

HOLLYWOOD MEDIA CORP

Form DEF 14A

November 18, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

Proxy Statement

Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

<input type="checkbox"/>	<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	<input checked="" type="checkbox"/>	Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
<input type="checkbox"/>	<input checked="" type="checkbox"/>	Definitive Proxy Statement
<input type="checkbox"/>	<input type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	<input type="checkbox"/>	Soliciting Material Pursuant to Rule 14a-12

Hollywood Media Corp.

(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):

☒ x

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:

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

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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:

November 18, 2013

Dear Fellow Shareholders:

We invite you to attend the **2013 Annual Meeting of Shareholders of Hollywood Media Corp.** (which we refer to as “Hollywood Media,” the “Company,” “we,” “our,” and “us”). The annual meeting will be held at 10:45 a.m., Eastern time, on December 16, 2013, at 2255 Glades Road, Conference Room 123A, Boca Raton, Florida 33431. Conference Room 123A is on the first floor of the building. The accompanying Notice of 2013 Annual Meeting of Shareholders, Proxy Statement, Proxy Card, and Hollywood Media’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012, are first being mailed to Hollywood Media’s shareholders on or about November 20, 2013.

At the annual meeting you will be asked to vote on the election of five directors nominated by Hollywood Media’s Board of Directors, to ratify the selection of Marcum LLP as Hollywood Media’s independent registered public accounting firm for 2013, to hold a non-binding advisory vote on the compensation of our named executive officers as disclosed in the accompanying proxy statement, and to hold a non-binding advisory vote on the frequency of holding future advisory votes on the compensation of our named executive officers. Shareholders of record at the close of business on November 8, 2013 are entitled to notice of, and to vote at, the annual meeting or at any postponements or adjournments of the annual meeting.

Please review the accompanying Proxy Statement for more complete information regarding the matters proposed for your consideration at the 2013 Annual Meeting. Hollywood Media’s Annual Report on Form 10-K for the year ended December 31, 2012, which is being made available to you along with the accompanying Proxy Statement, contains information about Hollywood Media and its performance.

Your Vote Is Very Important. Whether or not you plan to attend the annual meeting, please vote as soon as possible. As an alternative to voting in person at the annual meeting, you may vote via the Internet or by telephone pursuant to the procedures described in the accompanying Proxy Statement or, if you receive a paper proxy card in the mail, by completing and returning the proxy card. Voting by any of these methods will ensure your representation at the annual meeting. If you attend the annual meeting, you may vote in person if you wish, whether or not you have previously voted. Please note that if you hold your shares in “street name” (that is, through a bank, broker or other nominee) and wish to vote such shares in person at the annual meeting, you must obtain from the relevant bank, broker or other nominee holding such shares a properly executed “legal proxy” identifying you as the beneficial owner of such shares, authorizing you to act on behalf of the nominee-record owner of such shares at the annual meeting and identifying the number of shares (and certificate numbers, if applicable) in respect of which the authorization is granted.

Sincerely,

Mitchell Rubenstein
Chairman and Chief Executive Officer

Annual Meeting Guidelines and Procedures. At the annual meeting we will distribute copies of our customary annual meeting guidelines and procedures to be followed by persons attending the annual meeting. These rules include the following, among other things: (i) attendance is limited to (a) shareholders of record as of the record date, (b) beneficial or “street” owners having written evidence of ownership as of the record date, (c) authorized proxies of such shareholders presenting written evidence of such authorization, and (d) invited guests of management; and (ii) the use of cameras, sound recording equipment, communication devices, or any other similar equipment is prohibited.

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HOLLYWOOD MEDIA CORP.

301 East Yamato Road, Suite 2199

Boca Raton, Florida 33431
(561) 998-8000

NOTICE OF 2013 ANNUAL MEETING OF SHAREHOLDERS

Meeting Date: December 16, 2013

Meeting Time: 10:45 a.m., Eastern Time

Meeting Place: 2255 Glades Road, Conference Room 123A

Boca Raton, Florida 33431

Notice is hereby given that the 2013 Annual Meeting of Shareholders (the "Meeting") of Hollywood Media Corp., a Florida corporation (which we refer to as "Hollywood Media," the "Company," "we," "our," and "us"), will be held for the following purposes:

1. To consider and vote upon the election of five directors nominated by Hollywood Media's Board of Directors;
2. To consider and vote upon a proposal to ratify the selection of Marcum LLP as Hollywood Media's independent registered public accounting firm for the fiscal year ending December 31, 2013;
3. To hold a non-binding advisory vote on the compensation of our named executive officers as disclosed in the accompanying proxy statement;
4. To hold a non-binding advisory vote on the frequency of holding future advisory votes on the compensation of our named executive officers; and
5. Such other business as properly may be presented at the Meeting or any adjournments or postponements thereof.

You are cordially invited to attend the Meeting. Whether or not you plan to attend the Meeting, to ensure that your shares are represented at the Meeting we ask you to please read the accompanying Proxy Statement and vote as soon as possible. As an alternative to voting in person at the Meeting, you may vote via the Internet or by telephone

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pursuant to the procedures described in the accompanying Proxy Statement or, if you receive a paper proxy card in the mail, by completing and returning the proxy card. Voting by any of these methods will ensure your representation at the Meeting. Your proxy may be revoked at any time before it is voted. If you attend the Meeting, you may vote in person if you wish, whether or not you have executed and returned your proxy card. Please note that if you hold your shares in “street name” (that is, through a bank, broker or other nominee) and wish to vote such shares in person at the Meeting, you must obtain from the relevant bank, broker or other nominee holding such shares a properly executed “legal proxy”.

Please review the Proxy Statement accompanying this notice for more complete information regarding the matters proposed for your consideration at the Meeting. Hollywood Media’s Annual Report on Form 10-K for the year ended December 31, 2012, which is being made available to you along with the Proxy Statement, contains information about Hollywood Media and its performance.

By Order of the Board of Directors

Laurie S. Silvers
Vice Chairman of the Board, President and Secretary

Boca Raton, Florida

November 18, 2013

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on December 16, 2013: The Notice of Annual Meeting, Proxy Statement and Proxy Card for Hollywood Media Corp.’s 2013 Annual Meeting of Shareholders to be held on December 16, 2013, and Hollywood Media Corp.’s Annual Report on Form 10-K for the year ended December 31, 2012, are available for your review at <http://www.astproxyportal.com/ast/00715/>.

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HOLLYWOOD MEDIA CORP.
301 East Yamato Road, Suite 2199

Boca Raton, Florida 33431

(561) 998-8000

2013 ANNUAL MEETING OF SHAREHOLDERS

PROXY STATEMENT

As further described in this Proxy Statement, this Proxy Statement is furnished in connection with the solicitation of the accompanying proxies on behalf of the Board of Directors of Hollywood Media Corp. (which we refer to as “Hollywood Media,” the “Company,” “we,” “our,” and “us”) for use at Hollywood Media’s 2013 Annual Meeting of Shareholders (the “Meeting”) to be held at 2255 Glades Road, Conference Room 123A, Boca Raton, Florida 33431, on December 16, 2013, convening at 10:45 a.m., Eastern time, and at any adjournments or postponements thereof.

This Proxy Statement, the accompanying proxy card, our Notice of 2013 Annual Meeting of Shareholders, and Hollywood Media’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012 are first being mailed to Hollywood Media’s shareholders on or about November 20, 2013. Shareholders should review the information in this Proxy Statement together with Hollywood Media’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012. A list of shareholders of record entitled to vote at the Meeting will be available at Hollywood Media’s principal executive offices, located at 301 East Yamato Road, Suite 2199, Boca Raton, Florida 33431, for a period of ten days prior to the Meeting and at the Meeting itself for examination by any shareholder.

Questions and Answers about the Meeting

Why am I receiving this Proxy Statement?

You are receiving this Proxy Statement because you owned shares of Hollywood Media common stock as of the close of business on the record date of November 8, 2013 (the “Record Date”). This Proxy Statement is being furnished to holders of Hollywood Media’s common stock in connection with the solicitation of proxies by and on behalf of Hollywood Media’s Board of Directors (the “Board” or the “Board of Directors”) for use at the Meeting.

When is the Meeting and where is it being held?

The Meeting will be held on December 16, 2013, at 10:45 a.m., Eastern Time, at 2255 Glades Road, Conference Room 123A, Boca Raton, Florida 33431. Conference Room 123A is on the first floor of the building.

Who is entitled to notice of and to vote at the Meeting?

Only Hollywood Media shareholders of record at the close of business on the Record Date are entitled to receive notice of the Meeting and to vote shares of Hollywood Media common stock that they held as of the close of business on the Record Date at the Meeting or any postponements or adjournments of the Meeting. Each outstanding share of Hollywood Media common stock as of the close of business on the Record Date entitles its holder to cast one vote on each matter to be voted upon.

Who can attend the Meeting?

All shareholders of Hollywood Media as of the Record Date, or their duly appointed proxies, may attend the Meeting. To gain admission, you will need to show that you are a shareholder of Hollywood Media. All shareholders will be required to show valid, government-issued, picture identification. If your shares are registered in your name, your name will be compared to the list of registered shareholders to verify your share ownership. If you hold your shares in “street name” (that is, through a broker, bank or other nominee), you will need to bring evidence of your share ownership, such as your most recent brokerage account statement or a legal proxy from your broker, bank or other nominee. See information below under the headings **“If my shares are held in “street name” by my broker, will my broker vote my shares for me?”** and **“If my shares are held in “street name” by my broker, can I vote in person at the Meeting?”**. If you do not have valid picture identification and proof that you owned shares of Hollywood Media common stock as of the Record Date, you may not be admitted to the Meeting.

At the Meeting we will distribute copies of our customary annual meeting guidelines and procedures to be followed by persons attending the Meeting. These rules include the following, among other things: (i) attendance is limited to (a) shareholders of record as of the Record Date, (b) beneficial or “street” owners having written evidence of ownership as of the Record Date, (c) authorized proxies of such shareholders presenting written evidence of such authorization, and (d) invited guests of management; and (ii) the use of cameras, sound recording equipment, communication devices, or any other similar equipment is prohibited.

What matters are going to be considered at the Meeting and what am I being asked to vote on?

At the Meeting, holders of shares of Hollywood Media’s common stock will be requested to consider and vote upon:

- (1) the election of five directors nominated by Hollywood Media’s Board of Directors (Mitchell Rubenstein, Laurie S. Silvers, Harry T. Hoffman, Robert D. Epstein and Stephen Gans), as described in Proposal 1 below;
- (2) a proposal to ratify the selection of Marcum LLP as Hollywood Media’s independent registered public accounting firm for the fiscal year ending December 31, 2013;
- (3) a non-binding advisory vote on the compensation of our named executive officers as disclosed in this Proxy Statement;
- (4) a non-binding advisory vote on the frequency of holding future advisory votes on the compensation of our named executive officers; and

(5) such other business as properly may be presented at the Meeting or any adjournments or postponements thereof.

What are the Board's recommendations?

**HOLLYWOOD MEDIA'S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT
HOLLYWOOD MEDIA'S SHAREHOLDERS VOTE:**

**FOR THE ELECTION OF THE FIVE DIRECTORS NOMINATED BY HOLLYWOOD MEDIA'S
(1) BOARD OF DIRECTORS (Mitchell Rubenstein, Laurie S. Silvers, Harry T. Hoffman, Robert D. Epstein
and Stephen Gans);**

**FOR THE RATIFICATION OF Marcum LLP AS HOLLYWOOD MEDIA'S INDEPENDENT
(2) REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31,
2013;**

**FOR THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS
(3) DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO ITEM 402 OF REGULATION S-K,
including the compensation tables and narrative discussion contained in this Proxy Statement; and**

**(4) FOR EVERY 3 YEARS WITH RESPECT TO THE FREQUENCY OF HOLDING ADVISORY VOTES
ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.**

How many shares of Hollywood Media common stock were outstanding and entitled to vote as of the close of business on the Record Date?

As of the close of business on the Record Date, there were 22,640,966 shares of Hollywood Media common stock outstanding and entitled to vote.

What constitutes a quorum at the Meeting?

A majority of the outstanding shares of Hollywood Media common stock outstanding as of the close of business on the Record Date must be represented, in person or by proxy, to constitute a quorum at the Meeting. Shares represented by a proxy card either marked as “withhold authority” or “abstain” or returned without voting instructions will be counted as present for the purpose of determining whether the quorum requirement is satisfied. Also, in those instances where shares are held by brokers, banks or other nominees who have returned a proxy but are prohibited from exercising discretionary authority for beneficial owners who have not given voting instructions, those shares will be counted as present for quorum purposes (see information below under the heading “**If my shares are held in “street name” by my broker, will my broker vote my shares for me?**”). If less than a majority of the outstanding shares of Hollywood Media common stock outstanding as of the close of business on the Record Date are represented, in person or by proxy, at the Meeting, then a majority of the shares represented, in person or by proxy, at the Meeting may adjourn or postpone the Meeting to another date, time or place. Once a share is represented for any purpose at the Meeting, it is deemed present for quorum purposes for the remainder of the Meeting and for any adjournment or postponement of the Meeting unless a new record date is or must be set for that adjourned or postponed meeting.

How do I vote?

You can use the following methods to vote:

By Written Proxy. Shareholders of record (who own shares registered in their name directly with Hollywood Media's transfer agent on the close of business on the Record Date) who receive a paper proxy card in the mail can vote by completing, signing, dating and returning the proxy card in the postage-prepaid envelope provided. If you hold shares in "street name" (that is, through a broker, bank or other nominee), you may request a written proxy card or a voting instruction card form from your broker, bank or other nominee.

By Telephone or Through the Internet. Shareholders of record (who own shares registered in their name directly with Hollywood Media's transfer agent on the close of business on the Record Date) also can vote by telephone or through the Internet until 11:59 PM Eastern time on December 15, 2013 by calling (for telephone voting) toll-free 1-800-PROXIES (1-800-776-9437) in the United States or 1-718-921-8500 from foreign countries from any touch-tone telephone and following the instructions, or by accessing (for Internet voting) <http://www.voteproxy.com> and following the on-screen instructions. Shareholders of record electing to vote by telephone or through the Internet should have their proxy card available when they call or access the website. If you hold shares in "street name" (that is, through a broker, bank or other nominee), you may vote by telephone or through the Internet if your broker, bank or other nominee makes those methods available, in which case the broker, bank or other nominee will include the instructions with the proxy materials. The telephone and Internet voting procedures are designed to authenticate shareholders' identities, to allow shareholders to vote their shares, and to confirm that their instructions have been recorded properly.

In Person. Shareholders of record (who own shares registered in their name directly with Hollywood Media's transfer agent on the close of business on the Record Date) may vote in person at the Meeting. If you hold shares in "street name" (that is, through a broker, bank or other nominee), you may vote in person at the Meeting if you have a properly executed legal proxy from your broker, bank or other nominee entitling you to vote such shares (see information below under the heading "**If my shares are held in "street name" by my broker, can I vote in person at the Meeting?**").

If my shares are held in "street name" by my broker, will my broker vote my shares for me?

If your shares of Hollywood Media common stock are held in a stock brokerage account or by a bank or other nominee, then you are considered the beneficial owner of shares of Hollywood Media common stock held in your "street name" and these proxy materials are being forwarded to you by your broker, bank or other nominee, who is considered the shareholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker, bank or other nominee on how to vote. However, since you are not the shareholder of record, you may not vote these shares in person at the Meeting, unless you request a legal proxy from your broker, bank or other nominee. Your broker, bank or other nominee has enclosed a voting instruction card for you to use in directing the broker, bank or other nominee regarding how to vote your shares.

