761,250	\$0	\$1,278,900	\$142,811
Mark S. Landau	\$231,000	\$77,385	\$42,000	\$0	\$420,000	\$0	\$693,000	\$77,385
Edward W. Wilhelm	\$244,750	\$81,991	\$44,500	\$0	\$445,000	\$0	\$734,250	\$81,991

Comparison to EOBP 12 Achievement and Total Payouts

The achievement and total payouts to the NEOs last year pursuant to the Company's Fiscal 2012 Executive Officer Bonus Program ("EOBP12"), in comparison to the achievement and total payouts to the NEOs pursuant to the EOBP13 set forth directly above, were as follows (* Mr. Landau was not an NEO in Fiscal 2012):

EOBP12 Achievement and Total Payouts

NEO	Maximum Company Performance Bonus Potential	Company Performance Bonus Achieved	Maximum Executive Team Bonus Potential	Executive Team Bonus Achieved	Maximum Super Bonus Potential	Super Bonus Achieved	Total Maximum Bonus Potential	Total Bonus Achieved / Payout
Glenn S. Lyon	\$760,000	\$760,000	\$190,000	\$190,000	\$1,425,000	\$285,000	\$2,375,000	\$1,235,000
Samuel M. Sato	\$373,100	\$373,100	\$79,950	\$79,950	\$666,250	\$133,250	\$1,119,300	\$586,300
Steven J. Schneider	\$426,300	\$426,300	\$91,350	\$91,350	\$761,250	\$152,250	\$1,278,900	\$669,900
Mark S. Landau *	-	-	-	-	-	-	-	-
Edward W. Wilhelm	\$244,750	\$244,750	\$44,500	\$44,500	\$445,000	\$89,000	\$734,250	\$378,250

LONG-TERM INCENTIVE BONUS PROGRAM

Components and Award

The Committee continued its Long-Term Incentive Bonus Program for Fiscal 2013, which is based on a three-year financial performance cycle of adjusted operating income that includes Fiscal 2013, Fiscal 2014, and Fiscal 2015 ("LTIB13"). The LTIB13 is a performance-based, at-risk element of the Company's compensation program. The purpose of the LTIB13 is to focus executive management on long-term Company performance.

Under the LTIB13, each of the NEOs is eligible to earn up to the target amount specified below if the Company achieves adjusted operating income of at least \$489,431,000, cumulatively, over the three-year performance cycle. To the extent that adjusted operating income for the three-year performance cycle is less than the stated goal but is within 90% of such goal, or \$440,487,900, then the bonus award amount will be one-half of the target amount. If cumulative adjusted operating income for the three-year performance cycle is less than 90% of the performance goal, then no bonus will be paid under the LTIB13.

For Mr. Lyon, the LTIB13 target amount was set at \$225,000, for Mr. Sato and Mr. Schneider at \$150,000, and for Mr. Landau and Mr. Wilhelm at \$75,000. Potential award amounts under the LTIB13 for each NEO are also reflected in the Fiscal Year 2013 Grants of Plan-Based Awards Table on page 36.

As disclosed in prior years' proxy statements, the Committee established long-term incentive bonus plans for Fiscal 2011, Fiscal 2012, and Fiscal 2013 ("LTIB11"), and Fiscal 2012, Fiscal 2013, and Fiscal 2014 ("LTIB12"), each based on a three-year performance cycle with a specified cash bonus amount payable to each plan participant upon the Company's achievement of certain financial performance goals over the applicable three-year cycle (all based on achieving a cumulative three year adjusted operating income goal).

Potential awards under the LTIB11 and LTIB12 were described in the proxy statements filed with the SEC for the Company's 2011 Annual Meeting of Shareholders and 2012 Annual Meeting of Shareholders, respectively.

Achievement of LTIB11 and LTIB12

With respect to the LTIB11, the goal was for the Company to achieve adjusted operating income of at least \$307,817,000, cumulatively, over the three-year performance period of Fiscal 2011, Fiscal 2012, and Fiscal 2013. If 100% of this goal was achieved, a payout of 100% of the bonus was to be paid to the executive officers, and if less than 100% but at least 90% was achieved, 50% of the bonus was to be paid. For the LTIB11, the full incentive bonus was paid to the NEOs because 100% of the goal was achieved, as the adjusted operating income for the performance period exceeded the goal. Specifically, Mr. Lyon received \$225,000, Mr. Schneider received \$150,000, and Mr. Sato and Mr. Wilhelm each received \$75,000. Mr. Landau did not receive a payout from the LTIB11 as he was not an executive officer of the Company at the time the LTIB11 was implemented.

No incentive bonus amounts were paid under the LTIB12 during Fiscal 2013 because the three-year performance period of Fiscal 2012, Fiscal 2013, and Fiscal 2014 for that plan has not yet expired.

Certification and Payout of EOBP13 and LTIB11 Bonuses

All EOBP13 and LTIB11 compensation was paid after the end of Fiscal 2013 once the Committee evaluated the Company's performance relative to the performance goals established at the beginning of Fiscal 2013 (for the EOBP13) and in Fiscal 2011 (for the LTIB11) and certified all bonus program payouts. At the request of the Committee, the Company's internal audit department reviewed and verified the EOBP13 and LTIB11 and the calculated payouts, and concluded that all bonus calculations were accurate and in accordance with the EOBP13 and LTIB11. As part of their duties under their respective committee Charters, the Audit Committee then reviewed and confirmed the achievement of the NEO's EOBP13 and LTIB11 incentive compensation performance metrics and advised the Committee of the same, and subsequently the Committee reviewed (including Company performance goals and objectives and other appropriate and relevant factors) and approved the NEO's compensation for Fiscal 2013. All EOBP13 and LTIB11 award amounts are reflected in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table on page 34. To remain eligible for the bonus awards under the EOBP13 and the LTIB11, generally, and subject to the terms of the employment agreements described below, the executive officer must remain employed during the term of the award in an eligible position with the Company.

STOCK-BASED AWARDS

The final performance-based and at-risk element of the Company's compensation program is stock-based awards. The Committee believes that an appropriately balanced executive compensation structure must include a sufficient opportunity based on the value of Company equity. In this context, Company equity provides an appropriately balanced performance-based and/or at-risk component, giving the executive officer a direct financial stake in the Company, and motivating executive officer efforts toward increasing overall Company value to the benefit of all shareholders of the Company. Before establishing the equity component of Fiscal 2013 executive officer

compensation, the Committee considered competitive data provided by Hay Group and recommendations from Company management. The Committee also considered the executive officer's prior performance, the importance of retaining the executive officer's services, and the potential for the executive officer's performance in helping the Company achieve long-term performance objectives. Company equity awards that are part of annual executive compensation are determined at the beginning of the fiscal year, although equity awards may be granted at other times during the year in the event of a new hire or other special circumstances.

Components

For Fiscal 2013, the Committee continued to implement some of the recommendations provided by Hay Group and utilized a formula developed by the Committee in consultation with Hay Group by which it could more effectively provide a balanced equity component for the Company's executive officers. Fiscal 2013 equity allocation for the executive officers was based primarily on the following two factors:

- The total equity component of an eligible executive officer's Fiscal 2013 annual compensation would be equal to a multiple of base salary which varied by position based on a number of factors, including job sizing.
- For each of the executive officers, the equity component was divided as follows: 30% constituted the dollar value of performance-based restricted stock for Fiscal 2013, 20% constituted the dollar value of time-based restricted stock for Fiscal 2013, and 50% constituted the dollar value of non-qualified stock option grants for Fiscal 2013. This constituted a move toward even greater performance-based compensation, as the percentage allotted to performance-based restricted stock increased 5% in Fiscal Year 2013 (30%, from 25% in Fiscal 2012) and the percentage allotted to time-based restricted stock decreased by 5% in Fiscal 2013 (20%, from 25% in Fiscal 2012).

For the Fiscal 2013 grants, the Committee awarded restricted stock and stock options pursuant to the terms of the 2009 Incentive Plan. The 2009 Incentive Plan authorizes a pool of 6,500,000 total Company shares that can be issued during the term of the 2009 Incentive Plan. As of the beginning of Fiscal 2013, 1,536,032 outstanding shares had been issued in prior years and, based on forfeited shares and unissued shares, 4,963,968 shares remained available for issuance. Therefore, when the Committee calculated the number of shares it intended to grant to executive officers in the form of restricted stock and stock options at the beginning of Fiscal 2013, it concluded that the remaining number of shares available for grant under the 2009 Incentive Plan was more than sufficient to meet its compensation objectives. The Committee's methodology for determining the amount and allocation of Company equity as part of Fiscal 2013 executive officer compensation is more fully discussed below.

Awards

The Committee proceeded to award the performance-based restricted stock, time-based restricted stock, and non-qualified stock options for Fiscal 2013 on the date it determined the equity allocation portion for each NEO, which was April 2, 2012. All equity awards granted to the NEOs during Fiscal 2013 are reflected in the Summary Compensation Table on page 34 and the Fiscal Year 2013 Grants of Plan Based Awards Table on page 36.

The restricted stock (performance-based and time-based) granted in Fiscal 2013 was restricted shares of the Company's common stock. The stock options granted in Fiscal 2013 were non-qualified options to purchase shares of the Company's common stock. The Company's common stock entitles the holders thereof to one vote for each share.

Vesting Schedule

The restricted stock (performance-based and time-based) granted will vest pursuant to a three-year cliff-vesting schedule, whereby 100% of the restrictions on all such restricted stock grants will lapse and the shares granted will vest on April 2, 2015 (subject to meeting performance goals with respect to performance-based restricted stock). Generally, if an executive officer's employment ends prior to vesting for any reason other than, with respect to time-based restricted stock, death, disability, or retirement, all unvested shares of restricted stock are forfeited. Dividends, if any, are paid on all shares of restricted stock at the same rate as those received by all other shareholders of the Company (however, with respect to performance-based restricted stock, dividends are paid in shares and received only to the extent the performance goals are met). Executive officers have the right to vote shares of restricted stock.

With respect to the time-based restricted stock grants, the executive officer will receive the underlying stock on the applicable vesting date as long as the executive is employed by the Company at all times from the grant date until the vesting date. In addition to continued employment, performance-based restricted stock vesting requires the executive to meet certain pre-established performance goals in order to receive the underlying stock on the vesting date. These performance goals are based on achieving a certain compounded annual growth rate with respect to net income over the performance period.

The vesting schedule for stock options granted remains a tiered vesting schedule that spans four years with 10% of the total grant vesting after year one, 20% after year two, 30% after year three, and the remaining 40% after year four. The vesting dates for options granted remains the anniversary date of the initial grant. Generally, if an executive officer's employment ends prior to a vesting date for any reason other than death, disability, or retirement, all unvested non-qualified stock options are forfeited. Executive officers have no right to vote or to receive dividends on shares of stock underlying options until after the exercise of such options.

Company restricted stock and option awards granted as part of Fiscal 2013 annual compensation to NEOs, including vesting schedules, are reflected in the Fiscal Year 2013 Grants of Plan-Based Awards Table on page 36.

