

JAMBA, INC.
Form DEF 14A
April 07, 2016

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

SCHEDULE 14A

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

Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to Rule to §240.14a-11(c) or §240.14a-12

Jamba, Inc.

(Name of Registrant as Specified in its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No Fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(1)(1) and 0-11.

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

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

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

April 7, 2016

TO THE STOCKHOLDERS OF
JAMBA, INC.:

You are cordially invited to attend the 2016 Annual Meeting of Stockholders of Jamba, Inc. (the Company) (the 2016 Annual Meeting) on May 17, 2016, at 8:00 a.m. local time, which will be held at the Company's principal offices, located at 6475 Christie Avenue, Suite 150, Emeryville, CA 94608.

Details of business to be conducted at the Annual Meeting are described in the Notice of Annual Meeting of Stockholders and Proxy Statement. At the 2016 Annual Meeting, the Company will present a report on its operations during the past year and respond to questions from stockholders. Accompanying this Proxy Statement is the Company's 2015 Annual Report to Stockholders.

The Company is pleased to take advantage of Securities and Exchange Commission rules that allow companies to furnish proxy materials to stockholders primarily over the Internet. On or about April 7, 2016, you were provided with a Notice of Internet Availability of Proxy Materials (Notice), and provided access to our proxy materials over the Internet. The Notice also provides instructions on how to vote online or by telephone, and includes instructions on how to receive a paper copy of the proxy materials by mail. We believe that these rules allow us to provide our stockholders with the information they need, while lowering the costs of delivery and reducing the environmental impact of the Annual Meeting. However, if you would prefer to receive paper copies of our proxy materials and annual report, please follow the instructions included in the Notice. If you received your Annual Meeting materials by mail, the notice of the annual meeting, proxy statement, and proxy card from our Board of Directors were enclosed. If you received your annual meeting materials via e-mail, the e-mail contained voting instructions and links to the online proxy statement and annual report.

We hope that you will attend the 2016 Annual Meeting. Whether or not you plan to attend, you can ensure that your shares are represented at the meeting by promptly voting and submitting your proxy by telephone, by Internet or, if you have received a paper copy of your proxy materials by mail, by completing, signing, dating, and returning your proxy card in the envelope provided.

Sincerely yours,

DAVID A. PACE
Chief Executive Officer

YOUR VOTE IS VERY IMPORTANT. Whether or not you plan to attend the 2016 Annual Meeting of Stockholders, we urge you to vote and submit your proxy by telephone, the Internet or by mail in order to ensure the presence of a quorum. If you attend the meeting and do not hold your shares through an account with a brokerage firm, bank or other nominee, you will have the right to revoke the proxy and vote your shares in person. If you hold your shares through an account with a brokerage firm, bank or other nominee, please follow the instructions you receive from them to vote your shares and revoke your vote, if necessary.

JAMBA, INC.
6475 Christie Avenue, Suite 150
Emeryville, California 94608

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held May 17, 2016

Dear Stockholder:

You are invited to attend the 2016 Annual Meeting of Stockholders of Jamba, Inc., a Delaware corporation (the Company) (the 2016 Annual Meeting), which will be held at the Company's principal offices located at 6475 Christie Avenue, Suite 150, Emeryville, CA 94608 on May 17, 2016, at 8:00 a.m. local time, for the following purposes:

1. To elect seven nominees as directors to serve until the next annual meeting of stockholders and until their successors have been elected and qualified.
2. To ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending January 3, 2017.
 3. To approve the amendment and restatement of the Jamba Inc. 2013 Equity Incentive Plan.
 4. To vote on a non-binding advisory resolution to approve executive compensation.
5. To hold a non-binding advisory vote regarding the frequency of future advisory votes on executive compensation.
6. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

Stockholders of record at the close of business on March 24, 2016 are entitled to notice of, and to vote at, the 2016 Annual Meeting and any adjournment or postponement thereof. For ten days prior to the 2016 Annual Meeting, a complete list of stockholders entitled to vote at the 2016 Annual Meeting will be available for examination by any stockholder, for any purpose relating to the 2016 Annual Meeting, during ordinary business hours at our principal offices located at 6475 Christie Avenue, Suite 150, Emeryville, CA 94608.