Brokers who hold shares in street name for customers have the authority to vote on "routine" proposals (such as such as Proposal No. 2, the proposal to ratify the selection of Marcum LLP as Hollywood Media's independent registered public accounting firm for the fiscal year ending December 31, 2013) when they have not received instructions from beneficial owners. However, brokers are precluded from exercising their voting discretion with respect to approval of non-routine matters, such as Proposal No. 1 regarding the election of directors and Proposal No. 3 and Proposal No. 4 regarding executive compensation and, as a result, absent specific instructions from the beneficial owner of such shares, brokers will not vote those shares. This is referred to as a "broker non-vote." Broker non-votes will be considered as "present" for purposes of determining a quorum, but will not be voted "for" or "against" non-routine matters (such as Proposal No. 1 regarding the election of directors and Proposal No. 3 and Proposal No. 4 regarding executive compensation).

Your broker, bank or other nominee will send you information to instruct such broker, bank or other nominee on how to vote on your behalf. If you do not receive a voting instruction card from your broker, bank or other nominee, please contact your broker, bank or other nominee promptly to get the voting instruction card. Your vote is important to the success of the proposals. Hollywood Media encourages all of its shareholders whose shares are held in street name to provide their brokers, banks and other nominees with instructions on how to vote.

If my shares are held in "street name" by my broker, can I vote in person at the Meeting?

If any beneficial owner of shares of Hollywood Media's common stock holds such shares in "street name" (through a bank, broker or other nominee) and wishes to vote such shares in person at the Meeting, such owner must obtain from the relevant bank, broker or other nominee holding such shares of Hollywood Media common stock a properly executed "legal proxy" identifying the beneficial owner as a holder of such common stock, authorizing the beneficial owner to act on behalf of the nominee-record owner of such common stock at the Meeting and identifying the number of shares of such common stock (and certificate numbers, if applicable) in respect of which the authorization is granted.

How will shares of common stock represented by proxies from the record holder of such shares be voted?

Shares of common stock represented by proxies from the record holder of such shares that are received at or prior to the Meeting that have not been revoked will be voted at the Meeting in accordance with the instructions contained therein. Shares of common stock represented by proxies from the record holder of such shares for which no instruction is provided will be voted "for" the election of the five directors nominated by the Board (Mitchell Rubenstein, Laurie S. Silvers, Harry T. Hoffman, Robert D. Epstein and Stephen Gans), "for" the ratification of Marcum LLP as Hollywood Media's independent registered public accounting firm for the fiscal year ending December 31, 2013, "for" the approval, on a non-binding advisory basis, of the compensation of our named executive officers, and "every 3 years" with respect to the advisory vote on the frequency of holding future advisory votes on the compensation of our named executive officers.

If the Meeting is postponed or adjourned for any reason, at any subsequent reconvening of the Meeting, all proxies from record holders of Hollywood Media's common stock will be voted in the same manner as such proxies would have been voted at the initial convening of the Meeting (except for any proxies that theretofore effectively have been revoked or withdrawn), notwithstanding that they may have been effectively voted on the same or any other matter at a previous meeting. If any other matters are properly presented at the Meeting for consideration, including consideration of a motion to adjourn the Meeting to another time and/or place (including for the purpose of soliciting additional proxies), the persons named in the submitted proxies and acting thereunder will have discretion to vote on such matters in accordance with their best judgment.

Can I change my vote or revoke my proxy?

Yes. You can change your vote or revoke your proxy in one of the following ways at any time before your proxy is voted at the Meeting. First, you can change your vote or revoke your proxy by delivering a written notice to the Secretary of Hollywood Media (at 301 East Yamato Road, Suite 2199, Boca Raton, Florida 33431) prior to the time it is exercised. Second, you can submit a new, later dated proxy (including an Internet or telephone vote in accordance with the procedures described in this Proxy Statement) prior to the time the initial proxy is exercised. Third, you can attend the Meeting and vote in person (provided, that if you hold your shares in "street name" (through a bank, broker or other nominee) and wish to vote such shares in person at the Meeting, you must obtain from the relevant bank, broker or other nominee holding such shares a properly executed "legal proxy" (see information above under the heading "**If my shares are held in "street name" by my broker, can I vote in person at the Meeting?**")). Attendance at the Meeting will not in itself constitute a revocation of a previously furnished proxy.

If you hold shares in "street name" (that is, through a broker, bank or other nominee) and wish to change the instructions you have provided such broker, bank or other nominee on how to vote such shares, you should contact such broker, bank or other nominee.

What vote is required to approve the proposals?

Provided that a quorum is present at the Meeting, nominees for director will be elected if they receive the affirmative vote of a plurality of the votes of the shares of Hollywood Media common stock present in person or by proxy at the Meeting and entitled to vote on the election of directors. A plurality for election of directors means that the director nominee receiving the most votes "for" a particular seat on the Board is elected to that seat. Shareholders may vote "for" or to "withhold authority" to vote for all or any selected individual or group of nominees, whether such votes are cast via the Internet, by telephone or by mailing in a signed proxy card. Votes to "withhold authority" and broker non-votes are not counted for purposes of the election of directors and, therefore, will have no effect on the outcome of such election.

Provided that a quorum is present at the Meeting, the appointment of Marcum LLP as Hollywood Media's independent registered public accounting firm for the fiscal year ending December 31, 2013 will be ratified by Hollywood Media's shareholders if the number of votes cast "for" ratification exceeds the number of votes cast "against" ratification.

Shareholders may vote "for" or "against" or to "abstain" from voting on the proposal to ratify the selection of Marcum LLP as Hollywood Media's independent registered public accounting firm for the fiscal year ending December 31, 2013, whether such votes are cast via the Internet, by telephone or by mailing in a signed proxy card. Votes to "abstain" and broker non-votes will not be counted as votes cast "for" or "against" the proposal to ratify Marcum LLP as Hollywood Media's independent registered public accounting firm for the fiscal year ending December 31, 2013, and therefore will not affect the outcome of the proposal to ratify Marcum LLP as Hollywood Media's independent registered public accounting firm for the fiscal year ending December 31, 2013.

Provided that a quorum is present at the Meeting, the compensation of our named executive officers will be approved (on a non-binding, advisory basis) by Hollywood Media's shareholders if the number of votes cast "for" approval exceeds the number of votes cast "against" approval. Shareholders may vote "for" or "against" or to "abstain" from voting on the compensation of our named executive officers, whether such votes are cast via the Internet, by telephone or by mailing in a signed proxy card. Votes to "abstain" and broker non-votes will not be counted as votes cast "for" or "against" the compensation of our named executive officers, and therefore will not affect the outcome of the vote on the compensation of our named executive officers. Because this vote is advisory, the results of the vote are not binding on our Board or our Compensation Committee. However, if there is a significant vote against the compensation of our named executive officers, our Board and our Compensation Committee will carefully evaluate whether any actions are necessary to address those concerns.

Provided that a quorum is present at the Meeting, with respect to the advisory vote on the frequency of future advisory votes on the compensation of our named executive officers, the frequency option (every 1 year, every 2 years, or every 3 years) that receives the highest number of votes cast by shareholders will be the frequency option recommended by our shareholders, although such vote will not be binding on us. Shareholders may vote "every 1 year," "every 2 years", or "every 3 years" or to "abstain" from voting on the advisory vote on the frequency of future advisory votes on the compensation of our named executive officers, whether such votes are cast via the Internet, by telephone or by mailing in a signed proxy card. Votes to "abstain" and broker non-votes will not affect the outcome of the advisory vote on the frequency of future advisory votes on the compensation of our named executive officers. Because this vote is also advisory, the results of the vote are not binding on our Board or our Compensation Committee. Nevertheless, our Board and our Compensation Committee intend to consider the results of this advisory vote in making a determination concerning the frequency of advisory votes on the compensation of our named executive officers.

Any other matters that may be submitted to a vote of Hollywood Media's shareholders, other than the election of directors, will be approved if the number of shares of Hollywood Media common stock voted in favor of the matter exceeds the number of shares of Hollywood Media common stock voted against the matter, unless the matter is one for which a different or greater vote is required by law (including the Florida Business Corporation Act) or Hollywood Media's Articles of Incorporation or Bylaws.

What is the effect of not voting?

It will depend on how you own your shares. If you own shares as a registered holder (meaning that your shares are registered in your name directly with Hollywood Media's transfer agent on the close of business on the Record Date) and do not vote, your unvoted shares will not be represented at the meeting and will not count toward the quorum requirement. If a quorum is obtained, your unvoted shares will not affect whether a proposal is approved or rejected. If you own shares in "street name" (that is, through a broker, bank or other nominee) see the information above under the heading **"If my shares are held in "street name" by my broker, will my broker vote my shares for me?"**.

What is the effect of voting to “abstain”?

Abstentions occur when a shareholder entitled to vote and present in person or represented by proxy at the Meeting affirmatively votes to “abstain” instead of voting “for” or “against” a matter. Abstentions will be considered as shares of Hollywood Media common stock present and entitled to vote at the Meeting and will be counted as votes cast at the Meeting, but will not be counted as votes cast “for” or “against” any given proposal.

Who will count the votes?

Prior to the Meeting, Hollywood Media will select one or more inspectors of election for the Meeting. Such inspector(s) shall determine the number of shares of Hollywood Media common stock represented at the Meeting, the existence of a quorum at the Meeting and the validity and effect of proxies, and shall receive, count and tabulate ballots and votes and determine the results thereof. The inspector(s) will rely on the proxy tabulation and voting reports of American Stock Transfer & Trust Company, LLC, which has been engaged by Hollywood Media to receive and tabulate proxies for the Meeting.

How are proxies solicited and who pays for such solicitation?

This proxy solicitation is being made and paid for by Hollywood Media on behalf of its Board of Directors. Hollywood Media will bear the costs of printing, filing and mailing this Proxy Statement and other related materials. Hollywood Media will also bear the costs of holding the Meeting and the cost of soliciting proxies. Our directors, officers and employees may solicit proxies by mail, email, telephone, facsimile or other means of communication. These directors, officers and employees will not be paid additional remuneration for their efforts, but may be reimbursed for out-of-pocket expenses incurred in connection therewith. We will also request brokers and other fiduciaries to forward proxy solicitation material to the beneficial owners of shares of common stock of Hollywood Media that the brokers and fiduciaries hold of record. Upon request, we will reimburse the brokers and other fiduciaries for their reasonable out-of-pocket expenses.

Hollywood Media has engaged a proxy solicitation firm, AST Phoenix Advisors, a division of American Stock Transfer & Trust Company, LLC, to assist in the distribution and solicitation of proxies for the Meeting. The cost of such services is estimated to be approximately \$5,500 plus reasonable expenses.

Who will preside over the Meeting?

The Chairman presiding at the Meeting has broad authority to conduct the Meeting in an orderly and timely manner. The Chairman may also exercise broad discretion in recognizing shareholders who wish to speak and in determining the extent of discussion on each item of business. In light of the need to conclude the Meeting within a reasonable period of time, we cannot assure that every shareholder who wishes to speak on an item of business will be able to do so.

Who can answer questions and how can I contact the Board?

If you have questions or need more information about the Meeting, you may write to:

Secretary

Hollywood Media Corp.

301 East Yamato Road, Suite 2199

Boca Raton, Florida 33431

or call our Investor Relations Liaison at (561) 998-8000.

A shareholder who wishes to send communications to Hollywood Media's Board of Directors or to a particular director may address correspondence to the Board or to a director in care of Hollywood Media Corp. at the address given above. If no particular director is named, letters will be forwarded, depending on the subject matter, to the Audit, Compensation, Nominating, or Stock Option Committee, or to the entire Board.

However, if a shareholder desires to recommend or to nominate a director candidate, or desires to submit a proposal of business to be transacted at a meeting of shareholders, such communications must satisfy certain requirements, as applicable, described in this Proxy Statement below (see "Director Nomination Process" and "Submission of Future Shareholder Proposals and Nominations" below).

delivery of documents to shareholders sharing an address

As permitted by the Securities Exchange Act of 1934, as amended, and rules thereunder, only one copy of this Proxy Statement, the Notice of 2013 Annual Meeting of Shareholders and Hollywood Media's Annual Report on Form 10-K for the year ended December 31, 2012, may be delivered to shareholders of Hollywood Media residing at the same address, unless such shareholders have notified Hollywood Media of their desire to receive multiple copies of such materials.

Hollywood Media will promptly deliver, upon oral or written request, a separate copy of this Proxy Statement, the Notice of 2013 Annual Meeting of Shareholders and Hollywood Media's Annual Report on Form 10-K for the year ended December 31, 2012, to any shareholder residing at an address to which only one copy was mailed. Requests for additional copies should be directed in writing to our Investor Liaison Department at Hollywood Media Corp., 301 East Yamato Road, Suite 2199, Boca Raton, Florida 33431, Attention: Investor Relations, or by telephone to our Investor Relations Liaison at (561) 998-8000. Shareholders wishing to receive separate copies of Hollywood Media's annual reports, proxy statements, notices of annual meetings of shareholders or notices of Internet availability of proxy materials, as applicable, in the future, and shareholders sharing an address that wish to receive a single copy of such materials if they are receiving multiple copies of such materials, should also direct requests as indicated in the preceding sentence.

**Important Notice Regarding the Availability of Proxy Materials
for the Annual Meeting of Shareholders to be held on december 16, 2013**

The Notice of Annual Meeting, Proxy Statement and Proxy Card for the Meeting, and Hollywood Media's Annual Report on Form 10-K for the year ended December 31, 2012, are available for your review at <http://www.astproxyportal.com/ast/00715/>.

ELECTION OF DIRECTORS

(Proposal No. 1)

Size of Board; Majority of Independent Directors

The number of directors constituting Hollywood Media's Board of Directors is determined from time to time by the Board within the limits of Hollywood Media's Articles of Incorporation and Bylaws. The Board has authority to increase the size of the Board and to appoint additional directors or allow shareholders to elect directors to fill the resulting vacancies, to hold office until the next shareholders' meeting at which directors are elected. The current size of the Board of Directors is five directors. The Board has determined that a majority of the current members of the Board (Harry T. Hoffman, Robert D. Epstein, and Stephen Gans) are independent directors of Hollywood Media as defined under the Securities Exchange Act of 1934, as amended, and rules thereunder and under the listing rules of the Nasdaq Stock Market.

Nominees and Members of the Board of Directors

At the Meeting, five directors will be elected by the shareholders to serve until the next annual meeting of shareholders and until their successors are elected and qualified. Upon the recommendation of the Nominating Committee of the Board, the Board of Directors has nominated each of the five nominees named in the table below for election as a director at the Meeting. Each of the five nominees are currently members of Hollywood Media's Board of Directors and were duly elected by the shareholders at Hollywood Media's 2012 Annual Meeting of Shareholders. Hollywood Media's management has no reason to believe that any of the nominees will be unable or unwilling to serve if elected. In the event, however, that any nominee should become unable or unwilling to serve as a director, proxies may be voted for the election of such person or persons as may be designated by the Board of Directors.

The following table sets forth certain information concerning the five incumbent Board members who are nominees as of the date of this Proxy Statement.

Name	Age	Position and Nominee Status
Mitchell Rubenstein	59	Chairman of the Board and Chief Executive Officer, Nominee
Laurie S. Silvers	61	Vice Chairman of the Board, President and Secretary, Nominee
Harry T. Hoffman	86	Director and Nominee

Robert D. Epstein 69 Director and Nominee

Stephen Gans 41 Director and Nominee

The following paragraphs provide biographies of each of the five incumbent directors of Hollywood Media and the experiences, qualifications or skills that caused the Nominating Committee and the Board to determine that the person should serve as a director of Hollywood Media.

