

MULTIMEDIA GAMES HOLDING COMPANY, INC.
Form DEF 14A
December 15, 2011

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

SCHEDULE 14A

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

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

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

Multimedia Games Holding Company, Inc.
(Name of Registrant as Specified in its Charter)

N/A

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

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-

December 15, 2011

Dear Shareholder:

You are cordially invited to attend the annual meeting of shareholders of Multimedia Games Holding Company, Inc., a Texas corporation, to be held on Wednesday, February 1, 2012 at 10:00 a.m. local time, at our corporate office, located at 206 Wild Basin Road South, Building B, Austin, Texas 78746. During the meeting, we will discuss each item of business described in this Proxy Statement. We hope you will be able to attend the meeting. If you would like to obtain directions to attend the Annual Meeting and vote in person, please contact reception at (512) 334-7500.

The Notice of Annual Meeting of Shareholders and a Proxy Statement, which describe the formal business to be conducted at the meeting, follow this letter. A copy of our Annual Report to Shareholders is also enclosed for your information.

Whether or not you expect to attend, please vote your proxy so your shares will be represented at the meeting.

Respectfully yours,

/s/ Patrick J. Ramsey

Patrick J. Ramsey
President and Chief Executive Officer

NOTICE OF
2012 ANNUAL MEETING OF SHAREHOLDERS
FEBRUARY 1, 2012

December 15, 2011

Dear Shareholder:

The 2012 Annual Meeting of Shareholders of Multimedia Games Holding Company, Inc., a Texas corporation, will be held on Wednesday, February 1, 2012, at 10:00 a.m. local time, at our corporate office, located at 206 Wild Basin Road South, Building B, Austin, Texas 78746. Shareholders will be asked to:

1. Elect the following nominees as directors to serve for the ensuing year and until their respective successors are elected: Stephen J. Greathouse, Neil E. Jenkins, Michael J. Maples, Sr., Justin A. Orlando, Patrick J. Ramsey, Robert D. Repass, and Timothy S. Stanley;
2. Approve the Multimedia Games Holding Company, Inc. 2012 Equity Incentive Plan;
3. Cast an advisory vote on executive compensation;
4. Ratify the appointment of BDO USA, LLP as our independent registered public accountants for our fiscal year ending September 30, 2012; and
5. Transact any other business that properly comes before the meeting.

The record date for the Annual Meeting is December 5, 2011. If you held shares of Multimedia Games Holding Company, Inc. at the close of business on that date, you are entitled to vote at the Annual Meeting. A complete list of shareholders entitled to vote will be available for inspection by any shareholder, for any purpose relating to the meeting, during normal business hours at our principal executive offices, 206 Wild Basin South, Building B, Austin, Texas, 78746, for ten days prior to the annual meeting.

Your vote is important. We encourage you to vote by proxy, even if you plan to attend the meeting.

By order of the Board of Directors,

/s/ Jerome R. Smith

Jerome R. Smith
Corporate Secretary

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON FEBRUARY 1, 2012

Our Notice of 2012 Annual Meeting of Shareholders, Proxy Statement and Annual Report to

Shareholders are available at www.proxyvote.com or on the Company's website at <http://ir.multimediacom.com/annuals.cfm> in the "Investor Relations" section. Information on our website, including information in other documents referred to in this Proxy Statement, does not constitute part of this Proxy Statement.

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MULTIMEDIA GAMES HOLDING COMPANY, INC.
206 WILD BASIN ROAD SOUTH, BUILDING B
AUSTIN, TEXAS 78746
(512) 334-7500

PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD FEBRUARY 1, 2012

QUESTIONS AND ANSWERS ABOUT THE 2012 ANNUAL MEETING AND VOTING

Q. Why am I receiving these materials?

A. This Proxy Statement, the accompanying Notice of Annual Meeting of Shareholders and proxy card are being furnished to the shareholders by the Board of Directors of the Company to solicit your proxy to vote at the 2012 Annual Meeting of Shareholders to be held on February 1, 2012 at 10:00 a.m. local time, at our corporate office, located at 206 Wild Basin Road South, Building B, Austin, Texas 78746.