Restricted Stock Award to Glenn S. Lyon

On November 2, 2012, Glenn S. Lyon, our Chief Executive Officer, received a time-based restricted stock award of 164,861 shares of common stock under the 2009 Incentive Plan. This award was made to Mr. Lyon due to his importance as the architect of the Company's omni-channel strategy and his role in the continuing successful expansion of the Company. The shares awarded will vest in one installment, in full, on November 2, 2016, subject to possible earlier forfeiture and other vesting exceptions, as described below. Pursuant to these provisions, if Mr. Lyon suffers a termination of employment prior to November 2, 2016, all of the restricted shares awarded to him will be forfeited. However, if Mr. Lyon suffers a termination of employment as a result of his termination by the Company without "Cause" (as defined in his employment agreement) (see "Potential Payments in the Event of Termination or a Change in Control" below), or as a result of Mr. Lyon's resignation for "Good Reason" (as defined below), then the restricted shares will vest as follows: (i) if such termination event occurs between 5/2/13-11/2/13, then 25% of the restricted shares will vest; (ii) if such termination event occurs between 11/3/13-11/2/14, then 50% of the restricted shares will vest; (iii) if such termination event occurs between 11/3/14-11/2/15, then 75% of the restricted shares will vest; and (iv) if such termination event occurs after 11/2/15, then 100% of the restricted shares will vest. Notwithstanding the foregoing, all of the unvested restricted shares will automatically vest upon a termination of Mr. Lyon's employment by reason of either his "Retirement" (which, for purposes of the award, means a termination of employment on or after Mr. Lyon reaches age 67), or his death or permanent disability. Mr. Lyon is entitled to vote and receive dividends and distributions on the restricted shares.

For purposes of Mr. Lyon's award, "Good Reason" means if, other than for Cause, any of the following has occurred: (i) any material diminution in Mr. Lyon's base compensation (except for across the board reductions for all similarly situated Company executives); (ii) a material change in the geographic location at which Mr. Lyon must perform services; (iii) a material breach by the Company of Mr. Lyon's award agreement; or (iv) if a termination of Mr. Lyon's employment occurs within 30 days prior to or two years following a Change in Control (as defined in his employment agreement) (see "Potential Payments in the Event of Termination or a Change in Control" below), a material diminution in Mr. Lyon's authority, duties, or responsibilities. Certain notice and cure provisions apply in order for Mr. Lyon to properly invoke a termination for Good Reason.

Stock Ownership Guidelines

The Board believes that the Company's executive officers and directors should own and hold Company common stock to further align their interests with the interests of shareholders of the Company and to further promote the Company's commitment to sound corporate governance. Therefore, effective March 1, 2011, the Board adopted minimum stock ownership guidelines applicable to all executive officers holding the position of Executive Vice President and higher and all non-employee directors. In the event a director also serves as an executive officer, the director is subject to the specific executive officer stock ownership guidelines instead of the guidelines which apply specifically to directors.

For purposes of meeting the guidelines, shares of Company common stock owned directly, shares owned indirectly by a spouse, minor child, domestic partner, or a trust, shares obtained through Company retirement plans, and time-based restricted stock are included as qualifying shares which count toward the satisfaction of the

guidelines. The Committee is responsible for monitoring and enforcing the guidelines and has the authority to modify the guidelines in its discretion. The Committee, in its discretion, may waive the guidelines as applied to directors if compliance would create severe hardship, require a director to retain stock after vesting which the director would otherwise sell to pay resulting income tax obligations, require a director to purchase stock on the open market, or prevent a director from complying with a court order or settlement agreement. As applied to executive officers, the Committee may waive the guidelines if compliance would create severe hardship or prevent an executive officer from complying with a court order or settlement agreement. Following are descriptions of specific provisions of the stock ownership guidelines that apply separately to executive officers and directors.

Executive Officer Guidelines

The guidelines require each executive officer covered by the guidelines to own Company common stock in an amount not less than a multiple of the executive officer's base salary. The currently applicable multiples are as follows: (i) for the Chief Executive Officer, three times (3x) base salary; (ii) for the Presidents, two times (2x) base salary; and (iii) for each Executive Vice President level officer and higher, including if and as applicable, the Chief Financial Officer and Chief Business Development Officer, one times (1x) base salary. Total stock ownership by each executive officer is calculated as of the first day of each of the Company's fiscal years based on the base salary then applicable to the individual, and the average per share closing price of the Company's common stock over the prior fiscal year. The Company's goal is for each newly-appointed executive officer to achieve the minimum ownership level within five years of first becoming an executive officer covered by the guidelines or, for those individuals who were already covered by the guidelines as of the effective date of the guidelines, by March 1, 2016. In the event an executive officer's base salary increases, the individual will have five years from the time of the increase to meet the stock ownership guidelines with respect to the increase.

Director Guidelines

The guidelines require each non-employee Director to own Company common stock in an amount not less than three times (3x) the Director's annual cash retainer. Total stock ownership by each Director is calculated as of the first day of each of the Company's fiscal years based on the annual cash retainer then applicable to the Director, and the average per share closing price of the Company's common stock over the prior fiscal year. The Company's goal is for each newly-elected Director to achieve the minimum ownership level within three years of first becoming a Director or, for those individuals who were already serving on the Board as of the effective date of the guidelines, by March 1, 2014. In the event a Director's cash retainer increases, the Director will have three years from the time of the increase to meet the stock ownership guidelines with respect to the increase.

Perquisites

It is the Company's practice not to provide perquisites to its NEOs other than minimal perquisites to the Chief Executive Officer and the Presidents. Prior to Fiscal 2013, the Company only provided perquisites to the Chief Executive Officer. However, for Fiscal 2013, the Committee determined the Company's Presidents also should be eligible to receive minimal perquisites. In this regard, for Fiscal 2013, the Company paid Mr. Lyon's annual country club membership dues and also provided Mr. Lyon with a vehicle allowance. The amounts paid to Mr. Lyon for these perquisites are reflected in the column entitled "All Other Compensation" of the Summary Compensation Table on page 34. In addition, Mr. Lyon, Mr. Sato, and Mr. Schneider are entitled to personal usage of the Company aircraft, up to a maximum of ten hours per year each for personal use. The amounts attributable to those executive officers for that perquisite are reflected in the column entitled "All Other Compensation" of the Summary Compensation Table on page 34.

Employment Agreements

The Company remains a party to employment agreements, as amended, with Mr. Lyon, Mr. Sato, Mr. Schneider, and Mr. Wilhelm, and an employment agreement with Mr. Landau. The terms of these employment agreements remain generally consistent for each NEO, and obligate the Company to make certain payments to the executive officer in certain termination events (where payment formulas vary by executive officer position, except in the event of a change in control in which the formula is the same). The Company maintains these agreements as a means of remaining competitive, focusing each such executive officer on shareholder interests when considering strategic alternatives, restricting executive officers from competing in certain situations, and providing income protection in the event of involuntary loss of employment. Information regarding applicable payments to each NEO

under such agreements and in certain termination events is provided in the section entitled "Potential Payments in the Event of a Termination or a Change in Control" beginning on page 43.

Qualified Deferred Compensation

The Company maintains The Finish Line, Inc. Profit Sharing and 401(k) Plan ("401(k) Plan"), which is a defined contribution plan qualified under Sections 401(a) and 401(k) of the Code. All employees of the Company age 21 and older, including each of the NEOs, are eligible to participate in the 401(k) Plan upon meeting certain qualifications. Effective January 1, 2012, the Company amended the 401(k) Plan to qualify as a safe harbor plan.

The 401(k) Plan provides that participants may elect to contribute a portion of their compensation to the Plan up to a maximum annual amount of \$17,500 per participant. Participants age 50 and over may elect to contribute an additional \$5,500 of their compensation annually. The Company makes matching contributions for each participant dollar for dollar on the first 3% of a participant's compensation contributed and then fifty cents per dollar on the next 2% of compensation contributed, which would yield a maximum 4% annual Company match. Matching contributions made by the Company on behalf of the NEOs are reflected in the Summary Compensation Table on page 34.

Participants are permitted to make withdrawals from the 401(k) Plan upon reaching the age of 59½. Participants are allowed to choose from a variety of investment vehicles in which to invest their 401(k) Plan contributions and, in the absence of a choice by a participant, 401(k) Plan contributions are invested in target date retirement funds.

Non-Qualified Deferred Compensation

The Company also maintains The Finish Line, Inc. Non-Qualified Deferred Compensation Plan ("NQDC Plan"). The purpose of the NQDC Plan is to offer certain officers and key employees of the Company the opportunity to defer additional compensation. The Committee administers the NQDC Plan and determines which individuals are eligible to participate in it. Each NEO of the Company, except for Mr. Landau, has participated in the NQDC Plan.

Under the NQDC Plan, a participant is eligible to defer a percentage of his or her compensation (up to a maximum of 80%) on a pre-tax basis. Participants were entitled to matching Company contributions for deferrals made under the NQDC Plan prior to January 1, 2012. However, effective January 1, 2012, additional Company matching contributions on deferrals are no longer made. The Company did not make any matching contributions under the NQDC Plan on behalf of the NEOs during Fiscal 2013.

Incentive Plans

2002 Stock Incentive Plan

On April 25, 2002, the Board approved the 2002 Stock Incentive Plan of The Finish Line, Inc. (the "2002 Plan"), which became effective upon approval by the Company's shareholders on July 18, 2002. The 2002 Plan was amended and restated on July 21, 2005, and further amended on December 20, 2006, July 17, 2008, and July 23, 2009. The purpose of the 2002 Plan has been to enable the Company to attract, retain, and motivate its directors, officers, and employees and to further align their interests with those of the Company's shareholders by providing for or increasing the proprietary interest of the directors, officers, and employees. The Committee administers the 2002 Plan.

No awards have been granted under the 2002 Plan since April 14, 2009. As a result of the adoption of the Company's 2009 Incentive Plan (described below) on July 23, 2009, the 2002 Plan is no longer available for use to grant new awards, other than awards granted solely from shares returned to the 2002 Plan by forfeiture after July 23, 2009. Pursuant to previous awards, as of March 2, 2013 there were no shares of unvested incentive stock, and stock options for 931,381 shares of common stock, outstanding under the 2002 Plan. In any event, no further awards are permitted to be granted under the 2002 Plan.

2009 Incentive Plan

On April 23, 2009, the Board approved the 2009 Incentive Plan, which became effective upon approval by the Company's shareholders on July 23, 2009. The purposes of the 2009 Incentive Plan are to foster and promote the long-term financial success of the Company and to materially increase shareholder value by motivating performance through incentive compensation. The 2009 Incentive Plan is also intended to encourage participant ownership in the Company, attract and retain talent, and enable participants to participate in the long-term growth and financial success of the Company. The Committee administers the 2009 Incentive Plan, but any action that may be taken by the Committee may instead be taken solely by the full Board. Awards available under the 2009 Incentive Plan include incentive stock options, restricted stock, performance awards, non-qualified stock options, stock appreciation rights, deferred stock, and bonus awards.

Pursuant to the 2009 Incentive Plan, a total of 6,500,000 shares of common stock have been reserved for issuance for awards. Of the 6,500,000 shares reserved, the maximum number of shares which may be used for awards other than stock options or stock appreciation rights is 2,500,000 shares. The maximum number of shares available for issuance under the 2009 Incentive Plan, as well as the exercise or settlement prices of awards, will be adjusted to reflect certain events, such as a stock dividend, stock split, combination of shares, recapitalization, or reorganization. Upon the approval of the 2009 Incentive Plan by the Company's shareholders on July 23, 2009, the 2002 Plan immediately ceased to be available for the grant of new awards, other than (i) awards granted solely from shares returned to the 2002 Plan by forfeiture after July 23, 2009, and (ii) the exchange of the Company's Class A Common Shares subject to unvested incentive stock awards for Class B Common Shares. On July 20, 2012, all the Company's Class B Common Shares were converted into an equal number of Class A Common Shares and the Company's dual class stock structure was eliminated. The 2009 Incentive Plan will remain in effect until expiration or earlier termination by the Company or when all shares available for award under the 2009 Incentive Plan have been granted. No incentive stock options may be granted after July 23, 2019. Eligibility to participate in the 2009 Incentive Plan is limited to (i) current and prospective employees of the Company and certain affiliates, (ii) consultants or advisors to the Company and certain affiliates, and (iii) current or prospective non-employee members of the Board and certain affiliates.