Mitchell Rubenstein is a founder of Hollywood Media and has served as its Chairman of the Board and Chief Executive Officer since its inception in January 1993. Mr. Rubenstein was a founder of the Sci-Fi Channel, a cable television network that was acquired from Mr. Rubenstein and Laurie Silvers by USA Network in March 1992. Mr. Rubenstein served as President of the Sci-Fi Channel from January 1989 to March 1992 and served as Co-Vice Chairman of the Sci-Fi Channel from March 1992 to March 1994. Prior to founding the Sci-Fi Channel, Mr. Rubenstein practiced law for 10 years. Mr. Rubenstein received a J.D. degree from the University of Virginia School of Law in 1977 and a Masters in Tax Law (LL.M.) from New York University School of Law in 1979. He is a past Chair of the Board of Advisors of Jewish Life at Duke University, which includes the Freeman Center for Jewish Life at Duke and the Rubenstein-Silvers Hillel at Duke. Mr. Rubenstein is the volunteer Chairman of Morse Geriatric Center in West Palm Beach, Florida a non-profit which is one of the nation's leading senior living facilities. Together with Ms. Silvers, Mr. Rubenstein was named Co-Business Person of the Year, City of Boca Raton, Florida in 1992. Mr. Rubenstein is married to Laurie S. Silvers. Mr. Rubenstein's long standing service as the Chairman of the Board and Chief Executive Officer of Hollywood Media, as well as the fact that Mr. Rubenstein is a founder of Hollywood Media, gives Mr. Rubenstein extensive knowledge of Hollywood Media and its operations and makes him a valuable member of our Board.

Laurie S. Silvers is a founder of Hollywood Media and has served as its Vice-Chairman, President and Secretary since its inception in January 1993. Ms. Silvers was a founder of the Sci-Fi Channel, of which she served as Chief Executive Officer from January 1989 to March 1992 and Co-Vice Chairman from March 1992 to March 1994. Prior to founding the Sci-Fi Channel, Ms. Silvers practiced law for 10 years. Ms. Silvers received a J.D. degree from University of Miami School of Law in 1977. Ms. Silvers serves on the Board of Trustees of the University of Miami (and is a member of its Executive Committee and Chair of both its Academic Affairs Committee and Conflict of Interest Committee), the Board of Directors of the Economic Council of Palm Beach County, Florida (of which she is a past Chair), is a Vice-Chair of the Board of Trustees of the Kravis Center of the Performing Arts in West Palm Beach, Florida, and is a Vice-Chair (and incoming Chair) of the Board of Directors of the Community Television Foundation of South Florida (WPBT Channel 2, the PBS Station in Miami, Florida). She is also a mentor for at-risk teenage girls with the Women of Tomorrow organization, and a member of its board, and is the 2013 Empowerment Mentor Honoree of Women of Tomorrow. Ms. Silvers' long standing service as the Vice-Chairman, President and Secretary of Hollywood Media, as well as the fact that Ms. Silvers is a founder of Hollywood Media, gives Ms. Silvers extensive knowledge of Hollywood Media and its operations and makes her a valuable member of our Board.

Harry T. Hoffman has served as a director of Hollywood Media since July 1993. From 1979 until his retirement in 1991, Mr. Hoffman served as President and Chief Executive Officer of Waldenbooks, Inc., then a leading national retailer of books, magazines and related items. From 1968 to 1978, he served as President and Chief Executive Officer of Ingram Book Company, a national book wholesaler. Mr. Hoffman serves as the Chairman of Hollywood Media's Compensation Committee, and also serves on Hollywood Media's Audit Committee, Stock Option Committee, and Nominating Committee. Mr. Hoffman's long standing service as a director of Hollywood Media, as well as the fact that Mr. Hoffman has extensive experience serving as chief executive officer of a national book retailer, makes him a valuable member of our Board in light of our Tekno Books division.

Robert D. Epstein has served as a director of Hollywood Media since December 2007. Mr. Epstein, an attorney, founded the Epstein and Frisch law firm in Indianapolis, Indiana in 1972, which became an association of lawyers practicing as Epstein, Cohen, Donahoe & Mendes in 2004. Mr. Epstein specializes in a variety of areas of law, including media law and mergers and acquisitions. Prior to beginning his private law practice, Mr. Epstein worked in the legal department of Melvin Simon & Associates. He received a J.D. degree from Indiana University School of Law in 1970 and a B.A. degree from Franklin College of Indiana in 1967. Mr. Epstein currently serves as a board member of the Community Music School in Sarasota, Florida, and has served as a local board member of the United States Selective Service System for over 20 years. Mr. Epstein serves on Hollywood Media's Audit Committee, Compensation Committee and Nominating Committee. Mr. Epstein's legal experience, including his experience in media law and mergers and acquisitions, makes him a valuable member of our Board.

Stephen Gans has served as a director of Hollywood Media since December 2009. Since March 2005, Mr. Gans has served as Managing Member of Gans Family Investments LLLP, an investment firm focused on the technology, media and telecommunications industries. Mr. Gans also served on the Board of Directors of City National Bancshares, the holding company of City National Bank of Florida, from January 2000 until November 2008. Mr. Gans received a B.A. in Business and a Masters in Accounting from The University of Texas at Austin in 1994. Mr. Gans serves on Hollywood Media's Audit Committee and Stock Option Committee. Mr. Gans' experience as a managing member of an investment firm that focuses on the technology, media and telecommunications industries, as

well as Mr. Gans' experience as a director of City National Bancshares, makes him a valuable member of our Board.

Election of Directors

Provided that a quorum is present at the Meeting, nominees for director will be elected if they receive the affirmative vote of a plurality of the votes of the shares of Hollywood Media common stock present in person or by proxy at the Meeting and entitled to vote on the election of directors. A plurality for election of directors means that the director nominee receiving the most votes “for” a particular seat on the Board is elected to that seat. Shareholders may vote “for” or to “withhold authority” to vote for all or any selected individual or group of nominees, whether such votes are cast via the Internet, by telephone or by mailing in a signed proxy card. Votes to “withhold authority” and broker non-votes are not counted for purposes of the election of directors and, therefore, will have no effect on the outcome of such election. The accompanying form of proxy, whether voted via the Internet, by telephone or by mailing a properly executed proxy card to Hollywood Media, will be voted “for” the election of the five nominees named above as directors of Hollywood Media, unless the proxy contains contrary instructions. Proxies cannot be voted for a greater number of persons than the number of nominees named in this Proxy Statement. Hollywood Media’s management has no reason to believe that any of the nominees will be unable or unwilling to serve if elected. In the event, however, that any nominee should become unable or unwilling to serve as a director, proxies may be voted for the election of such person or persons as may be designated by the Board of Directors.

THE BOARD OF DIRECTORS OF HOLLYWOOD MEDIA UNANIMOUSLY RECOMMENDS THAT HOLLYWOOD MEDIA’S SHAREHOLDERS VOTE “FOR” THE ELECTION OF EACH OF THE FIVE NOMINEES NAMED ABOVE TO THE BOARD OF DIRECTORS OF HOLLYWOOD MEDIA.

CORPORATE GOVERNANCE

Board Leadership Structure

The Board's current leadership structure combines the positions of Chairman and Chief Executive Officer, and does not include a lead independent director. While the Board has no fixed policy with respect to the separation of the offices of the Chairman of the Board and the Chief Executive Officer, the Board has determined that the most effective Board leadership structure for Hollywood Media at the present time is for Mitchell Rubenstein, the Chief Executive Officer, to also serve as the Chairman of the Board, a structure that has served Hollywood Media well for many years. The Board believes that because the Chief Executive Officer is ultimately responsible for the day-to-day operations of Hollywood Media, and because the performance of Hollywood Media is an integral part of Board deliberations, Mr. Rubenstein is the Director best qualified to act as Chairman of the Board. The Board, on an annual basis, will continue, as part of its review of corporate governance and succession planning, to evaluate the Board's leadership structure to ensure that it remains best suited for the Company and its shareholders.

The Board's Role in Risk Oversight

The Board has determined that it is management's responsibility to manage risk and bring to the Board's attention any material risks to the Company. The Board recognizes that, although risk management is primarily the responsibility of Hollywood Media's management, the Board also plays a critical role in the oversight of risk. The Board of Directors exercises its oversight responsibility through the Audit Committee, which oversees the Company's risk policies and processes relating to the financial statements and financial reporting processes and the guidelines, policies and processes for mitigating those risks.

Independent Directors

Hollywood Media's Board of Directors currently consists of five directors. The Board has determined that a majority of the current members of the Board (Harry T. Hoffman, Robert D. Epstein and Stephen Gans) are independent directors of Hollywood Media as defined under the Securities Exchange Act of 1934, as amended, and rules thereunder and under the listing rules of the Nasdaq Stock Market. In making these determinations, the Board concluded that none of these independent Board members had or has a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

Meetings and Director Attendance

During the year ended December 31, 2012, the Board of Directors held 17 meetings and also acted 4 times by unanimous written consent. During 2012, each incumbent director attended at least seventy-five percent of the combined total number of meetings of the Board and meetings of the committees on which he or she served. Hollywood Media's policy regarding the attendance of the Board of Directors at annual meetings of Hollywood Media's shareholders is that each director is invited to attend the annual meeting. The Chairman or Vice Chair of the Board usually presides over the annual meeting. Each of Hollywood Media's directors attended Hollywood Media's 2012 Annual Meeting of Shareholders held in December 2012.

Committees of the Board of Directors

The Board of Directors currently has four standing committees: the Audit Committee, the Compensation Committee, the Stock Option Committee and the Nominating Committee. Each member of these committees is an independent director on Hollywood Media's Board of Directors. The Board may establish other committees from time to time.

The following table provides the current membership for each of our Board committees:

	Audit	Compensation	Stock Option	Nominating
	Committee	Committee	Committee	Committee
Harry T. Hoffman	X	X	X	X
Robert Epstein	X	X		X
Stephen Gans	X		X	

Audit Committee. The Audit Committee of Hollywood Media's Board of Directors (the "Audit Committee") has been established in accordance with section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended. The current members of the Audit Committee are Harry T. Hoffman, Robert Epstein and Stephen Gans. The Board has determined that each of the current members of the Audit Committee meet the audit committee independence standards under the listing rules of the Nasdaq Stock Market. The Board has further determined that the Audit Committee meets the Nasdaq listing requirement that at least one member of the Audit Committee has such experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. During the year ended December 31, 2012, the Audit Committee held 6 meetings and did not act by unanimous written consent.

We currently do not have a designated "Audit Committee Financial Expert" (as defined in Item 407 of SEC Regulation S-K) on our Audit Committee. Although we have had discussions with several potential candidates, we did not ultimately reach mutual interest in proceeding to nominate any candidate for election to the Board. We do not currently have any candidates under consideration, but the Board would consider candidates that our Nominating Committee deems qualified and recommends for nomination.

The Audit Committee assists the Board in connection with its responsibility for oversight of the financial reporting process pursuant to the Charter of the Audit Committee adopted by Hollywood Media's Board of Directors. The Charter of the Audit Committee is available for review on Hollywood Media's Internet website at http://www.hollywoodmedia.com/audit_charter.htm under the caption "Audit Committee Charter." Hollywood Media's Internet website and any other website mentioned in this Proxy Statement, and the information contained or incorporated therein, are not intended to be incorporated into this Proxy Statement. The Audit Committee's activities

address various matters including items relating to (i) the selection and engagement of Hollywood Media's independent registered public accounting firm and approval of services provided, and (ii) the review and discussion, with management and the independent registered public accounting firm, of Hollywood Media's financial statements, which are prepared by Hollywood Media's management, and the results of the independent registered public accounting firm's review and assessment activities. See "Audit Matters" below for additional information relating to auditing of Hollywood Media's financial statements, including the Audit Committee's report on its activities regarding Hollywood Media's financial statements for the 2012 fiscal year.

Compensation Committee. The current members of the Compensation Committee of Hollywood Media's Board of Directors (the "Compensation Committee") are Harry T. Hoffman and Robert Epstein, with Mr. Hoffman serving as Chairman. Hollywood Media's processes and procedures for the consideration and determination of executive and director compensation are described below. During the year ended December 31, 2012, the Compensation Committee held 3 meetings (at which they held discussions in connection with preparing the terms of written consents) and acted by unanimous written consent 3 times (one unanimous written consent action at each of their meetings). The directors on the Compensation Committee and Hollywood Media's Chief Executive Officer discuss compensation matters from time to time without a formal Compensation Committee meeting (including discussions in connection with preparing the terms of written consents). The Compensation Committee does not have a charter.

In accordance with the authority granted to the Compensation Committee by the Board of Directors of Hollywood Media, the Compensation Committee is responsible for approving, determining and/or making recommendations to the Board of Directors concerning the principal components of compensation, including base salaries, bonuses, and stock options and other equity awards, for Hollywood Media's executive officers and a defined set of other executives. The Compensation Committee, with input from the Chief Executive Officer and/or other executives, reviews the compensation of executives periodically, typically on a case by case basis, to assess and determine compensation under applicable considerations. Hollywood Media's Chief Executive Officer is not present during voting or deliberations on his compensation. In approving executive officer compensation, the Compensation Committee generally reviews and considers, among other factors, the executive's scope of responsibility and commitment, level of performance (with respect to specific areas of responsibility and on an overall basis), contributions to Hollywood Media's achievement of goals and performance, compensation levels at comparable companies and historical compensation levels, and the recommendations, analysis and other relevant information provided by Hollywood Media's management and/or other resources that the Compensation Committee may wish to access. The Compensation Committee may not delegate its authority.

During the year ended December 31, 2012, Hollywood Media had three executive officers: Mitchell Rubenstein, its Chairman and Chief Executive Officer; Laurie S. Silvers, its President and Secretary; and Tammy G. Hedge, its Chief Financial Officer and Chief Accounting Officer. Mr. Rubenstein and Ms. Silvers had preexisting employment agreements specifying salary and certain other compensation for 2012. These employment agreements were approved by the Compensation Committee. Ms. Hedge does not have a written employment agreement with Hollywood Media. For additional information about the 2012 compensation of these officers and their employment agreements, see "Executive Compensation" below.

The Compensation Committee has the authority to grant discretionary cash bonus awards, and may approve compensation plans or agreements to grant bonuses based on specified terms and conditions. The Compensation Committee and the Stock Option Committee (as defined below) act as the administrators of Hollywood Media's equity compensation plans for executives and other employees (which includes the 2004 Stock Incentive Plan). The Committees' functions include, among other things: (i) selecting plan participants; (ii) determining the timing of any awards under the plans; (iii) determining the types of awards to be granted under the plans; (iv) determining the amount of awards to be granted to each participant under the plans; and (v) determining the exercise price, vesting and other terms of the awards granted under the plans.

The compensation arrangements for Hollywood Media's non-employee directors are reviewed and determined from time to time by the Board, and the Board may receive and consider input from the Chairman and Chief Executive Officer in connection with such matters. In recent years this review has occurred less frequently than annually, with the last review occurring in December 2008 following the study received from Pearl Meyer & Partners, LLC in November 2008 (discussed below under "Executive Compensation — Employment Agreements with Named Executive Officers"). For additional information regarding director compensation, see "Executive Compensation — Director Compensation" below.

Stock Option Committee. The current members of the Stock Option Committee of Hollywood Media's Board of Directors (the "Stock Option Committee") are Harry T. Hoffman and Stephen Gans. The Stock Option Committee administers Hollywood Media's stock incentive plans with respect to stock options and other awards not governed by the Compensation Committee. The Stock Option Committee is authorized, subject to the provisions of the plans, to establish such rules and regulations as it deems necessary for the proper administration of the plans and to make such determinations and interpretations and take such action in connection with the plans and benefits granted thereunder as it deems necessary or advisable. During the year ended December 31, 2012, no stock options were granted by the Stock Option Committee and the Stock Option Committee held no meetings.

Nominating Committee. The current members of the Nominating Committee of Hollywood Media's Board of Directors (the "Nominating Committee") are Harry T. Hoffman and Robert Epstein. The Nominating Committee's charter is available for review on Hollywood Media's Internet website at http://www.hollywoodmedia.com/nominating_committee.htm under the caption "Nominating Committee Charter." Hollywood Media's Internet website and any other website mentioned in this Proxy Statement, and the information contained or incorporated therein, are not intended to be incorporated into this Proxy Statement. As provided under its charter, the Nominating Committee's authority and responsibilities include evaluating and recommending persons for election or appointment to the Board, as further described below. During the year ended December 31, 2012, the Nominating Committee held one meeting and did not act by unanimous written consent.