By Order of the Board of Directors,

KAREN L. LUEY
Secretary

Emeryville, California
April 7, 2016

IMPORTANT: Please vote and submit your proxy by telephone, the Internet or, if you have received a paper copy of the proxy materials by mail, by completing and promptly mailing your proxy card in the postage-paid envelope provided to assure that your shares are represented at the meeting.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 17, 2016

This Proxy Statement relating to the 2016 Annual Meeting of Stockholders and the Annual Report to Stockholders for the year ended December 29, 2015 are available at www.proxyvote.com.

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

The accompanying proxy is solicited by the Board of Directors of Jamba, Inc., a Delaware corporation (Jamba, Company, we, us, and our), for use at its 2016 Annual Meeting of Stockholders to be held on May 17, 2016, or an adjournment or postponement thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. This proxy statement and the enclosed proxy are being made available to stockholders on or about April 7, 2016.

SOLICITATION AND VOTING

Voting Securities. Only stockholders of record as of the close of business on March 24, 2016 (the Record Date) will be entitled to vote at the meeting and any postponement or adjournment thereof. As of the Record Date, there were 15,088,378 shares of common stock of the Company (the Common Stock) outstanding, excluding treasury shares, all of which are entitled to vote with respect to all matters to be acted upon at the 2016 Annual Meeting.

Each stockholder of record as of the Record Date is entitled to one vote for each share of Common Stock held by him or her. Our Bylaws provide that the holders of a majority in voting power of the capital stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the Amended and Restated Certificate of Incorporation of the Company, as amended to date (the Restated Certificate). Our current Restated Certificate does not have any other requirements for a quorum of the stockholders. Votes for and against, abstentions and broker non-votes will each be counted as present for purposes of determining the presence of a quorum.

Broker Non-Votes. A broker non-vote occurs when a broker submits a proxy card with respect to shares held in a fiduciary capacity (typically referred to as being held in street name) but declines to vote on a particular matter because the broker has not received voting instructions from the beneficial owner. Under the rules that govern brokers who are voting with respect to shares held in street name, brokers have the discretion to vote such shares on routine matters, but not on non-routine matters. Routine matters include the ratification of selection of auditors. Non-routine matters include the election of directors, the executive compensation advisory proposal and the advisory vote regarding frequency of future advisory votes on executive compensation.

Solicitation of Proxies. We will bear the cost of soliciting proxies. In addition to soliciting stockholders by mail through our employees, we will request banks, brokers and other custodians, nominees and fiduciaries to solicit customers for whom they hold our stock and will reimburse them for their reasonable, out-of-pocket costs. We may use the services of our employees, officers, directors and others to solicit proxies, personally or by telephone, without additional compensation.

Voting of Proxies. Stockholders whose shares are registered in their own names may vote (1) by returning a proxy card, (2) via the Internet at www.proxyvote.com, or (3) by telephone at 1-800-690-6903. Specific instructions to be followed by any registered stockholder interested in voting via the Internet or by telephone are set forth in the notice by mail described below or, if you receive a paper copy of the proxy materials, on the proxy card provided.

Notice and Access Model. The SEC's proxy rules set forth how companies must provide proxy materials. These rules are often referred to as notice and access. Under the notice and access model, a company may select either of the following options for making proxy materials available to stockholders: (i) the full set delivery option; or (ii) the

notice only option. A company may use a single method for all its stockholders, or use full set delivery for some while adopting the notice only option for others. We must comply with these rules in connection with our 2016 Annual Meeting.

Under the full set delivery option a company delivers all proxy materials to its stockholders by mail or, if a stockholder has previously agreed, electronically. In addition to delivering proxy materials to stockholders, the Company must post all proxy materials on a publicly-accessible web site (other than the SEC's web site) and provide information to stockholders about how to access that web site and the hosted materials. Under the notice only option, instead of delivering its proxy materials to stockholders, the Company instead delivers a Notice of Internet Availability of Proxy Materials which outlines (i) information regarding the date and time

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of the meeting of stockholders as well as the items to be considered at the meeting; (ii) information regarding the web site where the proxy materials are posted; and (iii) various means by which a stockholder can request paper or email copies of the proxy materials.