During Fiscal 2013, 418,825 shares of restricted stock and options to purchase 518,108 shares of common stock were granted under the 2009 Incentive Plan. As of March 2, 2013, 4,168,676 shares of common stock remain available for issuance pursuant to future awards under the 2009 Incentive Plan.

Tax, Accounting, and Risk Assessment

To the extent readily determinable, the Committee takes into consideration the accounting and tax treatment of the various aspects of the Company's executive compensation structure. The Company's executive compensation plans are designed so that if the Committee so chooses, certain elements of compensation could be deductible under Section 162(m) of the Code. Since some types of compensation payments and their deductibility depend upon factors outside of the Committee's or the Company's control and because interpretations and changes in the tax laws and other factors beyond the Committee's control may affect the deductibility of compensation, among other reasons, the Committee will not necessarily limit executive compensation to that which is deductible under applicable provisions of the Code. The Committee will consider various alternatives to preserving the deductibility of compensation payments and benefits to the extent reasonably practicable and only to the extent consistent with its compensation objectives and strategy.

Beyond what the Sarbanes-Oxley Act of 2002, as amended ("SOX"), requires, or except as to the Company's Chief Executive Officer and Chief Financial Officer under applicable SOX requirements or otherwise, the Company does not currently have a policy requiring a specific course of action with respect to compensation adjustments following later restatements of financial results. Under those circumstances, the Committee would evaluate whether adjustments, including implementation of recoupment procedures, are appropriate based upon the facts and circumstances surrounding the restatement and existing laws.

Section 409A of the Code governs the timing of deferrals and form of payment under the Company's NQDC Plan. The Committee believes that the Company has been operating the NQDC Plan in good faith compliance with Code Section 409A.

The Committee has reviewed with Company management the overall design and operation of compensation arrangements for the purpose of determining whether such programs might encourage inappropriate risk-taking that would be reasonably likely to have a material adverse effect on the Company. Both the Committee and Company management thoroughly evaluated the Company's compensation plans, programs, and policies and any related risks which would be reasonably likely to have a material adverse effect. In setting and monitoring executive compensation for the fiscal year, the Committee, during most or all of its quarterly meetings, identified potential risks to the Company as part of its review. The Committee then evaluated such risks and the possible effect on the Company and subsequently discussed such items on various occasions with the Committee's outside executive compensation consultant, Hay Group, and with Company management. As part of the Committee's discussion with Company management, a review of the overall design and operation of executive compensation arrangements and analysis of any programs which might encourage inappropriate risk-taking by the Company were carried out. In addition, Company management presented to the Committee its own internal assessment of both executive and non-executive compensation, which was developed over a series of management meetings, and potential related risks, and further discussed and evaluated with the Committee the risks identified. After this evaluation process and a final analysis, the Committee concluded that the Company's overall compensation plans and its related programs and policies, considered as a whole, did not create, and are not reasonably likely to have, any material adverse effect on the Company.

Throughout Fiscal 2013, both the Committee and Company management had controls and processes in place, outside of regularly scheduled meetings, in order to identify and track compensation related issues, including potential risks to the Company, on an ongoing basis. The Committee and Company management were effectively and readily able to recognize, discuss, and evaluate potential risks at their regular meetings, thus leading the Committee and Company management to be especially cognizant of potential compensation related risks to the Company continuously throughout the year.

Transactions With Related Persons

In accordance with the Company's Audit Committee Charter, the Audit Committee maintains responsibility for reviewing and approving any transactions with related persons. Pursuant to the Company's Related Persons Transaction Policies and Procedures, the Audit Committee reviews the material facts of all interested transactions and either approves or disapproves of the entry into such a transaction in advance. Interested transactions are those transactions, arrangements, or relationships in which (i) the aggregate amount involved will or may be expected to exceed a pre-established dollar threshold in any calendar year, (ii) the Company is a participant, and (iii) an executive officer, director, or nominee for election as a director of the Company, greater than 5% beneficial owner of the Company's stock, or an immediate family member of any of the foregoing (each, a "related person") has or will have a direct or indirect material interest. In determining whether to approve or disapprove an interested transaction, the Committee takes into account, among other factors, whether the interested transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances and the extent of the related person's interest in the transaction. The Company did not enter into any material financial transactions with any related person during Fiscal 2013. If any such material interested transaction were contemplated, the terms of the transaction would be reviewed and approved by the Audit Committee prior to the Company entering into such transaction.

Compensation Committee Interlocks and Insider Participation

Members of the Compensation Committee have no interlocks or insider participation, and no member is or has been a former employee or officer of the Company.

Compensation Committee Report

The Compensation Committee of the Company's Board has reviewed and discussed the foregoing Compensation Discussion and Analysis with Company management and based on such review and discussion, has recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into the Company's Annual Report on Form 10-K for Fiscal 2013.

This report is respectfully submitted by the members of the Compensation Committee set forth below:

Bill Kirkendall, Chair
Dolores A. Kunda
Norman H. Gurwitz
Richard P. Crystal

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus⁽¹⁾ (\$)	Stock Awards (2)(3) (\$)	Option Awards⁽⁴⁾ (\$)	Non-Equity Incentive Plan Compensation⁽⁵⁾ (\$)	All Other Compensation (\$)	Total (\$)
Glenn S. Lyon <i>Chief Executive Officer</i>	2013	\$ 950,000	\$ 0	\$ 4,758,750	\$ 1,258,750	\$ 495,513	\$ 69,906 ⁽⁶⁾	\$ 7,532,919
	2012	\$ 950,000	\$ 0	\$ 1,187,500	\$ 1,187,500	\$ 1,460,000	\$ 32,130	\$ 4,817,130
	2011	\$ 775,000	\$ 56,250	\$ 562,063	\$ 562,063	\$ 1,583,750	\$ 79,282	\$ 3,618,408
Samuel M. Sato <i>President, Finish Line Brand</i>	2013	\$ 609,000	\$ 60,417	\$ 429,345	\$ 429,345	\$ 247,652	\$ 33,629 ⁽⁷⁾	\$ 1,809,388
	2012	\$ 533,000	\$ 35,417	\$ 535,400	\$ 562,467	\$ 661,300	\$ 11,164	\$ 2,338,748
	2011	\$ 430,538 ⁽⁸⁾	\$ 22,750	\$ 143,100	\$ 143,100	\$ 710,599	\$ 21,114	\$ 1,471,201
Steven J. Schneider <i>President and Chief Operating Officer</i>	2013	\$ 609,000	\$ 0	\$ 429,345	\$ 429,345	\$ 292,811	\$ 33,060 ⁽⁹⁾	\$ 1,793,561
	2012	\$ 609,000	\$ 0	\$ 395,850	\$ 395,850	\$ 819,900	\$ 13,673	\$ 2,234,273
	2011	\$ 562,000	\$ 18,750	\$ 345,378	\$ 345,378	\$ 1,024,200	\$ 46,982	\$ 2,342,688
Mark S. Landau <i>Executive Vice President, Chief Business Development Officer</i>	2013	\$ 420,000	\$ 0	\$ 228,900	\$ 228,900	\$ 77,385	\$ 158,248 ⁽¹⁰⁾	\$ 1,113,433
Edward W. Wilhelm <i>Executive Vice President, Chief Financial Officer</i>	2013	\$ 445,000	\$ 0	\$ 242,525	\$ 242,525	\$ 156,991	\$ 22,245 ⁽¹¹⁾	\$ 1,109,286
	2012	\$ 445,000	\$ 0	\$ 222,500	\$ 222,500	\$ 453,250	\$ 12,697	\$ 1,355,947
	2011	\$ 407,000	\$ 0	\$ 145,125	\$ 145,125	\$ 508,750	\$ 29,429	\$ 1,235,429

- (1) Except as otherwise indicated, amounts reflected in this column for Fiscal 2013 and prior fiscal years are discretionary cash bonuses made to the respective NEO and approved by the Committee.
- (2) Amounts in this column represent the aggregate grant date fair value of each award computed in accordance with Accounting Standards Codification (“ASC”) Topic 718, and with respect to performance-based stock awards subject to performance conditions, the included amount is based upon the probable outcome of the performance conditions at target as of the grant date. If the conditions for the highest level of performance are achieved, the values of the performance-based awards for Fiscal 2013, Fiscal 2012, and Fiscal 2011 at the grant dates would be as follows: Mr. Lyon (2013 – \$1,132,875; 2012 – \$890,625; 2011 – \$421,547); Mr. Sato (2013 – \$386,411; 2012 – \$259,838; 2011 – \$107,325); Mr. Schneider (2013 – \$386,411; 2012 – \$296,888; 2011 – \$259,034); Mr. Landau (2013 – \$206,010); and Mr. Wilhelm (2013 – \$218,273; 2012 – \$166,875; 2011 – \$108,845). Performance-based awards granted in Fiscal 2011 achieved the highest performance level and vested on March 11, 2013, resulting in the following values at vesting based on a stock price of \$18.40 per share: Mr. Lyon (\$609,325); Mr. Sato (\$155,112); Mr. Schneider (\$374,394); and Mr. Wilhelm (\$157,320). For the assumptions made in the valuation of these stock awards, see Notes 1 and 7 to our audited consolidated financial statements included in Item 8 of our Annual Report on Form 10-K for the fiscal year ended March 2, 2013.
- (3) Stock granted to the NEOs as part of their Fiscal 2013 annual compensation was granted on April 2, 2012 pursuant to the shareholder approved 2009 Incentive Plan adopted by the Company’s shareholders on July 23, 2009. The aggregate value of the stock granted has been calculated to be equal to the average of the high and low price of the Company’s common stock on the grant date of April 2, 2012, or \$20.87 per share. Additionally, Mr. Lyon received a time-based restricted stock award on November 2, 2012 and the aggregate value of that award has been calculated to be equal to the average of the high and low price of the Company’s common stock on the grant date of November 2, 2012, or \$21.23 per share. See “Executive Compensation – Compensation Discussion and Analysis – Stock-Based Awards – Restricted Stock Award to Glenn S. Lyon” for a description of this award. For Fiscal 2013, including all executives except Mr. Lyon, 40% of the value of the awards in this column is attributed to time-based restricted stock awards and 60% is attributed to performance-based restricted stock awards. Mr. Lyon’s November 2, 2012 time-based restricted stock award will vest in one installment, in full, on November 2, 2016 and was valued on the grant date at \$3,500,000. For Fiscal 2013, the remaining value of \$1,258,750 for Mr. Lyon is attributed 40% to time-based restricted stock awards and 60% to performance-based restricted stock awards. For specific information related to these two types of restricted stock awards made in Fiscal 2013, see “Executive Compensation – Compensation Discussion and Analysis – Stock-Based Awards.”
- (4) Amounts in this column represent the aggregate grant date fair value of each award computed in accordance with ASC Topic 718. For the assumptions made in the valuation of these option awards, see Notes 1 and 7 to our audited consolidated financial statements included in Item 8 of our Annual Report on Form 10-K for the fiscal year ended March 2, 2013. Options are for the purchase of shares of common stock. All stock options granted to the NEOs as part of their Fiscal 2013 annual compensation were granted on April 2, 2012.