Director Nomination Process

When seeking candidates for election to the Board, Hollywood Media desires to identify and nominate candidates of integrity and sound ethical character, who have demonstrated professional achievement, have meaningful management, advisory or policy making experience, have a general appreciation of major aspects of Hollywood Media's businesses, and are willing to devote time to service on the Board. Hollywood Media also requires that the members of its Board of Directors have qualifications that satisfy applicable Securities and Exchange Commission ("SEC") and Nasdaq Stock Market requirements, including the requirement that a majority of directors be independent in accordance with applicable rules.

In selecting candidates to be nominated for election at an annual meeting of Hollywood Media's shareholders, the Nominating Committee considers qualified incumbent directors who desire to continue their service on the Board. Hollywood Media is of the view that the continuing service of qualified incumbents promotes stability and continuity on the Board, giving Hollywood Media the benefit of the familiarity, knowledge and insight into its affairs that its directors have accumulated during their tenure, while contributing to the Board's ability to work as a collective body. Accordingly, it is the general policy of the Nominating Committee, absent special circumstances, to nominate qualified incumbent directors who continue to satisfy the Nominating Committee's criteria for membership on the Board, whom the Nominating Committee believes will continue to be able to make important contributions to the Board and who consent to stand for reelection and, if reelected, to continue their service on the Board.

If a new candidate is to be sought for election to the Board, the Nominating Committee will solicit recommendations for nominees from persons whom the Nominating Committee believes are likely to be familiar with qualified candidates, including recommendations from members of the Board and senior management, and will consider candidates recommended by shareholders under the procedures described below. The Nominating Committee may also engage a search firm to assist in identifying qualified candidates. The Nominating Committee will review and evaluate each candidate whom it believes merits serious consideration, taking into account the information obtained concerning the candidate, the qualifications for Board membership established by the Nominating Committee and/or the Board, the existing composition and mix of talent, expertise and diversity on the Board, and other factors that it deems relevant. In conducting its review and evaluation, the Nominating Committee may solicit the views of management and other members of the Board, and may in its discretion conduct interviews of potential nominees. In

the case of candidates recommended by shareholders, the Nominating Committee may also consider the size and duration of the interest of the recommending shareholder or shareholder group in the equity of the Company. Mr. Stephen Gans first became a Director of Hollywood Media upon his election to the Board of Directors at Hollywood Media's Annual Meeting of Shareholders held on December 21, 2009, and his nomination was recommended to the Nominating Committee by Hollywood Media's Chairman of the Board and Chief Executive Officer (who is also a shareholder).

Shareholder Recommendations. Recommendations from shareholders of director candidates for election at Hollywood Media's 2014 annual meeting of shareholders, properly submitted in writing, will be referred to the Nominating Committee for consideration. The Nominating Committee will consider such recommendations on a case-by-case basis depending on various factors which may include, among other things, whether a vacancy on the Board exists at the time the recommendation is made and other factors referenced herein.

All recommendations from shareholders must include the name, biographical data and qualifications of the candidate; identification of the shareholder or group of shareholders making the recommendation; and a description of any relationships between the recommending shareholder or shareholders and the candidate. The recommendation must also be accompanied by the consent of the candidate to be nominated if selected for nomination, to serve as a director if elected, and to be contacted by the Nominating Committee if the Committee decides in its discretion to do so, and such consent must be in proper form under applicable SEC rules. Submissions recommending candidates for election at an annual meeting of shareholders must be received no later than 120 calendar days prior to the first anniversary of the date of the proxy statement for the prior year's annual meeting of shareholders. If the date of the next annual meeting of shareholders changes more than 30 days from the first anniversary date of the annual meeting of shareholders for the prior year (or if no annual meeting was held in the prior year), the submission must be made a reasonable time before Hollywood Media begins to print and send its proxy statement for the annual meeting. Recommendations should be submitted to: Nominating Committee, c/o Laurie S. Silvers, Secretary, Hollywood Media Corp., 301 East Yamato Road, Suite 2199, Boca Raton, Florida 33431.

Nominations by Shareholders. If a shareholder desires to submit a proposed nomination of a candidate for election to Hollywood Media's Board of Directors, such submission and nomination must comply with applicable requirements under Hollywood Media's Bylaws and SEC rules, including the requirements described in this Proxy Statement below under the caption "Advance Notice Requirements for Proposals and Director Nominations by Shareholders."

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires Hollywood Media's directors, executive officers, and persons who own more than 10% of Hollywood Media's outstanding common stock, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock. Such persons are required by SEC regulation to furnish Hollywood Media with copies of all such reports they file.

To Hollywood Media's knowledge, based solely on a review of the copies of such reports furnished to Hollywood Media or written representations that no other reports were required, all Section 16(a) filing requirements applicable to its executive officers, directors and greater-than-10% beneficial owners for the year ended December 31, 2012 have been complied with on a timely basis.

Code of Ethics

Hollywood Media has adopted a Code of Professional Conduct that applies to all of its officers, directors and employees. This Code of Professional Conduct is available for viewing on Hollywood Media's Internet website at http://www.hollywoodmedia.com/code_of_conduct.htm under the caption "Code of Professional Conduct." Hollywood

Media's Internet website and any other websites mentioned in this Proxy Statement, and the information contained or incorporated therein, are not intended to be incorporated into this Proxy Statement.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of the common stock of Hollywood Media as of the Record Date (November 8, 2013), or other date as indicated in the footnotes below, by:

each person or group known by Hollywood Media to beneficially own more than 5% of the outstanding shares of common stock of Hollywood Media;

each director of Hollywood Media;

each executive officer of Hollywood Media; and

all of the current directors and executive officers of Hollywood Media as a group.

Name and Address of Beneficial Owner ⁽¹⁾	Number of Shares		Percent of Class ⁽²⁾	
	Beneficially Owned ⁽²⁾			
Baker Street Capital L.P.	3,447,497	(3)	15.23	%
CCM Master Qualified Fund, Ltd.	2,051,892	(4)	9.06	%
Dimensional Fund Advisors, LP	1,509,961	(5)	6.67	%
Morgan Stanley	1,413,525	(6)	6.24	%
ADW Capital Partners, L.P.	1,188,025	(7)	5.25	%
Nantahala Capital Management, LLC	1,080,472	(8)	4.77	%
Mitchell Rubenstein and Laurie S. Silvers	893,932	(9)	3.95	%
Stephen Gans	2,104,192	(10)	9.29	%
Harry T. Hoffman	73,000	(11)	*	
Robert D. Epstein	16,000	(12)	*	
All directors, director nominees and executive officers of Hollywood Media as a group (5 persons)	3,087,124	(13)	13.64	%

*Less than 1%

- (1) Except as otherwise noted in the footnotes below, the address of each beneficial owner is in care of Hollywood Media Corp., 301 East Yamato Road, Suite 2199, Boca Raton, Florida 33431.

- (2) For purposes of this table, “beneficial ownership” is determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended, pursuant to which a person’s or group’s ownership is deemed to include any shares of common stock that such person has the right to acquire within 60 days. For purposes of computing the percentage of outstanding shares of common stock held by each person or group of persons named above, any shares which such person or persons has the right to acquire within 60 days are deemed to be outstanding, but such shares are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. This table has been prepared based on 22,640,966 shares of Hollywood Media common stock outstanding

as of the Record Date (November 8, 2013).

Based on a Schedule 13D/A filed with the SEC on March 3, 2011, Baker Street Capital L.P., Baker Street Capital
(3) Management, LLC and Vadim Perelman beneficially own such shares. The reported business address for these holders is 12026 Wilshire Blvd., Unit 502, Los Angeles, California 90025.

Based on a Schedule 13G/A filed with the SEC on February 15, 2012, CCM Master Qualified Fund, Ltd., Coghill
(4) Capital Management, L.L.C. and Clint D. Coghill have shared voting and shared dispositive power with respect to such shares. The reported business address for these holders is One North Wacker Drive, Suite 4350, Chicago, IL 60606.

Based on a Schedule 13G/A filed with the SEC on February 11, 2011, Dimensional Fund Advisors, LP beneficially (5) owns such shares. The reported business address for this holder is Palisades West, Building One, 6300 Bee Cave Road, Austin, Texas, 78746.

Based on a Schedule 13G/A filed with the SEC on January 30, 2013, Morgan Stanley and Morgan Stanley Capital (6) Services LLC beneficially own such shares. The reported business address for these holders is 1585 Broadway, New York, NY 10036.

Based on a Schedule 13G filed with the SEC on October 23, 2013, ADW Capital Partners, L.P., ADW Capital (7) Management, LLC and Adam D. Wyden beneficially own such shares. The reported business address for these holders is 5175 Watson Street NW, Washington, D.C. 20016.

Based on a Schedule 13G/A filed with the SEC on February 14, 2013, Nantahala Capital Management, LLC (8) beneficially owns such shares. The reported business address for this holder is 100 First Stamford Place, 2nd Floor, Stamford, CT 06902.

Represents 343,697 outstanding shares of common stock which are owned jointly by Mitchell Rubenstein and Laurie Silvers, 513,919 outstanding shares of common stock which are owned individually by Laurie S. Silvers, (9) 18,169 outstanding shares of common stock which are held in Individual Retirement Account of Mitchell Rubenstein, and 18,147 outstanding shares of common stock which are held in Individual Retirement Account of Laurie S. Silvers.

Based on a Form 4 filed with the SEC on March 1, 2011, Mr. Gans beneficially owns such shares. The reported (10) business address for this holder is 1680 Michigan Avenue, Suite 1001, Miami Beach, Florida 33139.

Represents 13,000 outstanding shares of common stock, and 60,000 shares of common stock issuable pursuant to (11) exercisable options, beneficially owned by Mr. Hoffman.

Represents 1,000 outstanding shares of common stock, and 15,000 shares of common stock issuable pursuant to (12) exercisable options, beneficially owned by Mr. Epstein.

Represents an aggregate of 3,012,124 outstanding shares of common stock and 75,000 shares of common stock (13) issuable pursuant to exercisable options.

EQUITY COMPENSATION PLAN INFORMATION

Securities authorized for issuance under equity compensation plans. The following table sets forth information as of December 31, 2012, regarding compensation plans under which equity securities of Hollywood Media are authorized for issuance, aggregated by “Plan category” as indicated in the table:

	AS OF DECEMBER 31, 2012		
	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price per share of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans ⁽¹⁾
Plan Category:	(a)	(b)	(c)
Equity compensation plans approved by security holders ⁽²⁾	75,000	\$ 3.52	502,261
Equity compensation plans not approved by security holders	—	\$ —	—
Total	75,000		502,261

(1) Excluding securities reflected in column “(a).”

(2) Hollywood Media has four shareholder-approved equity compensation plans: the 2004 Stock Incentive Plan, 2000 Stock Incentive Plan, 1993 Stock Option Plan, and the Directors Stock Option Plan. No additional grants of stock options may be made under the 1993 Stock Option Plan, the Directors Stock Option Plan, or the 2000 Stock Incentive Plan because the periods for granting options under such plans expired in July 2003, July 2008, and December 2009, respectively. In addition to stock options, the 2004 Stock Incentive Plan permits the granting of stock awards and other forms of equity compensation and, as of December 31, 2012, the number of shares available for granting additional awards under the 2004 Stock Incentive Plan was 502,261 shares. Additional information about such plans and awards is provided in Note (4) and other Notes to the Consolidated Financial Statements included in Item 8 of Hollywood Media’s Annual Report on Form 10-K for the year ended December 31, 2012 filed with the SEC.

EXECUTIVE OFFICERS

The following table sets forth certain information concerning each executive officer of Hollywood Media as of the date of this Proxy Statement.

Name	Age	Position
Mitchell Rubenstein	59	Chairman of the Board and Chief Executive Officer
Laurie S. Silvers	61	Vice Chairman of the Board, President and Secretary
Tammy Hedge	53	Chief Financial Officer and Chief Accounting Officer

Hollywood Media's executive officers are elected by the Board of Directors and serve at the discretion of the Board, subject to the terms and conditions of each officer's employment agreement with Hollywood Media, if any.

Mitchell Rubenstein. See "Election of Directors – Nominees and Members of the Board of Directors" above for biographical information about Mitchell Rubenstein.

Laurie S. Silvers. See "Election of Directors – Nominees and Members of the Board of Directors" above for biographical information about Laurie S. Silvers.

Tammy Hedge. Effective as of June 15, 2011, Hollywood Media appointed Tammy Hedge, a certified public accountant, as Hollywood Media's Chief Financial Officer and Chief Accounting Officer. Ms. Hedge is responsible for all corporate finance, treasury and accounting functions for Hollywood Media and its subsidiaries. Since September 2006, Ms. Hedge has been the Chief Financial Officer of a privately held cable TV operator. From July 2004 to July 2006, Ms. Hedge was Vice President, Chief Accounting Officer and Controller of Ion Media Networks Inc. (formerly called Pax TV), which owns a broadcast television station group and was publicly traded during Ms. Hedge's employment. From August 1999 to June 2004, Ms. Hedge was the Financial Controller of Dycom Industries, Inc., a company listed on the New York Stock Exchange that provides specialty contracting services primarily for cable TV and phone companies. In these positions, Ms. Hedge was responsible for certain corporate finance, treasury and accounting functions. Ms. Hedge received a Bachelor in Science degree with dual majors in Accounting and Computer Science from East Tennessee State University in 1982.

EXECUTIVE COMPENSATION**Summary Compensation Table**

The following table summarizes the total compensation paid to or earned by each of Hollywood Media's named executive officers for each of the two fiscal years ended December 31, 2012 and 2011, respectively:

Name and Principal Position	Year	Salary	Bonus	Stock Awards	All Other Compensation	Total
Mitchell Rubenstein Chief Executive Officer	2012	\$1	\$225,000 ⁽¹⁾	\$ -	\$ 440,195	⁽²⁾ \$665,196
	2011	\$99,573	\$450,000 ⁽⁴⁾	\$ -	\$ 115,407	⁽³⁾ \$664,980
Laurie S. Silvers President	2012	\$1	\$200,000 ⁽¹⁾	\$ -	\$ 225,529	⁽⁵⁾ \$425,530
	2011	\$87,127	\$450,000 ⁽⁴⁾	\$ -	\$ 115,894	⁽⁶⁾ \$653,021
Tammy Hedge ⁽¹²⁾ Chief Financial Officer	2012	\$134,615	\$90,000 ⁽⁷⁾	\$ -	\$ 20,453	⁽⁹⁾ \$245,068
	2011	\$71,181	\$50,000 ⁽⁸⁾	\$ -	\$ 3,097	⁽⁹⁾ \$124,278
Scott Gomez ⁽¹²⁾ Chief Accounting Officer	2012	\$-	\$-	\$ -	\$ -	\$-
	2011	\$178,269	\$25,000 ⁽¹⁰⁾	\$ -	\$ 13,875	⁽¹¹⁾ \$217,144

Represents a \$225,000 bonus paid to Mr. Rubenstein and a \$200,000 bonus paid to Ms. Silvers associated with the extensive successful negotiation with Key Brand which resulted in the agreement for Key Brand to accelerate the first \$7 million earnout payment to Hollywood Media to October 1, 2012, irrespective of whether or not Theatre Direct reached the \$125 million revenue benchmark required for payment; and the sale of CinemasOnline.