In connection with our 2016 Annual Meeting, we have elected to use the notice only option. Accordingly, unless requested otherwise, you should have received a notice by mail instructing you how to access proxy materials at <http://www.proxyvote.com> and providing you with a control number you can use to vote your shares. You may request that the Company deliver paper copies of the proxy materials as well.

All valid proxies received before the meeting will be exercised. All shares represented by a proxy will be voted, and where a proxy specifies a stockholder's choice with respect to any matter to be acted upon, the shares will be voted in accordance with that specification. If no choice is indicated on the proxy, the shares will be voted in favor of the proposal. A stockholder whose shares are registered in their own name has the power to revoke his or her proxy at any time before it is exercised by delivering to the Secretary of the Company a written instrument revoking the proxy or a duly executed proxy with a later date, or by attending the meeting and voting in person. If you hold shares in street name, through a bank, broker or other nominee, please contact the bank, broker or other nominee to revoke your proxy.

Annual Meeting Attendance

You are entitled to attend the 2016 Annual Meeting only if you were a Company stockholder as of the Record Date or you hold a valid proxy for the 2016 Annual Meeting. Since seating is limited, admission to the meeting will be on a first-come first-served basis. You should be prepared to present photo identification for admittance. If you are not a stockholder of record but hold shares as a beneficial owner through a broker, bank, trustee or nominee (i.e., in street name), you should provide proof of beneficial ownership as of the Record Date, such as your most recent account statement prior to the Record Date, a copy of the voting instruction card provided by your broker, bank, trustee or nominee, or other similar evidence of ownership. In addition, the Notice will serve as proof of stock ownership as of the Record Date.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

In accordance with the Company's bylaws (the Bylaws), the Board of Directors of the Company (hereinafter referred to as the Board or the Board of Directors) has currently set the size of the Board at eight members and there are currently eight members serving. The terms of the current directors expire upon the election and qualification of the directors to be elected at the 2016 Annual Meeting. The Board has nominated seven persons for election at the 2016 Annual Meeting to serve until the 2017 Annual Meeting of Stockholders and until their successors are duly elected and qualified. All nominees for election to the Board are presently directors of Jamba. Lesley Howe is not standing for re-election at the 2016 Annual Meeting but will continue to serve the end of his current term. Following the 2016 Annual Meeting, the size of the Board will be set at seven members. Stockholders may not vote for a greater number of persons than the number of nominees named. Set forth below is information regarding the nominees to the Board for election as a director.

Each nominee has agreed to be named in this proxy statement and to serve if elected. If any of the nominees declines to serve or becomes unavailable for any reason, or if a vacancy occurs before the election (although we know of no reason to anticipate such an occurrence), the proxies may be voted for such substitute nominee(s) as we may designate.

If a quorum is present and voting, each of the seven nominees receiving a higher number of votes cast for such nominee than against such nominee will be elected. Proxies cannot be voted for more than seven nominees. Abstentions, broker non-votes and withheld votes will not count towards election of any director nominee. Under our Bylaws, if an incumbent director standing for re-election is not re-elected, the director shall tender his or her resignation to the Board. The Nominating and Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject such director's resignation. The Board will act on the Nominating and Corporate Governance Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation, and the Board in making its ultimate decision, may each consider any factors or other information that they consider appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the Board's decision with respect to his or her resignation.

If a director's resignation is accepted by the Board, then the Board may fill the resulting vacancy or may decrease the size of the Board as permitted by our Bylaws.

The seven Company nominees to the Board to serve until the 2017 Annual Meeting and until their successors have been duly elected and qualified are as follows:

Name	Age	Director Since
David A. Pace	57	2012
Richard L. Federico	61	2006
Andrew R. Heyer	58	2009
Michael A. Depatie	59	2010
Lorna C. Donatone	58	2013

James C. Pappas	34	2015
Glenn W. Welling	45	2015

The principal occupations and qualifications of each of the seven Company nominees for director are as follows.
There are no family relationships among any of our directors or executive officers.