- (5) Non-equity incentive plan compensation is listed for the fiscal year in which such compensation was earned. Payments of such compensation were made to the NEO in the succeeding fiscal year. For the specific amounts corresponding to each NEO's non-equity incentive plan compensation for Fiscal 2013, see "Executive Compensation – Compensation Discussion and Analysis – Performance-Based and At-Risk Incentive Compensation," "– Executive Officer Bonus Program," and "– Long-Term Incentive Bonus Program" above.
- (6) This amount reflects the Company's payment for Mr. Lyon's executive long-term disability insurance premiums in the amount of \$5,037, the Company's contribution to Mr. Lyon's 401(k) Plan account in the amount of \$10,000, taxable cell phone reimbursement of \$56, Mr. Lyon's country club membership dues in the amount of \$2,700, a vehicle allowance in the amount of \$14,400 provided to Mr. Lyon in lieu of a Company vehicle, the Company's payment for Mr. Lyon's personal use of corporate aircraft in the amount of \$9,362, and cash dividends paid on Mr. Lyon's unvested time-based restricted stock in the amount of \$28,351.
- (7) This amount reflects the Company's payment for Mr. Sato's executive long-term disability insurance premiums of \$3,116, the Company's contribution to Mr. Sato's 401(k) Plan account in the amount of \$10,584, taxable cell phone reimbursement of \$56, the Company's payment for Mr. Sato's personal use of corporate aircraft in the amount of \$11,822, and cash dividends paid on Mr. Sato's unvested time-based restricted stock in the amount of \$8,051.
- (8) Effective October 2010, Mr. Sato was promoted from Executive Vice President, Chief Merchandising Officer to President and Chief Merchandising Officer. Amount shown represents total salary paid to Mr. Sato during Fiscal 2011. Mr. Sato's annual base salary as Executive Vice President was \$385,000 and his annual base salary as President was \$533,000 during Fiscal 2011.
- (9) This amount reflects the Company's payment for Mr. Schneider's executive long-term disability insurance premiums in the amount of \$4,292, the Company's contribution to Mr. Schneider's 401(k) Plan account in the amount of \$10,000, taxable cell phone reimbursement of \$56, the Company's payment for Mr. Schneider's personal use of corporate aircraft in the amount of \$10,403, and cash dividends paid on Mr. Schneider's unvested time-based restricted stock in the amount of \$8,309.
- (10) This amount reflects the Company's payment for Mr. Landau's executive long-term disability insurance premiums of \$3,978, the Company's contribution to Mr. Landau's 401(k) Plan account in the amount of \$2,584, taxable cell phone reimbursement of \$56, the Company's payment for Mr. Landau's Company-provided relocation and moving expenses in the amount of \$144,613, and cash dividends paid on Mr. Landau's unvested time-based restricted stock in the amount of \$7,017.
- (11) This amount reflects the Company's payment for Mr. Wilhelm's executive long-term disability insurance premiums of \$3,810, the Company's contribution to Mr. Wilhelm's 401(k) Plan account in the amount of \$10,000, taxable cell phone reimbursement of \$56, and cash dividends paid on Mr. Wilhelm's unvested time-based restricted stock in the amount of \$8,379.

FISCAL YEAR 2013 GRANTS OF PLAN-BASED AWARDS TABLE

Name	Grant Date	Date of Committee Action	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)(3)	All Other Option Awards: Number of Securities Underlying Options (#)(4)	Exercise or Base Price of Option Awards (\$/Sh)(5)	Grant Date Fair Value of Stock and Option Awards (\$)(6)
			Threshold (\$)(1)	Target (\$)	Maximum (\$)	Threshold (#)(2)	Target (#)(2)	Maximum (#)(2)				
Glenn S. Lyon	3/19/12	-				68	135(7)	203				\$ 3,189
	4/02/12	4/02/12	\$ 112,500	\$ 225,000	\$ 225,000(8)							
	4/02/12	4/02/12	-	\$ 997,500(9)	\$ 2,422,500(10)							
	4/02/12	4/02/12								131,668	\$ 20.87	\$ 1,258,750
	4/02/12	4/02/12							24,126			\$ 503,500
	4/02/12	4/02/12				18,094	36,188	54,282				\$ 755,250
	6/18/12	-				137	273(7)	410				\$ 5,389
	9/17/12	-				118	235(7)	353				\$ 5,396
	11/02/12	11/02/12							164,861			\$ 3,500,000
12/17/12	-				139	277(7)	416				\$ 5,715	
Samuel M. Sato	3/19/12	-				19	37(7)	56				\$ 874
	4/02/12	4/02/12	\$ 75,000	\$ 150,000	\$ 150,000(8)							
	4/02/12	4/02/12		\$ 517,650(11)	\$ 1,278,900(12)							
	4/02/12	4/02/12								44,911	\$ 20.87	\$ 429,345
	4/02/12	4/02/12							8,229			\$ 171,738
	4/02/12	4/02/12				6,172	12,343	18,515				\$ 257,607
	6/18/12	-				42	83(7)	125				\$ 1,638
	9/17/12	-				36	71(7)	107				\$ 1,630
	12/17/12	-				42	84(7)	126				\$ 1,733
Steven J. Schneider	3/19/12	-				31	61(7)	92				\$ 1,441
	4/02/12	4/02/12	\$ 75,000	\$ 150,000	\$ 150,000(8)							
	4/02/12	4/02/12		\$ 517,650(13)	\$ 1,278,900(14)							
	4/02/12	4/02/12								44,911	\$ 20.87	\$ 429,345
	4/02/12	4/02/12							8,229			\$ 171,738
	4/02/12	4/02/12				6,172	12,343	18,515				\$ 257,607
	6/18/12	-				56	111(7)	167				\$ 2,191
	9/17/12	-				48	95(7)	143				\$ 2,181
	12/17/12	-				56	111(7)	167				\$ 2,290
Mark S. Landau	4/02/12	4/02/12	\$ 37,500	\$ 75,000	\$ 75,000(8)							
	4/02/12	4/02/12		\$ 273,000(15)	\$ 693,000(16)							
	4/02/12	4/02/12								23,944	\$ 20.87	\$ 228,900
	4/02/12	4/02/12							4,387			\$ 91,560
	4/02/12	4/02/12				3,291	6,581	9,872				\$ 137,340
	6/18/12	-				10	20(7)	30				\$ 395
	9/17/12	-				9	17(7)	26				\$ 390
	12/17/12	-				11	22(7)	33				\$ 454
	3/19/12	-				15	29(7)	44				\$ 685
Edward W. Wilhelm	4/02/12	4/02/12	\$ 37,500	\$ 75,000	\$ 75,000(8)							
	4/02/12	4/02/12		\$ 289,250(17)	\$ 734,250(18)							
	4/02/12	4/02/12								25,369	\$ 20.87	\$ 242,525
	4/02/12	4/02/12							4,648			\$ 97,010
	4/02/12	4/02/12				3,486	6,972	10,458				\$ 145,515
	6/18/12	-				28	56(7)	84				\$ 1,105
	9/17/12	-				25	49(7)	74				\$ 1,125
	12/17/12	-				29	57(7)	86				\$ 1,176

(1) Reflects the threshold amount that would be payable to the respective NEO under the Long-Term Incentive Bonus Program for Fiscal 2013, Fiscal 2014, and Fiscal 2015 ("LTIB13") if the Company were to achieve at least 90% of the goal under the LTIB13: achievement of cumulative adjusted operating income of \$440,487,900 over three fiscal years, Fiscal 2013, Fiscal 2014, and Fiscal 2015. If the stated goal is achieved, the amount reflected in this column would not be payable until after the close of Fiscal 2015.

(2) Reflects performance-based restricted stock granted for each NEO. The performance feature is compound annual growth rate ("CAGR") with respect to the net income performance measure over three years (Fiscal 2013, Fiscal 2014, and Fiscal 2015 – the "Performance Period"). Target number of shares, as displayed in the table above, will be provided if the CAGR

threshold with respect to net income is achieved over the performance period. Threshold number of shares equivalent to 50% of the target shares will be provided if CAGR achievement of 80% of threshold with respect to net income is achieved over the performance period. Maximum number of shares equivalent to 150% of the target shares will be provided if CAGR achievement of 120% of threshold with respect to net income is achieved over the performance period. For a description of the vesting provisions applicable to these awards, see "Executive Compensation – Compensation Discussion and Analysis – Stock-Based Awards," which is incorporated by reference herein.

- (3) With the exception of Mr. Lyon's November 2, 2012 restricted stock award, the number of stock awards granted to the NEOs for Fiscal 2013 disclosed in this column was based on a formula whereby the total equity component of an eligible executive officer's Fiscal 2013 annual compensation was calculated by using a multiple of such executive officer's new fiscal year (Fiscal 2013) annual base salary, and this amount was then divided as follows: 20% constituted the dollar value of time-based restricted stock, 30% constituted the dollar value of performance-based restricted stock, and the remaining 50% constituted the dollar value of non-qualified stock option grants to such executive officer for Fiscal 2013. For a description of Mr. Lyon's November 2, 2012 restricted stock award, see "Executive Compensation – Compensation Discussion and Analysis – Stock-Based Awards – Restricted Stock Award to Glenn S. Lyon," which is incorporated by reference herein.
- (4) The number of option awards granted to NEOs was based on a formula as described in Footnote 3 above. The value of an eligible executive officer's option grant for Fiscal 2013 was set and granted on April 2, 2012 under the 2009 Incentive Plan.
- (5) Unless otherwise indicated, the amount reflected in this column shows the exercise price of options granted for Fiscal 2013, which has been calculated to equal the average of the high and low sales price of the Company's common stock traded on the grant date of April 2, 2012. The closing market price of the Company's common stock on April 2, 2012 was \$21.12.
- (6) The amount reflected in this column shows the grant date fair value of restricted shares and of stock options computed in accordance with ASC Topic 718. For restricted share awards, the grant date fair value was calculated by multiplying the average of the high and low sales prices of the Company's common stock as quoted on the NASDAQ Global Select Market on the grant date. This value, which represents the grant date fair value, assumes that 100% of the underlying shares vest. In the future, the actual value of the underlying shares could be materially different if the shares do not vest or if the stock price increases or decreases. For stock option awards, the grant date fair value was calculated by multiplying the Black-Scholes value by the number of options granted. The Black-Scholes value for stock options granted in Fiscal 2013 to each of the NEOs was \$9.56 per share. For performance-based restricted stock, the amount reflects the value at the grant date based upon the probable outcome of the relevant performance conditions at target. This amount is consistent with the estimate of aggregate compensation costs to be recognized over the service period determined as of the grant date under ASC Topic 718, excluding the effect of any estimated forfeitures.
- (7) Dividends earned on performance-based restricted stock will vest at the same time as the underlying common stock. The dividend shares are also subject to the CAGR achievement described in footnote 2 above.
- (8) Reflects the maximum amount that would be payable to the respective NEO under the LTIB13 if the Company were to fully achieve the stated goal under the LTIB13 of cumulative adjusted operating income of \$489,431,000 over three fiscal years, Fiscal 2013, Fiscal 2014, and Fiscal 2015. If the stated goal is achieved, the amount reflected in this column would not be payable until after the close of Fiscal 2015.
- (9) Reflects the target amount payable to Mr. Lyon under the Company's EOBP13. Estimated target EOBP13 payment amounts are based on a percentage of each NEO's base salary. For Mr. Lyon the target percentage was 105% of his base salary. Amounts actually paid under this program to Mr. Lyon for Fiscal 2013 are reflected in the Summary Compensation Table under the column heading "Non-Equity Incentive Plan Compensation."
- (10) Reflects the maximum amount payable to Mr. Lyon under the Company's EOBP13. For Mr. Lyon the maximum bonus potential under the EOBP13 was 255% of his base salary. Amounts actually paid under this program to Mr. Lyon for Fiscal 2013 are reflected in the Summary Compensation Table under the column heading "Non-Equity Incentive Plan Compensation."
- (11) Reflects the target amount payable to Mr. Sato under the EOBP13. For Mr. Sato the target percentage under the EOBP13 was 85% of his base salary. Amounts actually paid under this program to Mr. Sato for Fiscal 2013 are reflected in the Summary Compensation Table under the column heading "Non-Equity Incentive Plan Compensation."
- (12) Reflects the maximum amount payable to Mr. Sato under the Company's EOBP13. For Mr. Sato the maximum bonus potential under the EOBP13 was 210% of his base salary. Amounts actually paid under this program to Mr. Sato for Fiscal 2013 are reflected in the Summary Compensation Table under the column heading "Non-Equity Incentive Plan Compensation."