Represents (a) an automobile allowance of \$7,800 payable in accordance with the terms of the executive's employment agreement, (b) \$2,548 in medical, dental and disability insurance premiums, provided in accordance with the terms of the executive's employment agreement, (c) \$405,300 which is equal to 5.79% of the First \$7 Million Earnout received on October 1, 2012 and (d) \$24,546 which is equal to 4.76% of all payments of principal and interest received by Hollywood Media on account of the promissory note issued to Hollywood Media by Key Brand in connection with the Broadway Sale, payable in accordance with the terms of the executive's employment agreement. Following such payments, Hollywood Media has no further obligation to Mr. Rubenstein in connection with the Broadway Sale.

Represents (a) an automobile allowance of \$7,800 payable in accordance with the terms of the executive's employment agreement, (b) \$3,644 in medical, dental and disability insurance premiums, provided in accordance with the terms of the executive's employment agreement, (c) \$52,444 which is equal to 5% of the distributions

Hollywood Media received from its interest in MovieTickets.com, Inc., payable in accordance with the terms of the executive's employment agreement, and (d) \$51,519 which is equal to 4.76% of all payments of principal and interest received by Hollywood Media on account of the promissory note issued to Hollywood Media in connection with the Broadway Sale, payable in accordance with the terms of the executive's employment agreement.

Represents a bonus in recognition of Hollywood Media's overall good financial performance during the applicable year, which includes (a) a \$75,000 bonus paid to each of Mr. Rubenstein and Ms. Silvers associated with the announcement of Hollywood Media's tender offer for Hollywood Media's common stock resulting from the
(4) Broadway Sale, and (b) a \$375,000 bonus paid to each of Mr. Rubenstein and Ms. Silvers associated with the smooth handling of the downsizing of Hollywood Media after the Broadway Sale and, for Mr. Rubenstein's bonus, Mr. Rubenstein's becoming the Chief Executive Partner of Tekno Books.

Represents (a) an automobile allowance of \$7,800 payable in accordance with the terms of the executive's employment agreement, (b) \$42,524 in medical, dental and disability insurance premiums, provided in accordance with the terms of the executive's employment agreement, (c) \$165,200 which is equal to 2.36% of the First \$7 Million Earnout received on October 1, 2012 and (d) \$10,004 which is equal to 1.94% of all payments of principal and interest received by Hollywood Media on account of the promissory note issued to Hollywood Media by Key Brand in connection with the Broadway Sale, payable in accordance with the terms of the executive's employment agreement. Following such payments, Hollywood Media has no further obligation to Ms. Silvers in connection with the Broadway Sale.

Represents (a) an automobile allowance of \$7,800 payable in accordance with the terms of the executive's employment agreement, (b) \$34,653 in medical, dental and disability insurance premiums, provided in accordance with the terms of the executive's employment agreement, (c) \$52,444 which is equal to 5% of the distributions Hollywood Media received from its interest in MovieTickets.com, Inc., payable in accordance with the terms of the executive's employment agreement, and (d) \$20,997 which is equal to 1.94% of all payments of principal and interest received by Hollywood Media on account of the promissory note issued to Hollywood Media in connection with the Broadway Sale, payable in accordance with the terms of the executive's employment agreement.

Represents a bonus in recognition of providing support to the Company's CEO and President in connection with the negotiations to successfully resolve the dispute with the Estate of Martin Greenberg regarding Tekno Books, and the transition of auditors from Kaufman Rossin to Marcum LLP.

Represents a bonus in recognition of the successful transition of the leadership of the Company's Accounting Department.

Represents medical, dental and disability insurance premiums, provided in connection with the executive's employment with Hollywood Media.

Bonus includes a cash bonus of \$25,000 payable in accordance with the terms of the executive's employment agreement.

Represents medical, dental and disability insurance premiums, provided in accordance with the terms of the executive's employment agreement.

As a result of the downsizing of Hollywood Media following the Broadway Sale, Hollywood Media and Scott Gomez, the former Chief Accounting Officer of Hollywood Media, mutually agreed not to renew the employment agreement of Mr. Gomez. Mr. Gomez's employment with Hollywood Media terminated effective June 15, 2011. Effective as of June 15, 2011, Hollywood Media appointed Tammy Hedge, age 50, a certified public accountant, as Hollywood Media's Chief Financial Officer and Chief Accounting Officer.

Employment Agreements with Named Executive Officers

Employment Agreements with Chief Executive Officer and President. In 1993, Hollywood Media entered into employment agreements with each of Mitchell Rubenstein, to serve as Chairman and Chief Executive Officer, and Laurie S. Silvers, to serve as Vice Chairman and President. The current terms of these agreements, as amended, are described below. These agreements were amended and restated in December 2008, and were amended further in connection with the sale of Hollywood Media's Broadway Ticketing Division that was announced on December 22, 2009 and completed on December 15, 2010 (which amendments are described further below).

In deciding to renew the contracts of Mr. Rubenstein and Ms. Silvers in December 2008, the Compensation Committee of Hollywood Media's Board of Directors (the "Compensation Committee") considered the compensation study received from Pearl Meyer & Partners, LLC in November 2008 and, among other things, the qualifications and performance of Mr. Rubenstein and Ms. Silvers, the value of their institutional knowledge, the Company's revenues, results, transactions and operations, the need for experienced management in a recession economy as well as management's positioning of the Company in advance of the recession with significant cash on hand and, most importantly, given the credit crisis, no long-term debt, the exercise of conservative inventory management in the Company's Broadway Ticketing business, the dividends received from MovieTickets.com in the second quarter of 2008 and expected in the first quarter of 2009 (which was subsequently received), significant cost-cutting implemented by management in 2008, and the Company's return of cash to shareholders through the Company's stock repurchase plan.

Pursuant to the amended and restated employment agreements dated December 2008, the terms of both agreements were extended through December 31, 2010. The terms of each of the employment agreements are automatically extended for successive one-year terms unless Hollywood Media or the executive officer gives written notice to the other at least 90 days prior to the then-scheduled expiration date. Each of the employment agreements provides for an annual salary (subject to automatic cost-of-living increases based on changes in the consumer price index), additional cash bonuses as determined by the Compensation Committee or the Board of Directors from time to time at their discretion, and an automobile allowance of \$650 per month. Under the amended and restated employment agreements dated December 2008, the annual salary rates were \$487,378 for Mr. Rubenstein and \$426,456 for Ms. Silvers.

December 2009 Amendments. In connection with the sale of Hollywood Media's Broadway Ticketing Division (the "Broadway Sale") that was announced on December 22, 2009 and completed on December 15, 2010 (which reduced the revenues of Hollywood Media), the Compensation Committee and the independent directors of Hollywood Media's board of directors desired to reduce Hollywood Media's fixed executive compensation while at the same time (a) retaining the services of Mr. Rubenstein and Ms. Silvers, each of whom Hollywood Media's independent directors felt were key to Hollywood Media's future success, and (b) providing an ongoing incentive to Mr. Rubenstein and Ms. Silvers that aligned their interests with the shareholders of Hollywood Media. As described below, the Compensation Committee (working closely with the independent directors of Hollywood Media's board of directors) negotiated amendments to the employment agreements of Mr. Rubenstein and Ms. Silvers.

On December 23, 2009, (i) Hollywood Media and Mitchell Rubenstein entered into an amendment to the amended and restated employment agreement of Mr. Rubenstein and (ii) Hollywood Media and Laurie S. Silvers entered into an amendment to the amended and restated employment agreement of Ms. Silvers. Pursuant to these amendments, the executives continued to be employed by Hollywood Media for the same salary and benefits as set forth in the employment agreements dated December 2008 until the 90th day following the consummation of the Broadway Sale (which 90th day was March 15, 2011). After March 15, 2011, the executives will be employed by Hollywood Media until such employment is terminated by either Hollywood Media or the executives (such period, the "Extension Term"). During the Extension Term, Mr. Rubenstein and Ms. Silvers no longer receive fixed base salaries from Hollywood Media (other than a nominal payment of \$1 per year), and each instead receives compensation for his or her services to Hollywood Media in amounts equal to five percent (5%) of the sum of (i) any distributions and other proceeds Hollywood Media received or receives after December 23, 2009 (the effective date of the amendments) in respect of its ownership interest in MovieTickets.com, Inc. and (ii) certain other amounts that may be received by Hollywood Media from MovieTickets.com, Inc. (collectively, the "5% Distribution"). Pursuant to the 5% Distribution, upon a sale of Hollywood Media's interest in MovieTickets.com, Inc., Mr. Rubenstein and Ms. Silvers would each receive 5% of the proceeds received by Hollywood Media in such sale.

On August 28, 2012, (1) Hollywood Media and R&S Investments, LLC ("R&S Investments") entered into an Agreement (the "R&S Agreement") regarding the Purchase Agreement dated as of August 21, 2008 between Hollywood Media and R&S Investments, as amended (the "R&S Purchase Agreement") and (2) Hollywood Media, Mr. Rubenstein and Ms. Silvers entered into a letter agreement regarding the R&S Agreement (the "Rubenstein Silvers Letter Agreement"). R&S Investments is wholly-owned by Mr. Rubenstein and Ms. Silvers.

Pursuant to the R&S Agreement, in exchange for R&S Investments paying Hollywood Media \$2,950,000 in cash (the “Buyout Amount”), which payment has been made to Hollywood Media, R&S Investments fully satisfied all of its obligation to pay the purchase price under Section 3.1 of the R&S Purchase Agreement and any additional consideration or earnout payment under Section 3.3 of the R&S Purchase Agreement, and R&S Investments shall have no further obligations and/or liabilities (and Hollywood Media shall have no further rights and/or remedies) under Article III of the R&S Purchase Agreement or otherwise.

Pursuant to the Rubenstein Silvers Letter Agreement, Mr. Rubenstein agreed that that, in connection with the transaction consummated under the R&S Agreement and in addition to the Buyout Amount, the next \$280,000 of the 5% Distribution that would be distributed by Hollywood Media to Mr. Rubenstein pursuant to his amended employment agreement will be retained by Hollywood Media (and not paid to Mr. Rubenstein).

In addition, pursuant to the Rubenstein Silvers Letter Agreement, Ms. Silvers agreed that, in connection with the transaction consummated under the R&S Agreement and in addition to the Buyout Amount, the next \$280,000 of the 5% Distribution that would be distributed by Hollywood Media to Ms. Silvers pursuant to her amended employment agreement will be retained by Hollywood Media (and not paid to Ms. Silvers).

If the employment of either executive is terminated (i) by reason of the death of the executive, (ii) by Hollywood Media during the Extension Term for any reason other than for “cause,” or (iii) by the executive for “good reason,” the right of such executive to payments of the 5% Distribution will fully vest and the 5% Distribution will continue to be paid to the executive and the executive’s heirs.

In the event that during the Extension Term Hollywood Media enters into any additional businesses other than its existing businesses, then Hollywood Media will consider in good faith increasing each of the executive’s compensation during the Extension Term to reflect the additional service to be provided by the executive to Hollywood Media in connection with such additional businesses.

The consummation of the Broadway Sale constituted a “change of control” under the amended employment agreements (and would have constituted a “change of control” under the employment agreements dated December 2008). Mr. Rubenstein and Ms. Silvers agreed pursuant to the amended employment agreements that in connection with the Broadway Sale, \$812,501 of the amount Mr. Rubenstein was entitled to receive and \$332,189 of the amount Ms. Silvers was entitled to receive upon a change of control was deferred and will be paid in accordance with the amended employment agreements. As a result, Mr. Rubenstein and Ms. Silvers each was entitled to receive a reduced change of control payment equal to \$1.5 million upon the consummation of the Broadway Sale.

Regardless of whether Mr. Rubenstein or Ms. Silvers continued to provide services to Hollywood Media after the first anniversary of the consummation of the Broadway Sale, one-half of the deferred change in control payments were to be paid to Mr. Rubenstein and/or Ms. Silvers, as applicable, upon the receipt by Hollywood Media of payments pursuant to the Credit Agreement entered into in connection with the Broadway Sale, on a pro rata basis, and one-half of such payments was to be paid to Mr. Rubenstein and/or Ms. Silvers, as applicable, upon the receipt by Hollywood Media of payments under the first \$7 million tranche of the earnout pursuant to the Broadway Sale, on a pro rata basis.

On August 28, 2012, Hollywood Media entered into an Assignment and Assumption of Membership Interest and Waiver (the “Assignment”) with Baseline Holdings LLC (“Baseline Holdings”), Project Hollywood LLC (“Project Hollywood”), Mr. Rubenstein and Ms. Silvers. Baseline Holdings is wholly-owned by Mr. Rubenstein and Ms. Silvers.

Pursuant to the Assignment, Hollywood Media assigned to Baseline Holdings all of Hollywood Media’s membership interest in Project Hollywood in exchange for total consideration of \$1,800,000 (the “Project Hollywood Purchase Price”), which interest Hollywood Media had acquired on October 7, 2011 for \$1,250,000. The Project Hollywood Purchase Price was paid as follows: (1) \$1,230,500 in cash (which was paid by Baseline Holdings to Hollywood Media), (2) Mr. Rubenstein waived his right to receive any future principal and interest owed to Hollywood Media pursuant to the Loan under the Credit Agreement (as of August 28, 2012, Mr. Rubenstein had the right to receive 4.76% of the principal, or \$404,600, and interest on account of the Loan under the Credit Agreement), and (3) Ms. Silvers waived her right to receive any future principal and interest owed to Hollywood Media under the Loan under the Credit Agreement (as of August 28, 2012, Ms. Silvers has the right to receive 1.94% of the principal, or \$164,900, and interest on account of the Credit Agreement).

On October 1, 2012, Hollywood Media received the first \$7 million tranche of the earnout pursuant to the Broadway Sale. As a result, pursuant to existing employment agreements, on October 5, 2012 Mr. Rubenstein received \$405,300 of such earnout payment and Ms. Silvers received \$165,200 of such earnout payment. Following such payments, Hollywood Media has no further obligation to Mr. Rubenstein or Ms. Silvers in connection with the Broadway Sale.

If Hollywood Media fails to pay any amount that becomes due to either executive under the amended employment agreements by the latest date on which such amount is permitted under the amended employment agreements to be paid, interest will be charged with respect to the past due amount at the rate of 1.5% per month, compounded monthly, from the latest date on which such amount was permitted under the amended employment agreements to be paid, and such interest shall be paid by Hollywood Media to such executive at or before the time that the amount past due is paid.

Mr. Rubenstein and Ms. Silvers have notified the Compensation Committee that each of them plans to voluntarily waive the first \$225,000 (in the case of Mr. Rubenstein) and the first \$200,000 (in the case of Ms. Silvers) of the 5% Distribution each of them would be entitled to receive of the 5% Distribution.

Employment of Chief Financial Officer and Chief Accounting Officer. Effective as of June 15, 2011, Hollywood Media appointed Tammy Hedge, age 50, a certified public accountant, as Hollywood Media's Chief Financial Officer and Chief Accounting Officer. Ms. Hedge is responsible for all corporate finance, treasury and accounting functions for Hollywood Media and its subsidiaries. Since September 2006, Ms. Hedge has been the Chief Financial Officer of a privately held cable TV operator. From July 2004 to July 2006, Ms. Hedge was Vice President, Chief Accounting Officer and Controller of Ion Media Networks Inc. (formerly called Pax TV), which owns a broadcast television station group and was publicly traded during Ms. Hedge's employment. From August 1999 to June 2004, Ms. Hedge was the Financial Controller of Dycom Industries, Inc., a company listed on the New York Stock Exchange that provides specialty contracting services primarily for cable TV and phone companies. In these positions, Ms. Hedge was responsible for certain corporate finance, treasury and accounting functions. Ms. Hedge received a Bachelor in Science degree with dual majors in Accounting and Computer Science from East Tennessee State University in 1982.

Ms. Hedge does not have a written employment agreement with Hollywood Media. Ms. Hedge receives a base salary of \$125,000 annually and may be eligible for an incentive bonus at the discretion of the Compensation Committee of Hollywood Media's Board of Directors. Ms. Hedge also is eligible for four weeks paid vacation annually and will be reimbursed for certain out-of-pocket business expenses including certain auto expenses. Due to the downsizing of Hollywood Media, Hollywood Media currently anticipates that Ms. Hedge will devote, on average, approximately 50% of her time on Hollywood Media business.