DAVID A. PACE has been a member of our Board since August 2012 and our Chief Executive Officer since January 2016. Mr. Pace was most recently President of Carrabba's Italian Grill, and was the Executive Vice President and Chief Resource Officer of Bloomin' Brands where he was responsible for both the human resources and real estate and development functions of Bloomin' Brands along with the Fleming's and Roy's business units prior to that. Before joining Bloomin' Brands in 2010, Mr. Pace was a management consultant,

entrepreneur and not-for-profit leader. He has extensive domestic and international experience overseeing human resources for Starbucks Coffee Company, HomeGrocer.com and PepsiCo/YUM Brands along with additional experiences in technology and sports management. Mr. Pace served as an adjunct faculty member in Southern Methodist University's Cox Graduate School of Business and is currently Chairman of the Board of Up2US, a rapidly expanding national non-profit focused on improving the health and development of America's young people through sports-based youth development. Mr. Pace has a Bachelor of Science in Industrial and Labor Relations from Cornell University. Mr. Pace's position as our Chief Executive Officer and his extensive knowledge of the restaurant and food and beverage industries, including his senior leadership experience in human resources, make him particularly qualified for service on our Board.

RICHARD L. FEDERICO has been a member of our Board of Directors since November 2006 and has served as the Chairman of our Board since January 2016. Mr. Federico had previously served as a director of Jamba Juice Company from October 2004 to November 2006. Mr. Federico is currently Executive Chairman of Wok Holdco, an operator of domestic Asian-inspired restaurant brands, a position he has held since 2012. From 1996 until 2012, Mr. Federico served as a director and from 1997 to 2015, as Chief Executive Officer of P.F. Chang's China Bistro Inc. In 2000, Mr. Federico was named Chairman of the Board of P.F. Chang's China Bistro Inc. From 1989 to 1996, Mr. Federico served as President of the Italian Concepts division of Brinker International, Inc., where he was responsible for concept development and operations. Since 2011, Mr. Federico has served on the Board of Directors of Domino's Pizza. Mr. Federico's business acumen and experience in leading a successful publicly-held restaurant concept make him particularly qualified for service as Chairman of our Board, and for service on our Nominating and Corporate Governance Committee and on our Compensation and Executive Development Committee.

ANDREW R. HEYER has been a member of our Board of Directors since June 2009. Mr. Heyer is the Chief Executive Officer and Founder of Mistral Equity Partners, a private equity fund. Prior to founding Mistral, Mr. Heyer served as a Founding Managing Partner of Trimaran Capital Partners, LLC, a private equity firm. Mr. Heyer was formerly a Vice Chairman of CIBC World Markets Corp., and a co-head of the CIBC Argosy Merchant Banking Funds. Prior to joining CIBC World Market Corp. in 1995, Mr. Heyer was a Managing Director at Drexel Burnham Lambert Incorporated and, previous to that, he worked at Shearson/American Express. Mr. Heyer also serves on the Board of Directors of Hain Celestial Group, Worldwide, Inc., XpresSpa, Country Pure Foods, LoveSac, and Vino Volo. Mr. Heyer also currently serves as a Member of the Executive Committee and Board of Trustees of the University of Pennsylvania and the University of Pennsylvania Health System. Mr. Heyer was appointed as our Lead Director in March 2015, a position he held until January 2016. Mr. Heyer's business, financial and investment experience in consumer focused product and services industries makes him particularly qualified for service on our Board and our Compensation and Executive Development Committee.

MICHAEL A. DEPATIE has been a member of our Board of Directors since November 2010. Mr. Depatie has served as the Managing Partner of KHP Capital Partners, the real estate investment fund of Kimpton Hotels, since January 2015. Mr. Depatie served as Chief Executive Officer of Kimpton Hotels and Restaurants, LLC from 2006 to January 2015, and was also a member of Kimpton's Board of Directors. Prior to being elected as Kimpton's Chief Executive Officer, Mr. Depatie served as their President from 2005 having joined the Kimpton family of companies as Chief Executive Officer for real estate for Kimpton Group Holding, LLC in 2003. Prior to Kimpton, Mr. Depatie held senior finance and development roles in a number of rapidly growing lodging companies including Residence Inn and Summerfield Suites. Previously, Mr. Depatie was the Chief Financial Officer of Sunterra, a NYSE listed resort hotel vacation ownership company and NYSE listed La Quinta, a national chain of limited service hotels. Mr. Depatie's extensive senior management experience and his financial expertise make him particularly qualified for service on our Board and our Audit Committee.