- (13) Reflects the target amount payable to Mr. Schneider under the EOBP13. For Mr. Schneider the target percentage was 85% of his base salary. Amounts actually paid under this program to Mr. Schneider for Fiscal 2013 are reflected in the Summary Compensation Table under the column heading “Non-Equity Incentive Plan Compensation.”
- (14) Reflects the maximum amount payable to Mr. Schneider under the Company’s EOBP13. For Mr. Schneider the maximum bonus potential under the EOBP13 was 210% of his base salary. Amounts actually paid under this program to Mr. Schneider for Fiscal 2013 are reflected in the Summary Compensation Table under the column heading “Non-Equity Incentive Plan Compensation.”
- (15) Reflects the target amount payable to Mr. Landau under the EOBP13. For Mr. Landau the target percentage under the EOBP13 was 65% of his base salary. Amounts actually paid under this program to Mr. Landau for Fiscal 2013 are reflected in the Summary Compensation Table under the column heading “Non-Equity Incentive Plan Compensation.”
- (16) Reflects the maximum amount payable to Mr. Landau under the EOBP13. For Mr. Landau the maximum bonus potential under the EOBP13 was 165% of his base salary. Amounts actually paid under this program to Mr. Landau for Fiscal 2013 are reflected in the Summary Compensation Table under the column heading “Non-Equity Incentive Plan Compensation.”
- (17) Reflects the target amount payable to Mr. Wilhelm under the EOBP13. For Mr. Wilhelm the target percentage under the EOBP13 was 65% of his base salary. Amounts actually paid under this program to Mr. Wilhelm for Fiscal 2013 are reflected in the Summary Compensation Table under the column heading “Non-Equity Incentive Plan Compensation.”
- (18) Reflects the maximum amount payable to Mr. Wilhelm under the EOBP13. For Mr. Wilhelm the maximum bonus potential under the EOBP13 was 165% of his base salary. Amounts actually paid under this program to Mr. Wilhelm for Fiscal 2013 are reflected in the Summary Compensation Table under the column heading “Non-Equity Incentive Plan Compensation.”

We refer you to the “Executive Compensation – Compensation Discussion and Analysis” and “Potential Payments in the Event of Termination or a Change of Control” sections of this Proxy Statement, as well as the corresponding footnotes to the foregoing tables, which are incorporated by reference herein, for other material factors necessary for an understanding of the compensation detailed in the above two tables.

OUTSTANDING EQUITY AWARDS AT FISCAL 2013 YEAR-END TABLE

Name	Option Awards				Stock Awards			
	Number of Securities Underlying Unexercised Options (#) <i>Exercisable</i>	Number of Securities Underlying Unexercised Options (#) ⁽¹⁾ <i>Unexercisable</i>	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽²⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽²⁾
Glenn S. Lyon	–	47,390	\$ 6.295	03/26/2019	21,445 ⁽³⁾	\$ 391,586	21,445 ⁽⁴⁾	\$ 391,586
	28,291	66,015	\$ 13.105	03/11/2020	31,424 ⁽⁵⁾	\$ 573,802	31,424 ⁽⁶⁾	\$ 573,802
	13,743	123,688	\$ 18.895	03/28/2021	24,126 ⁽⁷⁾	\$ 440,541	36,188 ⁽⁸⁾	\$ 660,793
	–	131,668	\$ 20.870	04/02/2022	164,681 ⁽⁹⁾	\$ 3,007,075	1,530 ⁽¹⁰⁾	\$ 27,938
Samuel M. Sato	14,000	–	\$ 4.51	03/11/2018	5,460 ⁽³⁾	\$ 99,700	5,460 ⁽⁴⁾	\$ 99,700
	16,395	21,861	\$ 6.295	03/26/2019	9,168 ⁽⁵⁾	\$ 167,408	9,168 ⁽⁶⁾	\$ 167,408
	7,203	16,807	\$ 13.105	03/11/2020	10,000 ⁽⁵⁾	\$ 182,600	12,343 ⁽⁸⁾	\$ 225,383
	4,009	36,086	\$ 18.895	03/28/2021	8,229 ⁽⁷⁾	\$ 150,262	436 ⁽¹⁰⁾	\$ 7,961
	2,500	22,500	\$ 18.895	03/28/2021				
	44,911	\$ 20.870	04/02/2022					
Steven J. Schneider	40,000	–	\$ 17.625	03/04/2014	13,177 ⁽³⁾	\$ 240,612	13,177 ⁽⁴⁾	\$ 240,612
	35,000	–	\$ 16.07	03/29/2016	10,475 ⁽⁵⁾	\$ 191,274	10,475 ⁽⁶⁾	\$ 191,274
	28,663	38,218	\$ 6.295	03/26/2019	8,229 ⁽⁷⁾	\$ 150,262	12,343 ⁽⁸⁾	\$ 225,383
	11,590	40,565	\$ 13.105	03/11/2020			690 ⁽¹⁰⁾	\$ 12,599
	4,581	41,231	\$ 18.895	03/28/2021				
	44,911	\$ 20.870	04/02/2022					
Mark S. Landau	2,500	22,500	\$ 19.585	01/10/2022	25,000 ⁽¹¹⁾	\$ 456,500	6,581 ⁽⁸⁾	\$ 120,169
	–	23,944	\$ 20.870	04/02/2022	4,387 ⁽⁷⁾	\$ 80,107	56 ⁽¹⁰⁾	\$ 1,023
Edward W. Wilhelm	18,000	12,000	\$ 6.335	03/30/2019	10,000 ⁽¹²⁾	\$ 182,600	5,537 ⁽⁴⁾	\$ 101,106
	7,305	17,045	\$ 13.105	03/11/2020	5,537 ⁽³⁾	\$ 101,106	5,888 ⁽⁶⁾	\$ 107,515
	2,575	23,175	\$ 18.895	03/28/2021	5,888 ⁽⁵⁾	\$ 107,515	6,972 ⁽⁸⁾	\$ 127,309
	–	25,369	\$ 20.870	04/02/2022	4,648 ⁽⁷⁾	\$ 84,872	332 ⁽¹⁰⁾	\$ 6,062

- (1) Generally, options outstanding will be exercisable at a price equal to the average of the high and low price on the date of grant and, unless otherwise indicated, vest on a tiered schedule over a four-year period, as follows: 10% after one year, 20% after two years, 30% after three years, and the remaining 40% after four years. All options expire 10 years from the date of grant.
- (2) The values represented in this column have been calculated by multiplying \$18.26 (the closing price of the Company's common stock on the last trading day of Fiscal 2013, which was March 1, 2013) by the number of shares of stock.
- (3) Shares of restricted stock granted on March 11, 2010 have a three-year cliff-vesting schedule based on continued employment and vest on March 11, 2013.
- (4) Shares of restricted stock granted on March 11, 2010 have a three-year vesting schedule based on continued employment and performance. The performance feature is CAGR with respect to the Company's net income over the three-year performance period.
- (5) Shares of common stock granted on March 28, 2011 have a three-year cliff-vesting schedule based on continued employment and vest on March 28, 2014.
- (6) Shares of restricted stock granted on March 28, 2011 have a three-year vesting schedule based on continued employment and performance. The performance feature is CAGR with respect to the Company's net income over the three-year performance period.
- (7) Shares of restricted stock granted on April 2, 2012 have a three-year cliff-vesting schedule based on continued employment and vest on April 2, 2015.
- (8) Shares of restricted stock granted on April 2, 2012 have a three-year vesting schedule based on continued employment and performance. The performance feature is CAGR with respect to the Company's net income over the three-year performance period.

- (9) Represents shares of time-vested restricted stock granted to Mr. Lyon under the 2009 Incentive Plan. The grant date of the award was November 2, 2012. The shares will vest in one installment, in full, on November 2, 2016, subject to Mr. Lyon's continued employment with the Company as of such date (except that if Mr. Lyon retires, dies, or becomes permanently disabled prior to November 2, 2016, the award will fully vest). For a further description of Mr. Lyon's award, see "Executive Compensation – Compensation Discussion and Analysis – Stock-Based Awards – Restricted Stock Award to Glenn S. Lyon," which is incorporated by reference herein.
- (10) Dividends earned on performance-based shares of common stock will vest at the same time as the underlying common stock.
- (11) Shares of restricted stock granted on January 10, 2012 have a three-year cliff-vesting schedule based on continued employment and vest on January 10, 2015.
- (12) Represents restricted shares of common stock granted on July 23, 2009 which have an adjusted three-year cliff-vesting schedule based on continued employment. The three-year cliff-vesting schedule was adjusted to account for the period of time between the date of Committee action, March 26, 2009, and the actual grant date of July 23, 2009. However, with respect to the shares awarded to Mr. Wilhelm, on November 14, 2011 the Company and Mr. Wilhelm entered into an amendment to Mr. Wilhelm's 2009 Incentive Plan Restricted Stock Award Agreement, dated June 23, 2009, to change the vesting schedule applicable to his award of 30,000 shares of restricted stock granted under that agreement. Pursuant to the amendment, 10,000 of the shares awarded to Mr. Wilhelm vested on March 26, 2012, 10,000 shares vested on September 26, 2012, and 10,000 shares vested on March 26, 2013 (which was after Fiscal 2013 year-end). For a further description of the amendment to Mr. Wilhelm's agreement, see the proxy statement for the Company's 2012 Annual Meeting of Shareholders filed with the SEC on June 19, 2012.

FISCAL YEAR 2013 OPTION EXERCISES AND STOCK VESTED TABLE

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) ⁽¹⁾	Number of Shares Acquired on Vesting (#)	Value Realized On Vesting (\$)
Glenn S. Lyon	59,542	\$ 1,147,660	23,803	\$ 610,606 ⁽²⁾
Samuel M. Sato	-	-	10,980	\$ 281,664 ⁽²⁾
Steven J. Schneider	20,000	\$ 363,170	19,196	\$ 492,425 ⁽²⁾
Mark S. Landau	-	-	1,891	\$ 39,503 ⁽³⁾
Edward W. Wilhelm	-	-	20,000	\$ 482,325 ⁽⁴⁾

- (1) Represents the difference between the exercise price of the stock options and the fair market value of the Company's common stock at exercise.
- (2) Computed by multiplying the number of shares of stock by the average of the high and low prices of the Company's common stock on the vesting date, March 26, 2012 (which was \$25.6525).
- (3) Computed by multiplying the number of shares of stock by the average of the high and low prices of the Company's common stock on July 20, 2012, which was the last trading date on the NASDAQ Stock Market prior to the vesting date of July 21, 2012 (which was \$20.89).
- (4) The amount for Mr. Wilhelm in this column represents the value realized upon the vesting of 10,000 shares on March 26, 2012 and 10,000 shares on September 26, 2012. The value was computed by multiplying 10,000 shares by the average of the high and low prices of the Company's common stock on each such vesting date (which was \$25.6525 and \$22.58, respectively).