This Proxy Statement summarizes the information you need to vote at the 2012 Annual Meeting. You do not need to attend the meeting, however, to vote your shares. You may return the enclosed proxy card by mail. You may also vote by telephone or via the Internet, as detailed below. If your shares are held in "street name", you may have voting instructions enclosed, rather than a proxy card.

We will begin mailing this Proxy Statement, along with the proxy card and our Annual Report for the year ended September 30, 2011, on or about December 19, 2011.

We have requested that banks, brokerage firms and other nominees who hold common stock on behalf of the owners of the common stock (such stock is often referred to as being held in "street name") as of the close of business on December 5, 2011 forward these materials, together with a proxy card or voting instruction card, to those beneficial owners. We have agreed to pay the reasonable expenses of the banks, brokerage firms and other nominees for forwarding these materials.

Q. What materials am I receiving?

A. You are receiving:

- 1.this Proxy Statement for the 2012 Annual Meeting,
- 2.the proxy card or voting instruction form for the 2012 Annual Meeting, and
- 3.the Company's Annual Report on Form 10-K for the year ended September 30, 2011.

Q. What is the purpose of the 2012 Annual Meeting?

A. At the 2012 Annual Meeting, including any adjournment or postponement thereof, the shareholders of the Company will be asked to consider and vote upon four proposals:

- 1.Elect the following nominees as directors to serve for the ensuing year and until their respective successors are elected: Stephen J. Greathouse, Neil E. Jenkins, Michael J. Maples, Sr., Justin A. Orlando, Patrick J. Ramsey, Robert D. Repass, and Timothy S.

Stanley;

2. Approve the Multimedia Games Holding Company, Inc. 2012 Equity Incentive Plan;
3. Cast an advisory vote on executive compensation; and
4. Ratify the appointment of BDO USA, LLP as our independent registered public accountants for our fiscal year ending September 30, 2012.

Other than matters incident to the conduct of the 2012 Annual Meeting and those set forth in this Proxy Statement, we do not know of any business or proposals to be considered at the 2012 Annual Meeting. If any other business is proposed and properly presented at the 2012 Annual Meeting, the proxies received from our shareholders give the proxy holders the authority to vote on the matter at their discretion.

Q. What does the Board recommend?

A. Our Board recommends that you vote:

- “FOR” the election of each of the named nominees to the Board;
- “FOR” the approval of the Multimedia Games Holding Company, Inc. 2012 Equity Incentive Plan;
- “FOR” the approval, on a non-binding, advisory basis, of the compensation of our named executive officers as disclosed in the Compensation Discussion and Analysis, the compensation tables, and the related disclosure contained in the Proxy Statement set forth under the caption “Executive Compensation” of this Proxy Statement; and
- “FOR” the ratification of BDO USA, LLP as our independent registered public accountants for our fiscal year ending September 30, 2012.

Q. How do I attend the 2012 Annual Meeting? What do I need to bring?

A. All shareholders are invited to attend the 2012 Annual Meeting. To attend the 2012 Annual Meeting, you will need to bring an admission ticket, and you may be asked to provide valid photo identification.

·If you are a registered shareholder, the top half of your proxy card is your admission ticket.

·If you hold your shares through a broker or otherwise in street name, please bring a copy of the voting instruction form received from your broker, a brokerage statement reflecting ownership as of the record date December 5, 2011, a letter from your broker, or other evidence of stock ownership as of the record date.

·If you are an employee, you can show your employee badge.

·You can print an admission ticket at www.proxyvote.com.

If you are not a record date shareholder, you will be admitted to the 2012 Annual Meeting only if you have a legal proxy from a record date shareholder.

Please note that cameras, recording equipment and other similar electronic devices, large bags and packages will not be allowed into the meeting and will need to be checked at the door.

Q. Who is entitled to vote?

A. Record holders of common stock at the close of business on December 5, 2011 may vote at the 2012 Annual Meeting. On December 5, 2011, 27,088,543 shares of common stock were outstanding and eligible to vote. Each share of common stock is entitled to one vote on each matter submitted for shareholder approval. The shares of common stock in our treasury on that date will not be voted.

Q. How do I vote?

A. If you hold shares directly in your own name and are the holder of record, you have four voting options. You may vote using one of the following methods:

·Internet. You can vote over the Internet by accessing the website at www.proxyvote.com, and following the instructions on the website. Internet voting is available 24 hours a day until 11:59 pm Eastern Time on January 31, 2012. If you vote over the Internet, do not return your proxy card.