LORNA C. DONATONE has been a member of our Board of Directors since December 2013. Since September 2015, Ms. Donatone has served as Region Chair for North America and Chief Executive Officer of Schools

Worldwide for Sodexo. Ms. Donatone had previously served as the Chief Operating Officer and Education Market President at Sodexo Education since February 2010, where she oversaw operations and strategic growth for Sodexo at college and university campuses, public school districts and private schools in the U.S. Prior to that, Ms. Donatone served in various other leadership roles at Sodexo including President of

School Services from September 2007 to February 2010. Ms. Donatone joined Spirit Cruises, LLC, a subsidiary of Sodexo in 1999 and served as its President from 2002 to 2006. Ms. Donatone is a member of the Sodexo Group Executive Committee and Chair of the Sodexo North America Regional Leadership Committee. She has been a board member of the National Restaurant Association since 2005 and a trustee of the National Restaurant Association Educational Foundation since 2011, where she is currently Chair of the Board. Ms. Donatone is the Past Chair of the Board of Directors of the Women's Foodservice Forum and was elected as a member of the Board of Trustees for the Culinary Institute of America in 2008. Ms. Donatone's extensive knowledge of the restaurant and food service industry, senior management experience and financial expertise makes her particularly qualified for service on our Board, our Audit Committee and as Chair of our Nominating and Corporate Governance Committee.

JAMES C. PAPPAS joined our Board of Directors in January 2015. He serves as the Managing Member of JCP Investment Management, LLC, a position he has held since June 2009. Mr. Pappas is the sole member of JCP Investment Holdings, LLC, and was a private investor between 2007 and 2009. Previously, from June 2005 to July 2007, Mr. Pappas was with the Investment Banking/Leveraged Finance Division of Goldman Sachs Group, Inc. where he advised private equity groups and corporations on appropriate leveraged buyout, recapitalization and refinancing alternatives. Prior to that, from June 2004 to June 2005, Mr. Pappas worked with Banc of America Securities, where he focused on consumer and retail investment banking, providing advice on a wide range of transactions including mergers and acquisitions, financings, restructurings and buy-side engagements. From January 2013 to May 2014, Mr. Pappas served as the Chairman of Morgan's Foods Inc., and served as its Director from February 2012 to May 2014. He served as an Independent Director of The Pantry, Inc. from March 2014 to March 2015. He also served as a Director at Samex Mining Corp. from January 2013 to August 2013. Mr. Pappas's financial and food service industry expertise, along with his senior management experience make him particularly qualified to serve on our Board, our Audit Committee and our Nominating and Corporate Governance Committee.

GLENN W. WELLING has been a member of our Board of Directors since January 2015. He served as the Chief Investment Officer and Principal of Engaged Capital, LLC since its founding in 2012. Prior to the founding of Engaged Capital, Mr. Welling was a Principal and Managing Director of Research at Relational Investors LLC, which he joined in July 2008 and was responsible for research in the consumer, healthcare, and utilities sectors. Mr. Welling served from February 2002 to May 2008 as a Managing Director of Credit Suisse Group AG, where he also served as the Head of the Investment Banking Department's Advisory Business. Mr. Welling served as Partner and Managing Director of HOLT Value Associates L.P. from October 1999 to January 2002. Mr. Welling serves as Chairman of the Board of Directors for the University of Pennsylvania's tennis program and as a Member of the Wharton Executive Education Board. He also serves as a member of the Board of Directors of ROVI Corporation, and Medifast, Inc. He teaches executive education courses at the Wharton School of Business at the University of Pennsylvania. Mr. Welling's financial, industry, and senior management experience make him particularly qualified to serve on our Board and as Chairman of our Compensation and Executive Development Committee.

Background information on the officers of the Company other than Mr. Pace can be found in our Annual Report on Form 10-K filed with the SEC on March 14, 2016 under the heading Executive Officers.

Recommendations of the Board of Directors

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR EACH OF OUR NOMINEES NAMED ABOVE.

CORPORATE GOVERNANCE

Director Independence

The Board of Directors has determined that, except for David Pace, each of the Company director nominees standing for election has no relationship which, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and is an independent director as defined by the applicable NASDAQ rules and the rules and regulations of the Securities and Exchange Commission (the SEC). In determining the independence of our directors, the Board of Directors has adopted the independence standards that mirror the criteria specified by applicable law and regulations of the SEC and the NASDAQ.