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information with respect to compensation plans under which equity securities of the Company are currently authorized for issuance to employees or non-employees (such as directors, consultants, advisors, vendors, customers, suppliers, or lenders), as of March 2, 2013:

Plan Category	Number of shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of shares remaining available for future issuance under equity compensation plans (excluding shares reflected in column (a)) (c)
Equity compensation plans approved by shareholders ⁽¹⁾	2,196,177	\$14.54	6,468,577 ⁽²⁾
Equity compensation plans not approved by shareholders	-	-	-
Total	2,196,177	\$14.54	6,468,577

- (1) These shares are subject to awards made or to be made under the Company's 2002 Plan, 2009 Incentive Plan, Non-Employee Director Stock Option Plan, and Employee Stock Purchase Plan.
- (2) Includes the following shares which remain available for future issuance under the referenced plan as of March 2, 2013: (i) 291,520 shares under the 2002 Plan; (ii) 4,168,676 shares under the 2009 Incentive Plan; and (iii) 2,008,381 shares under the Employee Stock Purchase Plan. No shares remain available for future issuance under the 1992 Employee Stock Incentive Plan or the Non-Employee Director Stock Option Plan. From and after July 23, 2009, the only shares issuable under the 2002 Plan (other than shares issuable upon the exercise of outstanding options, as disclosed in column (a)) include 291,520 shares eligible for issuance in respect of shares returned to the plan by forfeiture after July 23, 2009.

PENSION BENEFITS

None of our NEOs participated in any Company defined benefit pension plans or supplemental executive retirement plans during or as of the end of Fiscal 2013.

FISCAL YEAR 2013 NON-QUALIFIED DEFERRED COMPENSATION TABLE

Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$) ⁽¹⁾	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last FYE (\$) ⁽²⁾
Glenn S. Lyon ⁽³⁾	–	–	\$ 59,966	–	\$ 674,754
Samuel M. Sato ⁽³⁾	–	–	\$ 3,594	–	\$ 44,980
Steven J. Schneider	\$ 470,850 ⁽⁴⁾	–	\$ 147,937	–	\$ 1,835,177
Mark S. Landau ⁽³⁾	–	–	–	–	–
Edward W. Wilhelm ⁽³⁾	–	–	\$ 30,495	–	\$ 381,697

- (1) No above-market or preferential earnings are paid on deferred compensation pursuant to the Company's NQDC Plan.
- (2) Represents the balance of the NEO's account under the NQDC Plan as of March 2, 2013. The full amounts of the reported aggregate balances for the respective NEOs, less the amounts reported in the contributions and earnings columns above with respect to Fiscal 2013, were reflected in prior years' Summary Compensation Tables.
- (3) The NEO was not a participant in the NQDC Plan during Fiscal 2013.
- (4) The amount deferred by Mr. Schneider reported in this column has also been reported as compensation for Mr. Schneider under the column heading "Salary" in the Summary Compensation Table.

We refer you to the "Executive Compensation – Compensation Discussion and Analysis – Non-Qualified Deferred Compensation" section of this Proxy Statement, which is incorporated by reference herein, for other material factors necessary for an understanding of the NQDC Plan.

**POTENTIAL PAYMENTS IN THE EVENT OF TERMINATION
OR A CHANGE IN CONTROL**

The Company is a party to amended employment agreements with the following NEOs: Glenn S. Lyon, the Company's Chief Executive Officer; Samuel M. Sato, the Company's President, Finish Line Brand; Steven J. Schneider, the Company's President and Chief Operating Officer; Mark S. Landau, Executive Vice President, Chief Business Development Officer of the Company; and Edward W. Wilhelm, Executive Vice President, Chief Financial Officer of the Company. The employment agreements of each of Messrs. Lyon, Sato, Schneider, and Wilhelm were amended effective as of February 28, 2011, to provide for certain amendments which are reflected in the descriptions of their agreements below. The employment agreement of Mr. Landau, effective January 1, 2012, provides for provisions which are provided in the descriptions of his agreement below. Under these employment agreements, each of the NEOs will be entitled to certain payment provisions if they are terminated under any of the following circumstances:

- Without Cause by the Company or resignation by the executive officer for Good Reason 30 days before or two years after a Change in Control;
- Without Cause by the Company at the end of the employment term upon the Company's non-renewal of the agreement;
- Resignation by the executive officer without Good Reason following a Change in Control;
- Without Cause by the Company or resignation by the executive officer for Good Reason other than during a Change in Control;
- For Cause by the Company or resignation by the executive officer without Good Reason; or
- The Disability or death of the executive officer.

Generally, pursuant to these employment agreements, the terms "Cause," "Good Reason," "Change in Control," and "Disability" are defined as follows:

"Cause" means:

- (A) the willful and continued failure by an executive officer to perform his material duties;
- (B) the willful or intentional engaging by an executive officer in conduct within the scope of his employment that causes material injury to the Company;
- (C) the executive officer's conviction for, or a plea of *nolo contendere* to, the commission of a felony involving moral turpitude; or
- (D) a material breach of the executive officer's covenants of non-competition, non-solicitation, and confidentiality that causes a material injury to the Company.

"Good Reason" means if, other than for Cause, any of the following has occurred:

- (A) any reduction in the executive officer's base salary or annual bonus opportunity (except for across the board reductions for all similarly situated executive officers of the Company);
- (B) a transfer of the executive officer's primary workplace by more than 35 miles from its location;
- (C) a material breach of the agreement by the Company; or
- (D) if such termination of employment occurs within 30 days prior to or two years following a Change in Control, then any one of the following: a substantial reduction in an executive officer's authority, duties, or responsibilities, or the assignment of any duties or responsibilities inconsistent with an executive officer's position with the Company.

"Change in Control" means the consummation of one or more of the following:

- (A) the sale, exchange, lease, or other disposition, in one or a series of related transactions, of all or substantially all of the assets of the Company to any person or group;
- (B) any person or group, other than the three founders of the Company (Alan H. Cohen, David I. Klapper, and Larry J. Sablosky), is or becomes the beneficial owner, directly or indirectly, of more than 35% of the total voting power of the voting stock of the Company;
- (C) a merger, consolidation, or similar reorganization of the Company with or into another entity, if the shareholders of the common stock of the Company immediately prior to such transaction do not own a majority of the voting power of the voting stock of the surviving company or its parent immediately after the transaction in substantially the same proportions as immediately prior to such transaction; or

(D) if during any 12-month period, a majority of the then current Directors cease for any reason to constitute a majority of the Board.

“Disability” means: if the executive officer becomes (in the good faith judgment of the Board) physically or mentally incapacitated and is therefore unable for a period of three consecutive months, or for an aggregate of six months in any 12 consecutive month period, to perform the executive officer’s duties.

Termination of an Executive Officer 30 Days Before and Through Two Years After a Change In Control

If an executive officer is terminated by the Company without Cause (other than by reason of Disability or death) or resigns for Good Reason, in either case, during the period that begins 30 days prior to a Change in Control and ends two years following a Change in Control, then each such executive officer will be entitled to receive benefits equal to: (1) such employee benefits, if any, as to which the executive officer may be entitled under the Company’s employee benefit plans according to their terms, (2) a lump sum payment that is derived by adding the executive officer’s base salary with his annual target bonus and the value of any other bonus the executive officer could have earned during the year of termination, and multiplying that figure by 2.5, and (3) health insurance benefits for each executive officer and his dependents for two years. Each of the agreements also provides that to the extent any of the payments under the agreements become subject to an excise tax imposed by Section 4999 of the Code, then the executive officer would receive an additional gross-up payment to indemnify him for the effect of such a tax.

The amounts shown in the charts below do not include payments and benefits that are provided on a non-discriminatory basis to salaried employees generally upon termination of employment, including accrued salary, vacation pay, 401(k) Plan distributions, and welfare benefits provided to all employees (other than the continuation of health insurance benefits, which is set forth in the charts below). The chart below illustrates the potential payments that each NEO would have been entitled to if they were terminated by the Company without Cause or such executive officer resigned for Good Reason with respect to a Change in Control on March 2, 2013:

NEO	Lump Sum Cash Payment (Base + Target Bonus x 2.5) ⁽¹⁾	Health Insurance Benefits for Two Years ⁽²⁾	Tax Gross Up ⁽³⁾
Glenn S. Lyon	\$5,431,250	\$19,779	–
Samuel M. Sato	\$3,191,625	\$27,314	–
Steven J. Schneider	\$3,191,625	\$27,314	–
Mark S. Landau	\$2,023,125	\$27,314	–
Edward W. Wilhelm	\$2,245,625	\$27,314	–

- (1) This amount is calculated by adding the NEO’s annual base salary, plus the executive’s target annual bonus, plus the value of any other bonus the NEO could have earned during the year and multiplying it by 2.5.
- (2) The estimated value of health insurance is based on the health insurance coverage the Company carried for each NEO on March 2, 2013.
- (3) Each NEO’s employment agreement provides that the Company will pay a gross up payment in the event that amounts paid under the agreement become subject to an excise tax imposed by Section 4999 of the Code. The amount of an applicable tax gross up payment would be such that, after deduction of any excise tax on the covered payment, the net amount retained by the executive officer would be equal to the covered amount.

Termination of an Executive Officer Without Cause Upon Non-Renewal of Agreement

If an executive officer is terminated by the Company without Cause at the end of his employment term in connection with the Company providing the executive officer with a notice of non-renewal of his agreement, then each such executive officer will be entitled to receive the following benefits: (1) such employee benefits, if any, as to which the executive officer may be entitled under the Company’s employee benefit plans according to their terms, (2) a lump sum payment equal to the executive officer’s base salary, (3) health insurance benefits for each executive officer and his dependents for one year, and (4) if the executive officer was eligible to receive a cash bonus for the fiscal year during which his employment was terminated, an amount equal to a prorated portion (based upon actual performance and the number of days during such fiscal year the executive officer was employed) of the annual bonus and any other bonus the executive officer would have received during such fiscal year had he remained employed through the entire fiscal year.

The following chart illustrates the potential payments that each executive officer would have been entitled to if the Company did not renew the executive officer's agreement and the executive officer was terminated by the Company without Cause on March 2, 2013:

NEO	Lump Sum Cash Payment Equal to Base Salary ⁽¹⁾	Health Insurance Benefits for One Year ⁽²⁾	Bonus Amount ⁽³⁾
Glenn S. Lyon	\$950,000	\$9,890	\$495,513
Samuel M. Sato	\$609,000	\$13,657	\$308,069
Steven J. Schneider	\$609,000	\$13,657	\$292,811
Mark S. Landau	\$420,000	\$13,657	\$ 77,385
Edward W. Wilhelm	\$445,000	\$13,657	\$156,991

(1) Amount represents the NEO's annual base salary as of March 2, 2013.

(2) The estimated value of health insurance is based on the health insurance coverage the Company carried for each NEO on March 2, 2013.

(3) Amount represents the value of earned bonus payments for Fiscal 2013.

Termination of an Executive Officer by Resignation Without Good Reason Following a Change In Control

If an executive officer resigns without Good Reason during the 30 day period that begins on the first anniversary of a Change in Control, such executive officer shall be entitled to receive such employee benefits, if any, as to which the executive officer may be entitled under the Company's employee benefit plans according to their terms, and a lump sum payment equal to the executive officer's base salary.

The following chart illustrates the potential payments that each executive officer would have been entitled to if they terminated their employment by resignation without Good Reason on March 2, 2013, and such date was within the 30 day period following the first anniversary of a Change in Control:

NEO	Lump Sum Payment Equal to Base Salary	Tax Gross Up ⁽¹⁾
Glenn S. Lyon	\$950,000	—
Samuel M. Sato	\$609,000	—
Steven J. Schneider	\$609,000	—
Mark S. Landau	\$420,000	—
Edward W. Wilhelm	\$445,000	—

(1) Based on current estimates, no excise tax gross up would be payable to the executive officer on the contemplated date.