Cash Bonuses

The Compensation Committee has the authority to grant cash bonus awards and may approve compensation plans or agreements to grant bonuses based on specified terms. Discretionary bonus awards vary depending on the Compensation Committee's review and consideration of various factors including the executive officer's contribution to Hollywood Media's achievement of its goals.

During 2012, the Compensation Committee awarded (i) Mr. Rubenstein a cash bonus in the amount of \$225,000 associated with the successful negotiations with Key Brand which resulted in the agreement for Key Brand to accelerate the first \$7 million earnout payment to Hollywood Media to October 1, 2012, irrespective of whether or not Theater Direct reached the \$125 million revenue benchmark for payment; and the sale of CinemasOnline, (ii) Ms. Silvers a cash bonus in the amount of \$200,000 associated with the successful negotiations with Key Brand which resulted in the agreement for Key Brand to accelerate the first \$7 million earnout payment to Hollywood Media to October 1, 2012, irrespective of whether or not Theater Direct reached the \$125 million revenue benchmark for payment; and the sale of CinemasOnline, and (iii) Ms. Hedge a cash bonus of \$90,000 for providing support to the Company's CEO and President in connection with the negotiations to successfully resolve the dispute with the Estate of Martin Greenberg regarding Tekno Books, and the transition of auditors from Kaufman Rossin to Marcum LLP.

Stock Option Grants and Equity-Based Compensation

During the fiscal year ended December 31, 2012, no stock options or other equity-based compensation awards were granted to Mr. Rubenstein, Ms. Silvers, Ms. Hedge or any other employee of the Company.

Other Benefits

Perquisites

Although perquisites are not a primary aspect of Hollywood Media's executive compensation, Hollywood Media provided its named executive officers with the following perquisites during 2011 and 2012:

Automobile Allowance. The employment agreement between Hollywood Media and Mitchell Rubenstein provides that Mr. Rubenstein is entitled to an automobile allowance of \$650 per month. The employment agreement between Hollywood Media and Laurie S. Silvers provides that Ms. Silvers is entitled to an automobile allowance of \$650 per month.

Insurance Coverage. Hollywood Media provides the named executive officers and their dependants with medical, dental, disability and life insurance coverage at the sole expense of Hollywood Media.

401(K) Plan

On September 27, 2010, upon recommendation of Mitchell Rubenstein, CEO and Chairman of Hollywood Media, as part of the Company's cost-cutting plan, the Board of Directors of Hollywood Media approved of the termination of Hollywood Media's 401(k) plan effective November 18, 2010. Hollywood Media maintained a 401(k) Plan (the "Plan") covering all employees who met certain eligibility requirements. The Plan provided that each participant could contribute up to 15% of his or her pre-tax gross compensation (not to exceed a statutorily prescribed annual limit). All amounts contributed by employee participants in conformity with Plan requirements and earnings on such contributions were fully vested at all times. The match in stock was 50% of the first 8% of the employees' compensation contributions, for those participants employed in excess of 1,000 hours during the year and employed on the last day of the year. The match for the year ended December 31, 2010 was \$148,404 and was paid in cash to the Plan during the fourth quarter of the year ended December 31, 2010. The match for the year ended December 31, 2009

was 101,189 shares of Hollywood Media common stock, valued at \$141,664 (based on a share price of \$1.40 per share), and was paid in the first quarter of the year ended December 31, 2010. The Plan had investments in Hollywood Media common stock of 303,270 shares valued at a share price of \$1.64 or \$497,363 and 439,874 shares valued at a share price of \$1.40 or \$615,824, as of December 31, 2010 and 2009, respectively. The Plan assets were fully transferred or distributed during the year ended December 31, 2011 and there were no plan assets remaining as of December 31, 2011.

Outstanding Equity Awards at 2012 Fiscal Year-End

As of December 31, 2012, there were no unexercised options, unvested stock awards or equity incentive plan awards outstanding and held by Hollywood Media's named executive officers. Upon the consummation of the Broadway Sale (which occurred on December 15, 2010), all of the unvested restricted shares of Hollywood Media common stock granted to Mitchell Rubenstein, our Chairman and Chief Executive Officer, and Laurie S. Silvers, our Vice-Chairman, President and Secretary, pursuant to Hollywood Media's 2004 Stock Incentive Plan immediately vested and thus were no longer restricted shares.

Plans Providing for Payment of Retirement Benefits

Hollywood Media does not provide pension arrangements or post-retirement health coverage for its executives or employees. For a discussion of Hollywood Media's 401(K) Plan (that was terminated effective November 18, 2010), please see "Other Benefits- 401(K) Plan" above.

Agreements Providing Potential Payments Upon Termination or Change-in-Control

See "Employment Agreements with Named Executive Officers" above for a description of agreements that provide payments to a named executive officer at, following, or in connection with the resignation, retirement or other termination of a named executive officer, or a change in control of Hollywood Media or a change in the a named executive officer's responsibilities following a change in control.

Director Compensation

The following table sets forth information regarding the compensation received by each of Hollywood Media's Directors during 2012:

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards ⁽²⁾	Non-Equity Incentive Plan Compensation	Non-Qualified Deferred Compensation Earnings	All Other Compensation	Total
Mitchell Rubenstein, Chairman ⁽¹⁾	-	-	-	-	-	-	-
Laurie S. Silvers, Vice Chairman ⁽¹⁾	-	-	-	-	-	-	-
Harry T. Hoffman	\$ 57,000	-	-	-	-	-	\$57,000
Robert D. Epstein	\$ 31,500	-	-	-	-	-	\$31,500
Stephen Gans	\$ 30,000	-	-	-	-	-	\$30,000

Mr. Rubenstein and Ms. Silvers are executive officers and employees of Hollywood Media, and their compensation (1) is reported separately above in the “Executive Compensation” portion of this Proxy Statement on Schedule 14A, prior to this “Director Compensation” discussion.

The table below shows the aggregate number of shares subject to all outstanding stock options held by the named (2) directors as of December 31, 2012 all of which options were granted under the Directors Stock Option Plan for non-employee directors (described below).

Name	Total Options Held at 12/31/2012 (# of shares)
Harry T. Hoffman	60,000
Robert D. Epstein	15,000

Retainer and Meeting Fees

Directors of Hollywood Media who are neither employees nor consultants (“non-employee directors”) are compensated at the rate of \$2,500 for each meeting of the Board of Directors attended in person, \$500 for each meeting of the Board attended by telephone, and \$500 for each committee meeting attended. Directors are reimbursed for travel and lodging expenses in connection with their attendance at meetings. In addition, commencing January 1, 2008, non-employee directors are paid \$25,000 per year for service on the Board, and the chairman of any committee of the Board is paid an additional \$25,000 per year for service as chairman. The current Chairman of the Compensation Committee is Harry Hoffman.

Directors Stock Option Plan

Hollywood Media’s shareholder-approved Directors Stock Option Plan (the “Directors Plan”) was initially adopted in 1993, was subsequently amended, and has been approved by Hollywood Media’s shareholders. No stock options may be granted under the Directors Plan after July 1, 2008. The Directors Plan continues in effect until all options granted thereunder have expired or been exercised, unless the Directors Plan is terminated at an earlier time.

The Directors Plan provides for grants of stock options, subject to availability of shares under the plan, to each non-employee director, as follows: (1) an initial grant of an option to purchase 15,000 shares of common stock at the time such person first becomes appointed to the Board, and (2) an annual grant of an option to purchase 15,000 shares of common stock on the date of each annual meeting of Hollywood Media’s shareholders at which the director is reelected. In December 2007, the Board of Directors elected to temporarily suspend such annual option issuances until such time that the Board determines to reserve additional shares of common stock for issuance upon exercise of options granted under the Directors Plan. During the year ended December 31, 2012, no options were cancelled, expired, granted or exercised under the Directors Plan.

The maximum aggregate number of shares of common stock that may be issued pursuant to options granted under the Directors Plan is 300,000, and, as of December 31, 2012, such options were outstanding for an aggregate of 75,000 shares.

The exercise price per share of any option granted under the Directors Plan is the “Fair Market Value” per share of common stock (based on the prevailing stock market price per share of common stock, as defined in the Directors Plan) on the date preceding the date the option is granted. These options become exercisable six months after the date of grant and expire ten years after the date of grant, subject to earlier termination upon certain conditions as provided in the plan. The Board of Directors, in its discretion, may cancel all options granted under the Directors Plan that remain unexercised on the date of consummation of certain corporate transactions described in the Directors Plan.

AUDIT MATTERS

Report of the Audit Committee

The primary responsibility of the Audit Committee of Hollywood Media's Board of Directors (the "Audit Committee") is to assist with oversight of Hollywood Media's financial reporting process on behalf of Hollywood Media's Board of Directors. Hollywood Media's management is responsible for Hollywood Media's financial reporting process including its system of internal control, and for the preparation of consolidated financial statements in accordance with generally accepted accounting principles. Hollywood Media's independent registered public accounting firm (the "Accounting Firm") (which was Kaufman Rossin & Co., P.A. until October 12, 2012 and which currently is Marcum LLP (effective as of October 17, 2012)), is responsible for auditing Hollywood Media's financial statements and expressing an opinion, based on the audit, as to the conformity of those audited financial statements with generally accepted accounting principles. The members of the Audit Committee are not professionally engaged in the practice of accounting or auditing. The Audit Committee relies on information provided to it by Hollywood Media's management and the Accounting Firm, including representations of Hollywood Media's management and the opinion of the Accounting Firm that such financial statements have been prepared in conformity with generally accepted accounting principles. The oversight of the Audit Committee does not provide it with an independent basis to determine that Hollywood Media's management has maintained appropriate accounting and financial reporting principles or policies, or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions with Hollywood Media's management and the Accounting Firm do not assure that Hollywood Media's financial statements are presented in accordance with generally accepted accounting principles or that the audit of Hollywood Media's financial statements has been carried out in accordance with the standards of the Public Company Accounting Oversight Board (United States).

The Audit Committee meets with the Accounting Firm and Hollywood Media's management to discuss the overall scope and plans for the audit, and to discuss the results of the Accounting Firm's examinations and evaluations of Hollywood Media's internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed Hollywood Media's audited financial statements for the year ended December 31, 2012 with management and the Accounting Firm. The Audit Committee discussed with the Accounting Firm the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended. This included a discussion of the Accounting Firm's judgments as to the quality, not just the acceptability, of Hollywood Media's accounting principles and such other matters as are required to be discussed with the Audit Committee under the standards of the Public Company Accounting Oversight Board (United States). In addition, the Audit Committee received from the Accounting Firm written disclosures and the letter required by Independence Standards Board Standard No. 1. The Audit Committee also discussed with the Accounting Firm the auditors' independence from management and Hollywood Media, including the matters covered by the written communications provided by the Accounting Firm. The Audit Committee has also considered whether the provision of non-audit services provided by the Accounting Firm, if any, is compatible with maintaining the Accounting Firm's independence.

Based on the reviews and discussions referenced above, the Audit Committee recommended to Hollywood Media's Board of Directors that Hollywood Media's audited financial statements be included in Hollywood Media's Annual Report on Form 10-K for the year ended December 31, 2012, for filing with the SEC.

Respectfully,

Members of the Audit Committee

Harry T. Hoffman

Robert Epstein

Stephen Gans

Appointment of Independent Registered Public Accounting Firm; Attendance at Meeting

The firm of Kaufman Rossin & Co., P.A. (“Kaufman”) served as Hollywood Media’s independent registered public accounting firm for the fiscal year ended December 31, 2011 and for the period from January 1, 2012 to October 12, 2012. On October 12, 2012, Hollywood Media dismissed Kaufman as Hollywood Media’s independent registered public accounting firm, effective as of October 12, 2012. The decision to dismiss Kaufman was recommended and approved jointly by Hollywood Media’s Board of Directors (the “Board”) and the Audit Committee of the Board (the “Audit Committee”) as part of Hollywood Media’s downsizing, which includes its continuing effort to reduce costs and expenses while maintaining an equivalent level of audit quality and services. On October 12, 2012, concurrently with the dismissal of Kaufman and upon the joint recommendation and approval of the Board and the Audit Committee, Hollywood Media engaged Marcum LLP as Hollywood Media’s independent registered public accounting firm for the fiscal year ending December 31, 2012, effective as of October 17, 2012. See “Proposal to Ratify the Selection of Independent Registered Public Accounting Firm” below.

Neither representatives of Kaufman nor Marcum LLP are expected to be present at the Meeting, and therefore representatives of Kaufman and Marcum LLP will not make a statement or be available to respond to questions.

Independent Registered Public Accounting Firm’s Fees and Services

The following table shows fees billed to Hollywood Media by its independent registered public accounting firms, Marcum LLP and Kaufman Rossin & Co., P.A., for each of the two fiscal years ended December 31, 2012 and 2011, respectively, for services rendered in the specified categories indicated below.

Type of Fees	2012	2011
Audit Fees ⁽¹⁾	\$290,600	\$150,000
Audit-Related Fees	15,000	15,000
Tax Fees	—	—
All Other Fees	—	—
Total	\$305,600	\$165,000

⁽¹⁾ 2012 consists of audit fees for Marcum LLP of \$125,000 and audit fees for Kaufman Rossin & Co., P.A. of \$165,600.

The fee types referenced in the above table are defined as follows:

“Audit Fees” are aggregate fees billed by Hollywood Media’s principal auditing firm for professional services for the audit of Hollywood Media’s consolidated financial statements included in its Form 10-K, for review of financial statements included in its Forms 10-Q, or for services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements.

“Audit-Related Fees” are fees billed by Hollywood Media’s principal auditing firm for assurance and related services that are reasonably related to the performance of the audit or review of Hollywood Media’s financial statements. Such services include principally services associated with reports related to regulatory filings, and general accounting and reporting advice.

“Tax Fees” are fees billed by Hollywood Media’s principal auditing firm for professional services for tax compliance, tax advice, and tax planning.

“All Other Fees” are fees billed by Hollywood Media’s principal auditing firm for any services not included in the forgoing fee categories.

Audit Committee Pre-Approval Policies and Procedures

SEC rules require that audit services and permitted non-audit services provided by our principal auditing firm be pre-approved by our Audit Committee. Such rules permit such pre-approval to be given either through explicit approval by the Audit Committee on a case-by-case basis, or pursuant to pre-approval policies and procedures as may be established by the Audit Committee from time to time.

For each of the two fiscal years ended December 31, 2012 and 2011, respectively, and through the date of this Proxy Statement on Schedule 14A, the Audit Committee has not adopted pre-approval policies covering such periods or future periods. Accordingly, any services provided by our principal auditing firm during the period January 1, 2011 through the date of this Proxy Statement on Schedule 14A were approved by the Audit Committee on a case-by-case basis. However, in the future the Audit Committee may adopt pre-approval policies and procedures in accordance with applicable rules.

**PROPOSAL TO RATIFY THE SELECTION OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

(Proposal No. 2)

The firm of Kaufman Rossin & Co., P.A. ("Kaufman") served as Hollywood Media's independent registered public accounting firm for the fiscal year ended December 31, 2011 and for the period from January 1, 2012 to October 12, 2012. On October 12, 2012, Hollywood Media dismissed Kaufman as Hollywood Media's independent registered public accounting firm, effective as of October 12, 2012 and appointed Marcum LLP ("Marcum"). The decision to dismiss Kaufman and appoint Marcum was recommended and approved jointly by Hollywood Media's Board of Directors (the "Board") and the Audit Committee of the Board (the "Audit Committee") as part of Hollywood Media's continuing effort to reduce costs and expenses while maintaining an equivalent level of audit quality and services.