Board Leadership Structure

Our Board leadership structure currently consists of a Chairman and a Chief Executive Officer. Prior to the appointment of Richard L. Federico as independent Chairman of the Board, we appointed an independent Lead Director and will do so in the future at any time the roles of Chief Executive Officer and Chairman are combined. In January 2016, David A. Pace was appointed our Chief Executive Officer and Richard L. Federico was appointed Chairman of our Board, replacing James D. White who served as our Chief Executive Officer since 2008 and as Chairman of our Board since the 2010 Annual Meeting of Stockholders. Andrew R. Heyer was appointed as our Lead Director in March 2015, a position he held through January 2016.

The Board believes that Mr. Federico is best situated to serve as Chairman because he is the director most familiar with the Company's business and industry, possesses detailed and in-depth knowledge of the issues, opportunities and challenges facing the Company and is thus best positioned to develop agendas that ensure that the Board's time and attention are focused on the most critical matters. The Company's independent directors bring experience, oversight and expertise from outside the Company, while the Chief Executive Officer brings Company-specific experience and expertise. The Board has determined that separating the roles of Chairman and Chief Executive Officer is most appropriate based on the current business environment of the Company, among other relevant factors.

Additionally, one of the responsibilities of the Board is to work with management to develop strategic direction and hold management accountable for the execution of strategy once it is developed. The Board believes that the Chairman can provide guidance to the Chief Executive Officer, who can then make the operating decisions necessary to manage the business.

Our Board elects our President, Chief Financial Officer, Secretary and all executive officers. All executive officers serve at the discretion of our Board. Each of our officers devotes his or her full time to our affairs.

Our directors devote time to our affairs as is necessary to discharge their duties. In addition, our Board has the authority to retain its own advisers to assist it in the discharge of its duties. There are no family relationships among any of our directors, officers or key employees.

Board's Role in Risk Oversight

Our Board has an active role, as a whole and also at the committee level, in overseeing management of the risks we face. This role is one of informed oversight rather than direct management of risk. Our Board regularly reviews and consults with management on strategic direction, challenges and risks we face. Our Board also reviews and discusses with management quarterly financial results and forecasts. The Audit Committee of our Board oversees management

of financial risks, and its charter tasks the committee to provide oversight and review of, at least annually, our risk management policies. The Compensation and Executive Development Committee of our Board is responsible for overseeing the management of risks relating to and arising from our executive compensation plans and arrangements.

These committees provide regular reports to the full Board.

Management is tasked with the direct management and oversight of legal, financial, and commercial compliance matters, which includes identification and mitigation of associated areas of risk. The Chief Financial Officer and her staff provides regular reports of legal risks to our Board and committees. The Chief Financial Officer and the Controller provide regular reports to the Audit Committee concerning financial, tax and audit related risks. In addition, the Audit Committee receives periodic reports from management on our

compliance programs and efforts, investment policy and practices and the results of various internal audit projects.

Management and the Compensation and Executive Development Committee's compensation consultant provide analysis of risks related to our compensation programs and practices to the Compensation and Executive Development Committee.

Certain Relationships and Related Transactions

The Company has entered into indemnity agreements with certain officers and directors which provide, among other things, that Jamba will indemnify such officer or director, under the circumstances and to the extent provided for therein, for expenses, damages, judgments, fines and settlements he or she may be required to pay in actions or proceedings which he or she is or may be made a party by reason of his or her position as a director, officer or other agent of Jamba, and otherwise to the fullest extent permitted under Delaware law and our Bylaws.

Other than the foregoing, there were no relationships or related party transactions in the fiscal year ended December 29, 2015 requiring disclosure in this Proxy Statement.

Procedures for Approval of Related Person Transactions

Any request for us to enter into a transaction with an executive officer, director or employee, or any of such persons immediate family members or affiliates, must first be presented to our Audit Committee for review, consideration and approval. In approving or rejecting the proposed agreement, our Audit Committee will review each such transaction for potential conflicts of interest or improprieties in a manner consistent with our internal Policy Statement on Related Party Transactions.