Termination of an Executive Officer Other Than in Connection With a Change in Control

If an executive officer is terminated by the Company without Cause (other than by reason of Disability or death) or if the executive officer resigns for Good Reason, in either case other than within the period that begins 30 days prior to a Change in Control and ends two years following a Change in Control, then each such executive officer will be entitled to receive the following benefits: (1) such employee benefits, if any, as to which the executive officer may be entitled under the Company's employee benefit plans according to their terms; (2) a lump sum payment equal to: (a) with respect to Mr. Lyon, two and one-half times (2.5x) his base salary, (b) with respect to Mr. Sato, two times (2x) his base salary, (c) with respect to Mr. Schneider, two times (2x) his base salary, (d) with respect to Mr. Landau, one and one-half times (1.5x) his base salary; and (e) with respect to Mr. Wilhelm, one and one-half times (1.5x) his base salary; (3) health insurance benefits for each executive officer and his dependents for a period equal to: (a) with respect to Mr. Lyon, two years; (b) with respect to Mr. Sato, one and one-half years; (c) with respect to Mr. Schneider, one and one-half years; (d) with respect to Mr. Landau, one year; and (e) with respect to Mr. Wilhelm, one year; and (4) if the executive officer was eligible to receive a cash bonus for the fiscal year during which his employment was terminated, an amount equal to a prorated portion (based upon actual performance and the number of days during such fiscal year the executive officer was employed) of the annual bonus and any other bonus the executive officer would have received during such fiscal year had he remained employed through the entire fiscal year.

The following chart illustrates the potential payments to which each executive officer would have been entitled if he were terminated by the Company without Cause or the executive officer resigned for Good Reason other than in connection with a Change in Control on March 2, 2013:

NEO	Lump Sum Cash Payment⁽¹⁾	Health Insurance Benefits⁽²⁾	Bonus Amount⁽³⁾
Glenn S. Lyon	\$2,375,000 ⁽⁴⁾	\$19,779	\$495,513
Samuel M. Sato	\$1,218,000 ⁽⁵⁾	\$20,486	\$308,069
Steven J. Schneider	\$1,218,000 ⁽⁵⁾	\$20,486	\$292,811
Mark S. Landau	\$ 630,000 ⁽⁶⁾	\$13,657	\$ 77,385
Edward W. Wilhelm	\$ 667,500 ⁽⁶⁾	\$13,657	\$156,991

(1) Unless indicated otherwise, amount is based on the NEO's annual base salary as of March 2, 2013.

(2) The estimated value of health insurance is based on the health insurance coverage the Company carried for each NEO on March 2, 2013. In the case of Mr. Lyon, the period identified is two years, in the case of Mr. Sato and Mr. Schneider, the period identified is one and one-half years, and in the case of Mr. Landau and Mr. Wilhelm, the period identified is one year.

(3) Amount represents the value of earned bonus payments for Fiscal 2013.

(4) Amount reflects a cash payment equal to 2.5 times the base salary for Mr. Lyon.

(5) Amount reflects a cash payment equal to 2.0 times the base salary for Mr. Sato and Mr. Schneider.

(6) Amount reflects a cash payment equal to 1.5 times the base salary for Mr. Landau and Mr. Wilhelm.

Termination of an Executive Officer for Cause or by Executive Officer Without Good Reason

If an executive officer is terminated by the Company for Cause, or the executive officer resigns without Good Reason, then such executive officer would be entitled to receive his base salary through the date of termination, any earned but unpaid portion of the executive officer's prior fiscal year annual performance bonus, reimbursement for any unreimbursed business expenses incurred by the executive officer in accordance with Company policy prior to the executive officer's termination date, and such employee benefits, if any, as to which the executive officer may be entitled under the Company's employee benefit plans according to their terms.

The following chart illustrates the potential payments that each executive officer would have been entitled to if they were terminated by the Company for Cause or the executive officer resigned without Good Reason on March 2, 2013:

NEO	Base Salary⁽¹⁾	Annual Performance Bonus⁽²⁾
Glenn S. Lyon	–	–
Samuel M. Sato	–	–
Steven J. Schneider	–	–
Mark S. Landau	–	–
Edward W. Wilhelm	–	–

(1) The executive would receive his base salary through the date his employment terminated.

(2) Represents the unpaid portion of the executive's annual performance bonus for Fiscal 2012, the year preceding the year employment terminated. As of March 2, 2013, all annual performance bonus amounts earned for Fiscal 2012 had already been paid to the executive officers.

Termination of an Executive Officer Upon Disability or Death

Upon the termination of an executive officer's employment for either Disability or death, the executive officer or his estate (as the case may be) would be entitled to receive the following: (1) such employee benefits, if any, to which the executive officer may be entitled under the Company's employee benefit plans according to their terms; and (2) if the executive officer was eligible to receive a cash bonus for the fiscal year during which his employment was terminated, an amount equal to a prorated portion (based on the number of days in such fiscal year during which the executive officer was employed) of the annual cash bonus and any other cash bonus the executive officer would have received for such fiscal year had he remained employed through the entire fiscal year (based on the Company's actual performance for such fiscal year).

The following chart illustrates the potential payments that each executive officer or his estate (as the case may be) would have been entitled to if their employment was terminated for either Disability or death as of March 2, 2013:

NEO	Bonus Amount⁽¹⁾
Glenn S. Lyon	\$495,513
Samuel M. Sato	\$308,069
Steven J. Schneider	\$292,811
Mark S. Landau	\$ 77,385
Edward W. Wilhelm	\$156,991

(1) Amount represents the value of earned cash bonus payments for Fiscal 2013.

DIRECTOR COMPENSATION

The Compensation Committee of the Board customarily reviews and sets Director compensation at its July quarterly meeting which coincides with the Company's Annual Meeting of Shareholders or at its first meeting that follows the Company's Annual Meeting. After the Company's 2012 Annual Meeting of Shareholders, the Committee set Director compensation as follows: upon the commencement of service on the Board a new outside Director is eligible to receive a grant of the Company's shares valued at \$30,000; thereafter, each outside Director is eligible to receive an annual grant of Company shares valued at \$90,000 for continued service. The annual grant to a newly appointed outside Director is subject to a minimum length of service on the Board of at least 90 days. For each outside Director, the fee component consists of an annual retainer in the amount of \$35,000. Each outside Director also receives \$2,000 per regularly scheduled Board meeting attended and \$1,000 for attending any non-regularly scheduled Board meeting. For those outside Directors serving on the Audit Committee, the Compensation Committee, the Governance & Nominating Committee, and/or the Strategy Committee, a fee of \$1,500 is payable per each such committee meeting attended. The Chair of the Audit Committee receives an annual fee of \$20,000, and the Chairs of the Compensation Committee, Governance & Nominating Committee, and the Strategy Committee each receive an annual fee of \$10,000. The Lead Director receives an annual fee of \$15,000.

The following table summarizes the compensation received by the Company's Directors for the fiscal year ended March 2, 2013:

FISCAL YEAR 2013 DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾	Total \$
Glenn S. Lyon ⁽³⁾ <i>Chairman of the Board</i> <i>Class I</i>	-	-	-
Stephen Goldsmith <i>Governance & Nominating Committee</i> <i>Class III</i>	\$58,000	\$90,000	\$148,000
Bill Kirkendall <i>Compensation Committee, Chair</i> <i>Audit Committee</i> <i>Class II</i>	\$80,500	\$90,000	\$170,500
William P. Carmichael <i>Lead Director</i> <i>Audit Committee, Chair</i> <i>Class II</i>	\$90,500	\$90,000	\$180,500
Catherine A. Langham <i>Governance & Nominating Committee, Chair</i> <i>Class III</i>	\$61,000	\$90,000	\$151,000
Dolores A. Kunda <i>Compensation Committee</i> <i>Governance & Nominating Committee</i> <i>Class I</i>	\$59,000	\$90,000	\$149,000
Norman H. Gurwitz <i>Audit Committee</i> <i>Compensation Committee</i> <i>Class III</i>	\$63,500	\$90,000	\$153,500
Richard P. Crystal <i>Governance & Nominating Committee</i> <i>Strategy Committee, Chair</i> <i>Class II</i>	\$76,000	\$90,000	\$166,000
Torrence Boone <i>Strategy Committee</i> <i>Class I</i>	\$51,000	\$90,000	\$141,000

- (1) Amounts reflected in this column include the value of an outside director's annual retainer fee, fees for Board meetings attended, and additional fees for those Directors who serve on a committee of the Board, the committee chairs, and the Lead Director.
- (2) Common stock granted to Directors as part of their annual compensation was granted on July 23, 2012. Amounts in this column represent the aggregate grant date fair value of each award computed in accordance with FASB ASC Topic 718. As of March 2, 2013, each Director had the following outstanding common stock from previous awards: Mr. Goldsmith – 21,633 shares (of which 17,239 were vested and 4,394 were unvested); Mr. Kirkendall – 22,224 shares (of which 17,830 were vested and 4,394 were unvested); Mr. Carmichael – 22,224 shares (of which 17,830 were vested and 4,394 were unvested); Ms. Langham – 22,224 shares (of which 17,830 were vested and 4,394 were unvested); Ms. Kunda – 22,576 shares (of which 18,182 were vested and 4,394 were unvested); Mr. Gurwitz – 22,037 shares (of which 17,643 were vested and 4,394 were unvested); Mr. Crystal – 16,412 shares (of which 12,018 were vested and 4,394 were unvested); and Mr. Boone – 5,958 shares (of which 1,564 were vested and 4,394 were unvested).
- (3) Mr. Lyon receives no compensation as a Director of the Company and Chairman of the Board. All compensation paid to and equity awarded to Mr. Lyon is based on his status as an executive officer of the Company. See the Summary Compensation Table on page 34 and related footnote disclosures.

AUDIT COMMITTEE REPORT

The following report of the Audit Committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Exchange Act, except to the extent the Company specifically incorporates this report by reference therein.

The Audit Committee acts under an annually reviewed Charter approved by the Board. Company management has primary responsibility for the preparation of the Company's financial statements and the reporting process on behalf of the Company including the systems of internal controls. However, the Audit Committee assists in the oversight of the Company's financial reporting process on behalf of the Board. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the audited financial statements in the Annual Report on Form 10-K for the year ended March 2, 2013, with management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee is composed solely of independent directors (as defined in the criteria for independence set forth in SEC rules and the NASDAQ listing standards). Each member meets NASDAQ financial knowledge requirements, and the Board has determined that Mr. Carmichael qualifies as an "audit committee financial expert" as defined by SEC rules and meets NASDAQ professional experience requirements as well.

The Audit Committee discussed with the independent auditors, who are responsible for expressing an opinion on the conformity of the audited financial statements with generally accepted accounting principles, the matters set forth in Statement on Auditing Standards No. 61, "Communication with Audit Committees," as amended, which includes, among other items, matters relating to the conduct of an audit of the Company's financial statements.

The Audit Committee received the written disclosures and the letter from the independent auditors required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence and has discussed with the independent auditors their independence from the Company.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board (and the Board has approved) the inclusion of the audited financial statements in the Company's Annual Report on Form 10-K for the year ended March 2, 2013, for filing with the SEC.

William P. Carmichael, Chair
Bill Kirkendall
Norman H. Gurwitz

Relationship with Independent Public Accountants

The accounting firm of Ernst & Young LLP, which has served as the Company's principal independent registered public accounting firm continuously since 1988, was selected by the Audit Committee to continue in that capacity for Fiscal 2013.

The appointment of an independent registered public accounting firm is approved annually by the Audit Committee. In making its determination, the Audit Committee reviews both the audit scope and estimated audit fees for the coming year. The Audit Committee has selected Ernst & Young LLP for the current fiscal year. Each professional service performed by Ernst & Young LLP during Fiscal 2013 was reviewed and the possible effect of such service on the independence of the firm was considered by the Audit Committee. Additionally, the Audit Committee requires the rotation of its outside auditor's audit partners as required by SOX and the related rules of the SEC.