·Telephone. If you hold shares directly in your own name and are the holder of record, you can vote by telephone by calling the toll-free number (800) 690-6903 in the United States, Canada or Puerto Rico on a touch-tone phone. You will then be prompted to

enter the control number printed on your proxy card and to follow the subsequent instructions. Telephone voting is available 24 hours a day until 11:59 pm Eastern Time on January 31, 2012.

·Mail. You can vote by mail by simply completing, signing, dating and mailing your proxy card in the postage-paid envelope included with this proxy statement.

·In Person. You may come to the 2012 Annual Meeting and cast your vote there. We will have ballots available at the meeting. We recommend that you vote by proxy even if you plan to attend the 2012 Annual Meeting so that your vote will be counted if you later decide not to attend the 2012 Annual Meeting.

If your shares are held in street name, you should follow the voting directions provided by your broker or nominee. You may complete and mail a voting instruction card to your broker or nominee or, if your broker allows, submit voting instructions by telephone or the Internet. If you provide specific voting instructions by mail, telephone or the Internet, your broker or nominee will vote your shares as you have directed. You may also cast your vote in person at the 2012 Annual Meeting, but you must request a legal proxy from your broker or nominee.

If you return your signed proxy card or use Internet or telephone voting before the 2012 Annual Meeting, we will vote your shares as you direct. You have three choices on each director nominee and the other matters to be voted upon. You may vote (or abstain) by choosing FOR, AGAINST or ABSTAIN.

If you are a shareholder of record and you return a proxy card through the mail, Internet or telephone but do not specify how you want to vote your shares, we will vote them FOR the election of the seven director nominees set forth in this Proxy Statement, FOR approval of the Multimedia Games Holding Company, Inc. 2012 Equity Incentive Plan, FOR the compensation paid to our named executive officers, and FOR the ratification of the appointment of BDO USA LLP as our independent registered public accounting firm.

Q. What if I change my mind after I vote my shares?

A. If you are a shareholder of record, you can revoke your proxy at any time before it is voted at the 2012 Annual Meeting by:

- Sending written notice of revocation to the Corporate Secretary, Multimedia Games Holding Company, Inc., 206 Wild Basin Road South, Building B. Austin, Texas 78746;
- Submitting a properly signed proxy with a later date; or
- Voting by telephone or the Internet at a time following your prior telephone or Internet vote.

To be effective, we must receive the revocation of your vote at or prior to the 2012 Annual Meeting.

You also may revoke your proxy by voting in person at the 2012 Annual Meeting. You also may be represented by another person at the 2012 Annual Meeting by executing a proper proxy designating that person.

If your shares are held in street name, you should follow the instructions provided by your nominee.

Q. What does it mean if I receive more than one proxy card?

A. It means you have multiple accounts at the transfer agent and/or with banks or stockbrokers. Please vote all of your accounts. If you would like to consolidate multiple accounts at our transfer agent, please contact American Stock Transfer & Trust Co., LLC at (800) 937-5449.

Q. What will happen if I do not vote my shares?

A. If you do not vote according to the instructions described on your proxy card, your shares will not be voted. If your shares are held in street name, your brokerage firm may vote your shares on those proposals where it has discretion to vote. Under the rules of various securities exchanges, your nominee generally may vote on routine matters but cannot vote on non-routine matters. If you do not give instructions on how to vote your shares on a non-routine matter, your nominee will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares; this is generally referred to as a "broker non-vote." Of the proposals to be considered at the 2012 Annual Meeting, only the proposal to ratify the appointment of BDO USA LLP as our independent registered public accounting firm is considered a routine matter.

Q. How many shares must be present to hold the 2012 Annual Meeting?

A. At least one-half of Multimedia Games Holding Company, Inc.'s outstanding common shares as of the record date must be present at the 2012 Annual Meeting in order to hold the 2012 Annual Meeting and conduct business. This is called a quorum. We will count your shares as present at the 2012 Annual Meeting if you:

- Are present and vote in person at the 2012 Annual Meeting; or
- Have properly submitted a proxy card or a voter instruction form, or voted by telephone or the Internet on a timely basis.