Executive Sessions

Non-management directors regularly meet in executive session without management present each time our Board of Directors holds its regularly scheduled meetings.

Committees and Board Meeting Attendance

The Board of Directors has a standing Audit Committee, a Compensation and Executive Development Committee and a Nominating and Corporate Governance Committee. Each of these committees operates under a written charter adopted by the Board of Directors. Copies of these charters can be obtained on our website by going to <http://ir.jambajuice.com> and following the Corporate Governance link. The Board of Directors holds at least four regular meetings each year, with additional meetings as required. The Board of Directors held eight meetings during Fiscal 2015, either in person or by teleconference. Each of the standing committees of the Board of Directors held the number of meetings indicated in the table below. During Fiscal 2015, each of our incumbent directors attended at least 75% of the total number of meetings of the Board of Directors and all of the committees of the Board of Directors held during the period in which such director served. Our Corporate Governance Principles and Practices provide that our directors are expected to attend the Annual Meeting of Stockholders. Except for Mr. Igelman, all of the directors then serving attended the Company's last Annual Meeting of Stockholders held on May 12, 2015.

The following table sets forth the three standing committees of the Board of Directors and the members of each committee who served during Fiscal 2015:

Name of Director	Audit	Compensation and Executive Development	Nominating and Corporate Governance
Michael A. Depatie	Member		
Richard L. Federico		Member	Member
Lesley H. Howe ⁽¹⁾	Chair		
Andrew R. Heyer		Member	
Marvin Igelman ⁽²⁾			Former Member
David A. Pace ⁽³⁾		Former Member	Former Member
Lorna C. Donatone	Member		Chair
James C. Pappas	Member		Member
Glenn W. Welling		Chair	
Number of Meetings:	7	7	4

- (1) Mr. Howe will serve as a member of the Board and as Chairman of the Audit Committee through the date of the 2016 Annual Meeting.
- (2) Mr. Igelman served on our Board of Directors and our Nominating and Corporate Governance Committee through the date of our 2015 Annual Meeting.
- (3) Mr. Pace served on our Nominating and Corporate Governance Committee and our Compensation and Executive Development Committee until January 22, 2016 when he was appointed Chief Executive Officer.

Audit Committee

The current members of the Audit Committee are Lesley H. Howe (Chair), Michael A. Depatie, Lorna Donatone, and James C. Pappas. Each of the members of the Audit Committee is independent for purposes of the applicable NASDAQ rules and the rules and regulations of the SEC as they apply to Audit Committee members.

With the assistance of the Company's legal counsel, the Nominating and Corporate Governance Committee reviewed the applicable legal standards and criteria to determine audit committee financial expert status, as well as the answers to annual questionnaires completed by the Board members. On the basis of this review, the Nominating and Corporate Governance Committee delivered a report to the full Board. The Board made a determination that all current members of the Audit Committee are audit committee financial experts based upon the Nominating and Corporate Governance Committee's report and each Board member's review of the information made available to the committee.

The Audit Committee operates under a written charter approved by the Board of Directors, a copy of which can be obtained on our website by going to <http://ir.jambajuice.com> and following the Corporate Governance link. As more fully defined in the committee's charter, the functions of the Audit Committee include retaining our independent registered public accounting firm, reviewing their independence, reviewing and approving the planned scope of our annual audit, reviewing and approving any fee arrangements with our independent registered public accounting firm, overseeing their audit work, reviewing and pre-approving any non-audit services that may be performed by them, reviewing the adequacy of accounting and financial controls, reviewing our critical accounting policies and reviewing and approving any related party transactions.

Additional information regarding the Audit Committee is set forth in the Report of the Audit Committee immediately preceding Proposal No. 2 herein.

Compensation and Executive Development Committee

The current members of the Compensation and Executive Development Committee are Glenn W. Welling (Chair), Richard L. Federico, and Andrew R. Heyer. Each of the members of the Compensation and Executive Development Committee is independent for purposes of the applicable NASDAQ rules. The Compensation and Executive Development Committee operates under a written charter approved by the Board of Directors, a copy of which can be obtained on our website by going to <http://ir.jambajuice.com> and following the Corporate Governance link.