The reports of Kaufman on Hollywood Media's consolidated financial statements as of and for the years ended December 31, 2011 and 2010 did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the years ended December 31, 2011 and 2010, and through October 12, 2012, there were no (a) disagreements with Kaufman on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to Kaufman's satisfaction, would have caused Kaufman to make reference to the subject matter thereof in connection with its reports for such years; or (b) reportable events, as described under Item 304(a)(1)(v) of Regulation S-K.

Hollywood Media provided Kaufman with a copy of the disclosures it made regarding the dismissal of Kaufman in Hollywood Media's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 18, 2012 and requested from Kaufman a letter addressed to the Securities and Exchange Commission indicating whether Kaufman agrees with such disclosures. A copy of Kaufman's letter to the Securities and Exchange Commission dated October 15, 2012 is attached as Exhibit 16.1 to Hollywood Media's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 18, 2012.

On October 12, 2012, concurrently with the dismissal of Kaufman and upon the joint recommendation and approval of the Board and the Audit Committee, Hollywood Media engaged Marcum as Hollywood Media's independent registered public accounting firm for the fiscal year ending December 31, 2012, effective as of October 17, 2012.

During the years ended December 31, 2011 and 2010 and the subsequent interim period through October 17, 2012, neither Hollywood Media nor anyone on Hollywood Media's behalf has consulted with Marcum regarding any of the matters or events set forth in Item 304(a)(2)(i) and (ii) of Regulation S-K.

The report of Marcum on Hollywood Media's consolidated financial statements as of and for the year ended December 31, 2012 did not contain an adverse opinion or a disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles.

The appointment of Marcum as Hollywood Media's independent registered public accounting firm for the fiscal year ending December 31, 2013 has been proposed by the Board for ratification by vote of the shareholders at the Meeting. If the shareholders do not ratify the appointment, the Audit Committee will consider whether it should appoint another independent registered public accounting firm.

Provided that a quorum is present at the Meeting, the appointment of Marcum as Hollywood Media's independent registered public accounting firm for the fiscal year ending December 31, 2013 will be ratified by Hollywood Media's shareholders if the number of votes cast "for" ratification exceeds the number of votes cast "against" ratification. Shareholders may vote "for" or "against" or to "abstain" from voting on the proposal to ratify the selection of Marcum as Hollywood Media's independent registered public accounting firm for the fiscal year ending December 31, 2013, whether such votes are cast via the Internet, by telephone or by mailing in a signed proxy card. Votes to "abstain" and broker non-votes will not be counted as votes cast "for" or "against" the proposal to ratify Marcum as Hollywood Media's independent registered public accounting firm for the fiscal year ending December 31, 2013, and therefore will not affect the outcome of the proposal to ratify Marcum as Hollywood Media's independent registered public accounting firm for the fiscal year ending December 31, 2013. The accompanying form of proxy, whether voted via the Internet, by telephone or by mailing a properly executed proxy card to Hollywood Media, will be voted "for" the ratification of Marcum as Hollywood Media's independent registered public accounting firm for the fiscal year ending December 31, 2013, unless the proxy contains contrary instructions.

HOLLYWOOD MEDIA'S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT HOLLYWOOD MEDIA'S SHAREHOLDERS VOTE "FOR" THE PROPOSAL TO RATIFY THE SELECTION OF Marcum LLP AS HOLLYWOOD MEDIA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.

**NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION
(Proposal No. 3)**

We are seeking an advisory vote of our shareholders on the compensation of our named executive officers, as required by Section 14A of the Securities Exchange Act of 1934, as amended.

Our Board recommends that you vote in favor of the following resolution approving the compensation of our named executive officers:

“RESOLVED, that Hollywood Media’s shareholders approve, on a non-binding advisory basis, the compensation of Hollywood Media’s named executive officers as disclosed in this Proxy Statement pursuant to Item 402 of Regulation S-K, including the compensation tables and narrative discussion contained in this Proxy Statement.”

Provided that a quorum is present at the Meeting, the compensation of our named executive officers (as disclosed in this Proxy Statement pursuant to Item 402 of Regulation S-K, including the compensation tables and narrative discussion contained in this Proxy Statement) will be approved (on a non-binding, advisory basis) by Hollywood Media’s shareholders if the number of votes cast “for” approval exceeds the number of votes cast “against” approval. Shareholders may vote “for” or “against” or to “abstain” from voting on the compensation of our named executive officers, whether such votes are cast via the Internet, by telephone or by mailing in a signed proxy card. Votes to “abstain” and broker non-votes will not be counted as votes cast “for” or “against” the compensation of our named executive officers, and therefore will not affect the outcome of the vote on the compensation of our named executive officers. Because this vote is advisory, the results of the vote are not binding on our Board or our Compensation Committee. However, if there is a significant vote against the compensation of our named executive officers, our Board and our Compensation Committee will carefully evaluate whether any actions are necessary to address those concerns.

HOLLYWOOD MEDIA’S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT HOLLYWOOD MEDIA’S SHAREHOLDERS VOTE “FOR” THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO ITEM 402 OF REGULATION S-K, including the compensation tables and narrative discussion contained in this Proxy Statement.

**NON-BINDING ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES
ON EXECUTIVE COMPENSATION
(Proposal No. 4)**

As required by Section 14A of the Securities Exchange Act of 1934, we are also seeking a vote, on a non-binding, advisory basis, on a resolution regarding the frequency of future advisory votes on the compensation of our named executive officers as disclosed pursuant to the executive compensation disclosure rules of the SEC. Shareholders may vote to approve holding an advisory vote on the compensation of our named executive officers every one, two or three years.

After considering the benefits and consequences of each option for the frequency of submitting the advisory vote on the compensation of our named executive officers to our shareholders, our Board recommends submitting the advisory vote on the compensation of our named executive officers to our shareholders every three years.

We believe that holding an advisory vote on the compensation of our named executive officers every three years, with the flexibility to hold such a vote more frequently if appropriate, is the best approach for the Company at this time for the following reasons:

- A three year vote cycle is consistent with the long-term focus of our compensation objectives and programs.

The shareholder advisory vote on executive compensation is an additional, but not exclusive, opportunity for shareholders to communicate with our Board and our Compensation Committee regarding our executive compensation program.

A longer vote cycle reinforces a longer-term perspective with respect to our executive compensation program, providing our Board and our Compensation Committee with time to evaluate the results of the most recent shareholder advisory vote on executive compensation, as well as to develop and implement changes to our compensation policies and practices that may be appropriate, and then providing our Board, our Compensation Committee and our shareholders with the opportunity to assess the impact of those changes before the next such shareholder advisory vote.

For the reasons discussed above, our Board recommends that shareholders vote in favor of holding an advisory vote on the compensation of our named executive officers every three years. In voting on this advisory vote on the frequency of future advisory votes on the compensation of our named executive officers, shareholders should be aware that they are not voting “for” or “against” our Board recommendation to vote for a frequency of every three years for holding future advisory votes on the compensation of our named executive officers. Rather, shareholders will be casting votes to recommend an advisory vote on the compensation of our named executive officers which may be

every one, two or three years, or they may abstain entirely from voting on the proposal.

Provided that a quorum is present at the Meeting, with respect to the advisory vote on the frequency of future advisory votes on the compensation of our named executive officers, the frequency option (every 1 year, every 2 years, or every 3 years) that receives the highest number of votes cast by shareholders will be the frequency option recommended by our shareholders, although such vote will not be binding on us. Shareholders may vote “every 1 year,” “every 2 years”, or “every 3 years” or to “abstain” from voting on the advisory vote on the frequency of future advisory votes on the compensation of our named executive officers, whether such votes are cast via the Internet, by telephone or by mailing in a signed proxy card. Votes to “abstain” and broker non-votes will not affect the outcome of the advisory vote on the frequency of future advisory votes on the compensation of our named executive officers. Because this vote is advisory, the results of the vote are not binding on our Board or our Compensation Committee. Nevertheless, our Board and our Compensation Committee intend to consider the results of this advisory vote in making a determination concerning the frequency of advisory votes on the compensation of our named executive officers.

HOLLYWOOD MEDIA’S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR “EVERY 3 YEARS” WITH RESPECT TO THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

TRANSACTIONS WITH RELATED PERSONS

Hollywood Media recorded \$412,684 and \$729,351 in earn-out gain from R&S Investments, LLC during 2012 and 2011, respectively. As of December 31, 2012, Hollywood Media had \$37,287 included in “Related party receivable” in the consolidated balance sheets of Hollywood Media included in Part II, Item 8 of Hollywood Media’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which primarily consisted of expense reimbursements from R&S Investments. As of December 31, 2011, Hollywood Media had \$521,497 included in “Related party receivable” in the consolidated balance sheets of Hollywood Media included in Part II, Item 8 of Hollywood Media’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which consisted of \$371,353 in earn-out receivable, \$105,561 in distributions receivable from Project Hollywood, \$36,106 in expense reimbursements from R&S Investments, \$5,904 for an expense reimbursement receivable from MovieTickets.com and \$2,576 for taxes receivable from Mr. Rubenstein and Ms. Silvers. During the years ended December 31, 2011 and 2012, Hollywood Media received such earn-out amounts and expense reimbursements in accordance with the payment terms.

Sale of Hollywood.com Business Unit to R&S Investments LLC

On August 21, 2008, Hollywood Media and R&S Investments, LLC (“R&S Investments”), an entity wholly-owned by Mitchell Rubenstein, Hollywood Media’s Chief Executive Officer and Chairperson of the Board, and Laurie S. Silvers, Hollywood Media’s President and Vice-Chairperson of the Board, entered into a Purchase Agreement (as amended, the “R&S Purchase Agreement”). Pursuant to the R&S Purchase Agreement, R&S Investments acquired Hollywood Media’s subsidiaries Hollywood.com, Inc. and Totally Hollywood TV, LLC (collectively, the “Hollywood.com Business”) for a potential purchase price of \$10.0 million, which included \$1.0 million in cash that was paid to Hollywood Media at closing and potential earnout payments of up to \$9.0 million, of which \$1,892,692 had been paid as of August, 2012.

The Hollywood.com Business included: (i) Hollywood Media’s Hollywood.com, Inc. subsidiary, which owned the Hollywood.com website and related URLs and celebrity fan websites. Hollywood.com features in-depth movie information including movie showtimes listings, celebrity biographical data, and celebrity photos primarily obtained by Hollywood.com through licenses with third party licensors which are made available on the Hollywood.com website and mobile platform. Hollywood.com also has celebrity fan sites and a library of feature stories and interviews which incorporate photos and multimedia videos taken at entertainment events including movie premiers and award shows; and (ii) Hollywood Media’s Totally Hollywood TV, LLC subsidiary, which owned Hollywood.com Television, a free video on demand service distributed pursuant to annual affiliation agreements with certain cable operators for the distribution of movie trailers to subscribers of those cable systems. The purchase price was determined by an arms-length negotiation between a Special Committee of independent directors of Hollywood Media on the one hand and R&S Investments on the other hand. Hollywood Media does not have a significant continuing involvement in the Hollywood.com Business operations.

On August 28, 2012, (1) Hollywood Media and R&S Investments entered into an Agreement (the “R&S Agreement”) regarding the R&S Purchase Agreement, (2) Hollywood Media, Mr. Rubenstein and Ms. Silvers entered into a letter agreement regarding the R&S Agreement (the “Rubenstein Silvers Letter Agreement”), and (3) R&S Investments provided Hollywood Media with a letter regarding a contingent additional payment (the “R&S Letter”). As described below, the R&S Agreement and the Rubenstein Silvers Letter Agreement and the transactions contemplated by the R&S Agreement and the Rubenstein Silvers Letter Agreement were approved by a Special Committee of Hollywood Media’s independent directors.

Pursuant to the R&S Agreement, in exchange for R&S Investments paying Hollywood Media \$2,950,000 in cash (the “Buyout Amount”), which payment has been made to Hollywood Media, R&S Investments fully satisfied all of its obligation to pay the purchase price under Section 3.1 of the R&S Purchase Agreement and any additional consideration or earnout payment under Section 3.3 of the R&S Purchase Agreement, and R&S Investments shall have no further obligations and/or liabilities (and Hollywood Media shall have no further rights and/or remedies) under Article III of the R&S Purchase Agreement or otherwise. Accordingly, the earnout receivable from R&S Investments, LLC was \$0 as of December 31, 2012.

Pursuant to the Rubenstein Silvers Letter Agreement, Mr. Rubenstein agreed that that, in connection with the transaction consummated under the R&S Agreement and in addition to the Buyout Amount, the next \$280,000 of the MovieTickets.com 5% Interest (as defined in the Amended and Restated Employment Agreement dated as of December 22, 2008, between Hollywood Media and Mr. Rubenstein, as amended (the “Rubenstein Employment Agreement”)) that would be distributed by Hollywood Media to Mr. Rubenstein pursuant to the Rubenstein Employment Agreement will be retained by Hollywood Media (and not paid to Mr. Rubenstein).

In addition, pursuant to the Rubenstein Silvers Letter Agreement, Ms. Silvers agreed that, in connection with the transaction consummated under the R&S Agreement and in addition to the Buyout Amount, the next \$280,000 of the MovieTickets.com 5% Interest (as defined in the Amended and Restated Employment Agreement dated as of December 22, 2008, between Hollywood Media and Ms. Silvers, as amended (the “Silvers Employment Agreement”)) that would be distributed by Hollywood Media to Ms. Silvers pursuant to the Silvers Employment Agreement will be retained by Hollywood Media (and not paid to Ms. Silvers).

Pursuant to the R&S Letter, R&S Investments agreed that in the event of a sale of all the assets of Hollywood.com, LLC to one person or a group of persons not controlled, directly or indirectly, by Mr. Rubenstein and Ms. Silvers or their heirs, personal representatives or affiliates prior to August 31, 2015, R&S Investments shall pay to Hollywood Media \$3,500,000 or, if less, the amount received by R&S Investments in connection with such transaction.

A Special Committee of Hollywood Media’s independent directors unanimously approved the R&S Agreement and the Rubenstein Silvers Letter Agreement and determined that the transactions contemplated by the R&S Agreement and the Rubenstein Silvers Letter Agreement were advisable, fair to and in the best interests of Hollywood Media and its shareholders. In connection with approving the transactions contemplated by the R&S Agreement and the Rubenstein Silvers Letter Agreement, the Special Committee of Hollywood Media’s independent directors received a fairness opinion from a firm with experience in valuation work, which stated that as of August 28, 2012, based upon and subject to (and in reliance on) the assumptions made, matters considered and limits of such review, in each case as set forth in its opinion, the Buyout Amount to be paid by R&S Investments was fair from a financial point of view to Hollywood Media.

See Note 5, “Discontinued Operations” in the Notes to the Consolidated Financial Statements contained in Part II, Item 8 of Hollywood Media’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012 for more information on the R&S Agreement, the Rubenstein Silvers Letter Agreement, the R&S Letter, and the related transactions.

R&S Investments, LLC Indemnification

On November 5, 2010, Hollywood.com, LLC, a former subsidiary of the Company, was sued for copyright infringement for the alleged display of unlicensed celebrity photographs on the hollywood.com website, which is owned by Hollywood.com, LLC. Certain of the celebrity photographs at issue were posted during the time that Hollywood Media Corp. owned Hollywood.com. Because Hollywood Media owned Hollywood.com during part of the time that the alleged display of unlicensed celebrity photographs on the hollywood.com website occurred, the possibility exists that Hollywood Media could be subject to claims relating to this matter and other similar claims. To address the potential risks to Hollywood Media associated with any such claims, in February 2011, Hollywood Media entered into an indemnification agreement with R&S Investments, LLC, whereby R&S Investments, LLC agrees to indemnify and hold Hollywood Media harmless from any and all potential liabilities and claims against Hollywood Media arising from any such claims in exchange for a one-time cash payment by Hollywood Media to R&S Investments, LLC of \$350,000.