Independent Auditor Fee Information

Fees for professional services provided by the Company's independent registered public accounting firm Ernst & Young LLP, in each of the last two fiscal years, for each of the following categories were:

	<u>2013</u>	<u>2012</u>
Audit Fees	\$ 448,750	\$ 416,800
Audit-Related Fees	32,270	96,999
Tax Fees	37,305	104,775
All Other Fees	—	—
Total	\$ 518,325	\$ 618,574

Fees for audit services include fees associated with the annual financial statement and internal controls audits, the reviews of the Company's quarterly reports on Form 10-Q, and assistance with review of documents filed with the SEC. Audit-related fees principally include accounting consultations and the audit of the Company's Profit Sharing and 401(k) Plan. Tax fees consist primarily of tax compliance and consultation on routine tax matters.

Pre-Approval Policies and Procedures

The Audit Committee has adopted a policy that requires pre-approval of all audit, audit-related, tax and other services performed by the independent auditors during the fiscal year. The Audit Committee pre-approves specifically defined services within the categories outlined above, subject to the budget for each category. Unless a specific service has previously been pre-approved for that year, the Audit Committee must approve the service before the independent auditor may perform such service. The Audit Committee has delegated to the Chair of the Audit Committee the authority to pre-approve permitted services between Audit Committee meetings, subject to specified budgetary limitations, so long as the Chair reports any such decisions to the Audit Committee at its next scheduled meeting.

RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS

(Item 2 on your Proxy Card)

The Audit Committee has selected Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending March 1, 2014. The Board urges you to vote "FOR" ratification of that appointment. A representative of Ernst & Young LLP plans to be present at the Annual Meeting of Shareholders and will be given an opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions from shareholders.

If the shareholders fail to ratify the appointment of Ernst & Young LLP, the Audit Committee and Board will consider a change in independent auditors for the next fiscal year, although they will not be compelled to change auditors. Even if the shareholders ratify the selection of Ernst & Young LLP, the Audit Committee or Board, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time if either the Audit Committee or the Board determines that a change would be in the best interests of the Company and its shareholders.

Required Shareholder Approval

For the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending March 1, 2014 to be ratified, more votes must be cast by all holders of shares of common stock, voting together as a single class, in favor of the proposal than are cast against it. Abstentions and broker non-votes will not be included in the vote count and will have no effect on the outcome of the proposal.

Recommendation of the Board of Directors

The Board of Directors unanimously recommends that shareholders vote "FOR" ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm. Proxies solicited by the Board will be so voted unless shareholders specify otherwise on their Proxy Cards (Item 2 on your Proxy Card).

**NON-BINDING ADVISORY RESOLUTION TO APPROVE
THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS**

(Item 3 on your Proxy Card)

In accordance with the requirements of the Dodd-Frank Act, the Company is requesting your non-binding advisory approval of the compensation of our NEOs. The compensation of our NEOs is described in the Compensation Discussion and Analysis, the compensation tables, and the accompanying narrative starting on page 18 of this Proxy Statement.

The Compensation Committee is responsible for reviewing and approving the compensation structure for the Company's executive officers, and, in this regard, seeks to establish a competitive and balanced, performance-based compensation structure that is fundamentally fair to the Company's shareholders and creates long-term shareholder value. The Company's compensation program also reflects competition and best practices in the marketplace. The mix of compensation components is competitive with that of other companies in our industry of similar size and operational characteristics, links compensation to individual and Company performance, and encourages stock ownership by senior management. Based on its review of the total compensation of our NEOs for Fiscal 2013, the Compensation Committee believes that the total compensation for each of the NEOs is reasonable and effectively achieves the objective of aligning compensation with performance measures directly related to our financial goals and creation of shareholder value, without encouraging our NEOs to take unnecessary or excessive risks.

The Compensation Discussion and Analysis section of this Proxy Statement and the accompanying tables and narrative starting on page 18 above provide a comprehensive review of our NEO compensation strategy, objectives, factors, program, and rationale. We urge you to read this disclosure before voting on this non-binding proposal.

For the reasons stated above, and pursuant to Section 14A of the Exchange Act, we are requesting your non-binding approval of the following resolution:

"RESOLVED, that the compensation paid to the Company's Named Executive Officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables, and narrative discussion is hereby APPROVED."

Your vote on this proposal will be advisory and non-binding on the Company and the Board and will not be construed as overruling a decision by the Company or the Board. Your vote will not create or imply any change to our fiduciary duties or create or imply any additional fiduciary duties for the Company or the Board. However, the Board values the opinions that our shareholders express in their votes and will consider the outcome of the vote when making future executive compensation decisions, as it deems appropriate.

Frequency Vote

In addition to requesting the non-binding shareholder advisory approval of the Company's executive compensation program, the Dodd-Frank Act also requires the Company to separately seek, once every six years, shareholder approval of how often the Company will seek advisory approval of the NEOs' compensation (referred to as the frequency vote). The Dodd-Frank Act requires that the Company present every one, two, or three years, or abstain, as voting alternatives for shareholders with respect to the frequency vote.

In the Company's proxy statement for the 2011 Annual Meeting of Shareholders, the Board recommended, for various reasons, that shareholders vote for a non-binding advisory frequency vote on the compensation of our NEOs be held every three years. Despite such recommendation, the option receiving the greatest number of shareholder votes at the 2011 Annual Meeting of Shareholders was for a non-binding advisory frequency vote every year. Although this shareholder frequency vote was advisory and non-binding, the Board carefully considered the voting results. In light of the shareholders' vote on this proposal, the Board determined to follow the results of the shareholder voting and to include an annual executive compensation say on pay advisory vote in the Company's future proxy materials, which is addressed above and included as Item 3 on your Proxy Card. The Board expects to continue this practice of holding an annual advisory vote with respect to the compensation of our NEOs for the foreseeable future. No frequency vote is occurring this year.

Required Shareholder Approval

For the non-binding advisory resolution relating to the compensation of the Company's NEOs to be approved, more votes must be cast by all holders of shares of common stock, voting together as a single class, in favor of the proposal than are cast against it. Abstentions and broker non-votes will not be included in the vote count and will have no effect on the outcome of the proposal.

Recommendation of the Board of Directors

The Board of Directors unanimously recommends that shareholders vote "FOR" the approval of the non-binding advisory resolution approving the compensation of the Company's NEOs. Proxies solicited by the Board will be so voted unless shareholders specify otherwise on their Proxy Cards (Item 3 on your Proxy Card).

PROPOSALS OF SHAREHOLDERS

If a shareholder wishes to submit a proposal for consideration at the 2014 Annual Meeting of Shareholders and wants that proposal to appear in the Company's proxy statement for that meeting, the proposal must be submitted to the Company at Finish Line Customer Central (3308 N. Mitthoeffer Road, Indianapolis, Indiana 46235) in care of the Corporate Secretary no later than April 9, 2014.

If a shareholder wishes to submit a proposal for consideration at the 2014 Annual Meeting of Shareholders, or if a shareholder wishes to recommend a candidate for election to the Board, the Company's Bylaws require the shareholder to provide the Company with written notice of such proposal or recommendation no less than 90 days, nor more than 120 days, in advance of the first anniversary of the 2013 Annual Meeting (in the event that the date of the 2014 Annual Meeting of Shareholders is advanced by more than 30 days or delayed by more than 60 days from such anniversary date, the shareholder must provide the Company with written notice of such proposal or recommendation no less than 90 days, nor more than 120 days, in advance of the meeting or, if later, the seventh day following the first public announcement of the date of the 2014 Annual Meeting of Shareholders). Such notice should be sent to the Company at Finish Line Customer Central (3308 N. Mitthoeffer Road, Indianapolis, Indiana 46235) in care of the Corporate Secretary.

Notwithstanding the foregoing, in the event that the number of Directors to be elected to the Board is increased and there is no public announcement by the Company naming all of the Director nominees or specifying the size of the increased Board at least 100 days prior to the first anniversary of the 2013 Annual Meeting (or if the 2014 Annual Meeting of Shareholders is advanced by more than 30 days or delayed by more than 60 days from such anniversary date, at least 100 days prior to the date of the 2014 Annual Meeting), a shareholder's notice shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it is delivered to the Company at Finish Line Customer Central (3308 N. Mitthoeffer Road, Indianapolis, Indiana 46235) in care of the Corporate Secretary no later than the close of business on the seventh day following the day on which such public announcement is made by the Company.

HOUSEHOLDING

Shareholders who share the same last name and address may receive only one copy of the E-Proxy Notice unless we receive contrary instructions from any shareholder at that address. This is referred to as "householding." If you prefer to receive multiple copies of the E-Proxy Notice at the same address, additional copies will be provided to you promptly upon written or oral request, and if you are receiving multiple copies of the E-Proxy Notice, you may request that you receive only one copy. Please address requests for a copy of the E-Proxy Notice to our Corporate Secretary, The Finish Line, Inc., Finish Line Customer Central, 3308 N. Mitthoeffer Road, Indianapolis, Indiana 46235 or by telephone at (317) 899-1022.

MISCELLANEOUS

The E-Proxy Notice contains instructions on how to access the Company's Annual Report to Shareholders for the fiscal year ended March 2, 2013, which includes the financial statements and related notes thereto, together with the report of the independent auditors and other information with respect to the Company. You also may obtain copies of this Proxy Statement, the form of proxy relating to the Annual Meeting, and our Annual Report to Shareholders without charge from our website at www.finishline.com, and click on the Investor Relations link, or from the SEC's web site at www.sec.gov, or at www.proxyvote.com.

The Company is not aware of any other business to be presented at the Annual Meeting. If matters other than those described herein should properly arise at the meeting, the proxies will vote on such matters in accordance with their best judgment.

By Order of the Board of Directors,



Christopher C. Eck
Senior Vice President, General Counsel and Corporate Secretary
Indianapolis, Indiana
June 7, 2013

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

M60932-P40574

THE FINISH LINE, INC.

CLASS A COMMON SHARES

Proxy for the Annual Meeting of Shareholders, July 18, 2013.

This Proxy is solicited on behalf of the Board of Directors for the Annual Meeting of Shareholders to be held on July 18, 2013, at 9:00 a.m. E.D.T. at Finish Line Customer Central located at 3308 N. Mitthoeffer Rd., Indianapolis, IN 46235

The undersigned, revoking all prior Proxies, hereby appoints Steven J. Schneider and Samuel M. Sato, and each of them, with full power of substitution in each, the Proxies of the undersigned to represent the undersigned and vote all Class A Common Shares of the undersigned in The Finish Line, Inc. at the Annual Meeting of Shareholders to be held on July 18, 2013, and any adjournments or postponements thereof upon the matters stated on the reverse side and in the manner designated on the reverse side of this card.

Your vote is important. You are strongly encouraged to vote your proxy through the Internet in accordance with the instructions on the reverse side. However, if you wish to vote by mail, just complete the reverse side of this card, sign and date where indicated, and return it in a postage paid envelope. If you do not submit a proxy through the Internet, or by returning a proxy, or attend the meeting and vote in person, shares that you own directly cannot be voted.

Important Notice Regarding Availability of Proxy Materials

The Notice of Annual Meeting of Shareholders and Proxy Statement, 2013 Annual Report on Form 10-K of The Finish Line, Inc., and form of proxy for the Annual Meeting are also available, without charge, at www.finishline.com or from the SEC's website at www.sec.gov. You may also request a copy of these materials at www.proxyvote.com or by sending an e-mail to sendmaterial@proxyvote.com. Please make your request no later than July 4, 2013, to facilitate timely delivery. If you do not request materials pursuant to the foregoing procedures, you will not otherwise receive an email or electronic copy of the materials. For meeting directions please call (317) 899-1022, extension 5.

Electronic distribution of proxy materials saves time, postage and printing costs, and is environmentally friendly.

Continued and to be signed on reverse side