The indemnification agreement was approved on behalf of the Company by a Special Committee of Hollywood Media's independent directors.

Acquisition of Baseline LLC

On October 7, 2011, Project Hollywood LLC (“Project Hollywood”), a limited liability company owned by Baseline Holdings LLC (“Baseline Holdings”) acquired from The New York Times Company all of the membership interests of Baseline LLC. Baseline Holdings is wholly-owned by Mitchell Rubenstein, the Chairman and Chief Executive Officer of Hollywood Media, and Laurie Silvers, the Vice-Chairman, President and Secretary of Hollywood Media. Baseline LLC owns Baseline StudioSystems, a leading provider of movie and TV data services for the entertainment and motion picture industries and a licensor of information to Internet and digital media companies. Mr. Rubenstein and Ms. Silvers individually contributed \$4.5 million in cash to Baseline Holdings LLC which in turn contributed \$4.5 million to Project Hollywood LLC to fund the acquisition.

Hollywood Media previously owned the Baseline StudioSystems business and sold it on August 25, 2006 to The New York Times Company. The opportunity to purchase the Baseline StudioSystems business was presented to Mr. Rubenstein and Ms. Silvers in their individual capacity, and they presented to Hollywood Media’s independent directors the opportunity for Hollywood Media. Rather than acquire 100% of the Baseline StudioSystems business, Hollywood Media’s independent directors decided unanimously for Hollywood Media to make a minority investment in Project Hollywood LLC alongside Mr. Rubenstein and Ms Silvers with the relative ownership interest of Project Hollywood LLC interests determined based on the proportionate amount each invested.

On October 27, 2011, following Project Hollywood LLC’s acquisition (on October 7, 2011) of all of the membership interests of Baseline LLC, Hollywood Media (following the unanimous approval of its independent directors) acquired a 21.74% ownership interest in Project Hollywood LLC for an investment of \$1.25 million, which was based on the same per membership unit price paid by Baseline Holdings for its 78.26% ownership interest in Project Hollywood LLC. The funds contributed were used for working capital and other capital needs of the Baseline StudioSystems business. The Baseline StudioSystems business had no debt other than normal accounts payable and deferred revenue.

Distributions of \$176,866 and \$182,617 to Hollywood Media reduced Hollywood Media’s investment in Project Hollywood during the years ended December 31, 2011 and 2012, respectively.

The Project Hollywood LLC Limited Liability Company Agreement provided that (i) distributions of available cash would be made in accordance with the members’ percentage interests, (ii) Hollywood Media’s ownership interest in Project Hollywood LLC was subject to a right of first refusal in favor of Project Hollywood LLC and Baseline Holdings in the event Hollywood Media desired to transfer such ownership interest, (iii) if Baseline Holdings and/or its permitted transferees who together owned at least a majority of Project Hollywood LLC agreed to sell its ownership interest in Project Hollywood LLC or vote in favor of a merger or consolidation or a sale of all or substantially all of Project Hollywood’s assets, Hollywood Media was required to consent to the transaction, waive any appraisal rights, and agree to sell its ownership interest in Project Hollywood LLC on the same terms and conditions

as other members; and (iv) if Baseline Holdings desired to sell its ownership interest in Project Hollywood LLC, Hollywood Media would be able to participate in such sale by selling a proportionate amount of its interest in Project Hollywood LLC.

Project Hollywood entered into two agreements with the two former senior executives of Baseline StudioSystems to manage the business on a day-to-day basis, as of December 1, 2011. Under those agreements, the managers will each receive 7.5% of Project Hollywood LLC's membership units subject to a three year vesting schedule (at a rate of 2.5% per annum) and the obtaining of certain performance-based EBITDA hurdles each year. Under that vesting schedule, Hollywood Media's ownership in Project Hollywood was reduced to 20.65% at June 30, 2012.

On August 28, 2012, Hollywood Media entered into an Assignment and Assumption of Membership Interest and Waiver (the “Assignment”) with Baseline Holdings LLC, Project Hollywood, Mr. Rubenstein and Ms. Silvers. As described below, the Assignment and the transactions contemplated by the Assignment were approved by a Special Committee of Hollywood Media’s independent directors.

Pursuant to the Assignment, Hollywood Media assigned to Baseline Holdings all of Hollywood Media’s membership interest in Project Hollywood in exchange for total consideration of \$1,800,000 (the “Project Hollywood Purchase Price”). The Project Hollywood Purchase Price has been paid as follows: (1) \$1,230,500 in cash (which has been paid by Baseline Holdings to Hollywood Media), (2) Mr. Rubenstein waived his right to receive any future principal and interest owed by Key Brand Entertainment Inc. (“Key Brand”) to Hollywood Media pursuant to the credit agreement between Key Brand and Hollywood Media (the “Credit Agreement”) (as of August 28, 2012, Mr. Rubenstein had the right to receive 4.76% of the principal, or \$404,600, and interest on account of the Credit Agreement), and (3) Ms. Silvers waived her right to receive any future principal and interest owed by Key Brand to Hollywood Media under the Credit Agreement (as of August 28, 2012, Ms. Silvers has the right to receive 1.94% of the principal, or \$164,900, and interest on account of the Credit Agreement). Hollywood Media recorded the fair value of the waivers by Mr. Rubenstein and Ms. Silvers in the long term portion of “Other Assets” in the consolidated balance sheets of Hollywood Media included in Part II, Item 8 of Hollywood Media’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

As a result of the waivers by Mr. Rubenstein and Ms. Silvers described in the preceding paragraph, after August 28, 2012, Hollywood Media retained all payments of principal and interest made by Key Brand under the Credit Agreement. As of August 28, 2012, the principal balance due under the Credit Agreement was \$8,500,000. As of October 5, 2012, the principal balance due under the Credit Agreement increased to \$15,500,000 as a result of the achievement of the revenue threshold for the second \$7 million tranche of the earnout under the Stock Purchase Agreement, dated as of December 22, 2009, as amended, entered into between Hollywood Media and Key Brand.

On August 8, 2013, Hollywood Media entered into the Transaction Agreement (the “Transaction Agreement”) by and among Key Brand, Theatre Direct NY, Inc. (“Theatre Direct”), and Hollywood Media for the prepayment by Key Brand in full of the amount owed to Hollywood Media pursuant to the Credit Agreement. Pursuant to the Transaction Agreement, Key Brand paid to Hollywood Media on August 8, 2013 in cash the amount of \$13,861,738.32, which constituted the outstanding principal plus accrued interest through August 8, 2013 of the loan under the Credit Agreement. The loan under the Credit Agreement was scheduled to mature on June 30, 2015.

A Special Committee of Hollywood Media’s independent directors unanimously approved the Assignment and determined that the transactions contemplated by the Assignment were advisable, fair to and in the best interests of Hollywood Media and its shareholders. In connection with approving the transactions contemplated by the Assignment, the Special Committee of Hollywood Media’s independent directors received a fairness opinion from a firm with experience in valuation work, which stated that as of August 28, 2012, based upon and subject to (and in reliance on) the assumptions made, matters considered and limits of such review, in each case as set forth in its opinion, the Project Hollywood Purchase Price was fair from a financial point of view to Hollywood Media.

Resolution of Dispute with The Estate of Martin H. Greenberg

On February 8, 2012, Hollywood Media resolved its dispute with The Estate of Martin H. Greenberg (the “Greenberg Estate”) over the life insurance policy payments that were received as a result of Dr. Martin Greenberg’s death. Prior to Dr. Greenberg’s death, Dr. Greenberg had served as the Chief Executive Partner of Tekno Books (which was 51% owned by Hollywood Media prior to the resolution of such dispute).

As a result of such resolution, effective as of December 30, 2011, the Greenberg Estate and Rosalind M. Greenberg (Dr. Greenberg’s widow) waived any right, entitlement or claim they may have to a \$1.5 million key-man life insurance policy payment, Tekno Books and Hollywood Media waived any right, entitlement or claim they may have to a \$500,000 life insurance policy payment received by Rosalind M. Greenberg, and the Greenberg Estate transferred its 49% partnership and ownership interest in Tekno Books to Hollywood Media for no additional consideration pursuant to an Assignment of General Partnership Interest. Following such transfer, Hollywood Media owns 100% of Tekno Books.

SUBMISSION OF FUTURE SHAREHOLDER PROPOSALS AND NOMINATIONS

Shareholder Proposals for Inclusion in Next Year's Proxy Statement under SEC Rule 14a-8

Any shareholder proposal sought to be included in Hollywood Media's proxy materials for the 2014 Annual Meeting of Shareholders pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, must be in writing and received by Hollywood Media no later than July 23, 2014, provided, however, that if the 2014 Annual Meeting is called for a date that is not within thirty days before or after December 16, 2014, then notice by the shareholder in order to be timely must be received a "reasonable time" before Hollywood Media begins to print and send its proxy materials for the 2014 Annual Meeting. Such proposals must be received at Hollywood Media's principal executive offices at the following address: Hollywood Media Corp., 301 East Yamato Road, Suite 2199, Boca Raton, Florida 33431, Attention: Secretary. Such proposals must also comply with the rules of the Securities and Exchange Commission relating to Rule 14a-8 shareholder proposals and may be omitted if not in compliance with applicable requirements.

Other Shareholder Proposals for Presentation at Next Year's Annual Meeting

Under applicable requirements, including Hollywood Media's Bylaws, any shareholder proposal that is not intended for inclusion in Hollywood Media's proxy materials (i.e., a shareholder proposal submitted outside the processes of Rule 14a-8), and all director nominations by shareholders, for Hollywood Media's 2014 Annual Meeting of Shareholders must be received by Hollywood Media no later than August 18, 2014 and no earlier than July 19, 2014, provided, however, that if the 2014 Annual Meeting is called for a date that is not within thirty days before or after December 16, 2014, then notice by the shareholder in order to be timely must be received not later than the close of business on the 10th day following the day on which notice of the date of the 2014 Annual Meeting is mailed or publicly announced by Hollywood Media, whichever first occurs. Such shareholder proposals and director nominations must be written and delivered to or mailed and received at Hollywood Media's principal executive offices at the following address: Hollywood Media Corp., 301 East Yamato Road, Suite 2199, Boca Raton, Florida 33431, Attention: Secretary. The written notice must also contain specified information and conform to certain requirements as set forth in Hollywood Media's Bylaws referenced below. If the chairman of the 2014 Annual Meeting determines that a shareholder proposal or director nomination was not made in accordance with applicable requirements including Hollywood Media's Bylaws, then such proposal or nomination will not be presented for a vote of shareholders at the 2014 Annual Meeting.

Advance Notice Requirements for Proposals and Director Nominations by Shareholders.

Hollywood Media's Bylaws and SEC rules contain certain requirements for shareholders to provide advance written notice of proposals of business or director nominations by Hollywood Media's shareholders. Certain material features of these requirements are summarized below, however, the statements below concerning the terms and provisions of these notice requirements are summaries only and do not purport to be complete. The descriptions of such Bylaw requirements below are qualified in their entirety by reference to the full text of Hollywood Media's Bylaws which are filed as an exhibit to Hollywood Media's Form 8-K report filed with the SEC on September 5, 2006.

Notice of Shareholder Business At Annual Meeting. Hollywood Media’s Bylaws provide that business to be transacted at an annual meeting of shareholders may not be proposed by a shareholder unless the shareholder complies with the required notice procedures described below. In addition to any other applicable requirements, for business to be properly brought before an annual meeting by a shareholder, such shareholder must have given timely notice thereof in proper written form to the Secretary of Hollywood Media. To be timely, a shareholder’s notice must be delivered to Hollywood Media not less than 120 days nor more than 150 days prior to the anniversary date of the immediately preceding annual meeting of shareholders; provided, however, that in the event that the annual meeting is called for a date that is not within 30 days before or after such anniversary date, notice by the shareholder in order to be timely must be so received not later than the close of business on the 10th day following the day on which notice of the date of the annual meeting was mailed or public announcement of the date of the annual meeting was made by Hollywood Media, whichever first occurs. To be in proper written form, a shareholder’s notice must set forth as to each matter such shareholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and record address of such shareholder, (iii) the class or series and number of shares of capital stock of Hollywood Media which are owned beneficially or of record by such shareholder, (iv) a description of all arrangements or understandings between such shareholder and any other person or persons (including their names) in connection with the proposal of such business by such shareholder and any material interest of such shareholder in such business, (v) a representation by the notifying shareholder that such shareholder intends to appear in person or by proxy at the annual meeting to bring such business before the meeting, and (vi) any other information relating to such shareholder and/or proposed business that would be required to be disclosed in a proxy statement (or other filings required to be made) in connection with solicitations of proxies for approval of such a proposal pursuant to Section 14 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (the “Exchange Act”) (this clause (vi) applies whether or not a proxy statement is filed).

Shareholder Nomination of Directors. Hollywood Media’s Bylaws provide that a shareholder may not nominate a candidate for election to the Board of Directors at any annual meeting of shareholders, or at any special meeting of shareholders called for the purpose of electing directors, unless the shareholder complies with the required notice procedures described below. In addition to any other applicable requirements, for a nomination to be made by a shareholder, such shareholder must have given timely notice thereof in proper written form to the Secretary of Hollywood Media. To be timely, a shareholder’s notice must be delivered to Hollywood Media: (i) in the case of an annual meeting, not less than 120 days nor more than 150 days prior to the anniversary date of the immediately preceding annual meeting of shareholders (provided, however, that in the event that the annual meeting is called for a date that is not within 30 days before or after such anniversary date, notice by the shareholder in order to be timely must be so received not later than the close of business on the 10th day following the day on which notice of the date of the annual meeting was mailed or public announcement of the date of the annual meeting was made by Hollywood Media, whichever first occurs); and (ii) in the case of a special meeting of shareholders called for the purpose of electing directors, not later than the close of business on the 10th day following the day on which notice of the date of the special meeting was mailed or public announcement of the date of the special meeting was made by Hollywood Media, whichever first occurs. To be in proper written form, a shareholder’s notice must set forth: (i) as to each person whom the shareholder proposes to nominate for election as a director (A) the name, age, business address and residence address of the person, (B) the principal occupation or employment of the person, (C) the class or series and number of shares of capital stock of Hollywood Media which are owned beneficially or of record by the person and (D) any other information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act; and (ii) as to the shareholder giving the notice (A) the name and record address of such shareholder, (B) the class or series and number of shares of capital stock of Hollywood Media which are owned

beneficially or of record by such shareholder, (C) a description of all arrangements or understandings between such shareholder and each proposed nominee and any other person or persons (including their names) in connection with the nomination(s) or pursuant to which the nomination(s) are to be made by such shareholder, (D) a representation by the notifying shareholder to Hollywood Media that such shareholder intends to appear in person or by proxy at the meeting to nominate the persons named in its notice and (E) any other information relating to such shareholder and/or such nominee(s) that would be required to be disclosed in a proxy statement (or other filings required to be made) in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act (this clause (E) applies whether or not a proxy statement is filed). Such notice must be accompanied by a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected.

OTHER MATTERS

As of the date of this Proxy Statement, the Board of Directors of Hollywood Media does not intend to present, and Hollywood Media has not been informed that any other person intends to present, any matter for action at the Meeting, other than as specifically discussed herein.

ANNUAL REPORT

A copy of Hollywood Media's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, (excluding exhibits) as filed with the SEC accompanies these proxy materials. Copies of exhibits to the Form 10-K will be furnished on request, upon payment of Hollywood Media's expenses in furnishing requested exhibits. Any request for exhibits should be addressed to: Investor Relations Liaison, Hollywood Media Corp., 301 East Yamato Road, Suite 2199, Boca Raton, Florida 33431, telephone number (561) 998-8000.

By Order of the Board of Directors

Laurie S. Silvers

Vice Chairman of the Board, President and Secretary

Boca Raton, Florida
November 18, 2013