As more fully described in the committee's charter, the primary function of the Compensation and Executive Development Committee is to assist the Board of Directors in managing compensation and development for directors and executives. The Compensation and Executive Development Committee's primary duties and responsibilities are to (i) set compensation philosophy and determine executive compensation; (ii) ensure that all components of executive compensation are consistent with the Company's compensation philosophy as in effect from time to time; (iii) evaluate and make recommendations to the Board of Directors on an annual basis concerning compensation of the members of the Board of Directors; (iv) oversee risks related to our executive compensation plans and arrangements; and (v) work with management to devise and execute on an executive development plan and succession planning and practices for the Company. The Compensation and Executive Development Committee's charter does not provide for any delegation of these duties. In addition, the Compensation and Executive Development Committee has the authority under its charter to hire outside consultants and conduct such compensation reviews, investigations and/or surveys as the Compensation and Executive Development Committee may reasonably deem will provide such information as could reasonably and properly be required by the Compensation and Executive Development Committee in the exercise of its duties and responsibilities.

In setting compensation for our members of the Board of Directors, our executive officers provide suggestions on the administration of compensation for our directors to the Compensation and Executive Development Committee. For a description of the role our executive officers play in determining or recommending the amount or form of executive compensation, please see the section below entitled EXECUTIVE COMPENSATION Compensation Discussion and Analysis.

Executive Compensation Processes

The Compensation and Executive Development Committee has implemented an annual performance review program for our executives under which annual performance goals are determined early in each calendar year for each of our executive officers. These goals may include both corporate goals and individual department specific goals that facilitate the achievement of corporate performance. Bonuses are tied to the achievement of these performance goals. For all executives, annual base salary increases and bonuses, to the extent awarded, are generally implemented during the first calendar quarter of the year.

Risk Considerations in Executive Compensation

Our Compensation and Executive Development Committee has discussed the concept of risk as it relates to our compensation programs, including our executive compensation program, and our Compensation and Executive Development Committee does not believe that our compensation programs encourage excessive or inappropriate risk taking. As described more fully in the section below entitled EXECUTIVE COMPENSATION Compensation Discussion and Analysis, we structure our pay to consist of both fixed and variable compensation. The fixed (or salary) portion of compensation is designed to provide a steady income regardless of our stock price performance so that executives do not feel pressured to focus exclusively on stock price performance to the detriment of other important business metrics. The variable (cash bonus and equity) portions of compensation are designed to reward

both intermediate and long-term corporate performance and generally are tied to the achievement of company-wide and individual department-specific goals. Goals are both financial and non-financial, and while largely formula-based, there is also an appropriate level of discretion in determining incentive payouts. We believe that applying company-wide metrics encourages decision-making by our executives that is in the best long-term interest of our Company and stockholders. Further, we believe that these variable elements of compensation constitute a sufficient percentage of overall compensation to motivate our executives to produce superior short, intermediate and long-term corporate results, while the fixed element is also substantial enough that our executives are not

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encouraged to take unnecessary or excessive risks in doing so. Finally, there are additional risk mitigating policies in place such as insider trading prohibitions and independent Compensation and Executive Development Committee oversight.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation and Executive Development Committee was an officer or employee of the Company during Fiscal 2015. During Fiscal 2015, no member of the Compensation and Executive Development Committee had any relationship with the Company requiring disclosure under Item 404 of Regulation S-K. During Fiscal 2015, none of the Company's executive officers served on the Compensation and Executive Development Committee or Board of Directors of another entity any of whose executive officers served on the Company's Compensation and Executive Development Committee or Board of Directors.

Nominating and Corporate Governance Committee

The current members of the Nominating and Corporate Governance Committee are Lorna Donatone (Chair), Richard L. Federico and James C. Pappas. Each of the members of the Nominating and Corporate Governance Committee is independent for purposes of the applicable NASDAQ rules. The Nominating and Corporate Governance Committee operates under a written charter approved by the Board of Directors, a copy of which can be obtained on our website by going to <http://ir.jambajuice.com> and following the Corporate Governance link.

As more fully defined in the committee's charter, the Nominating and Corporate Governance Committee considers qualified candidates for appointment and nomination for election to the Board of Directors and makes recommendations concerning such candidates, develops corporate governance principles for recommendation to the Board of Directors and oversees the regular evaluation of our directors and management.

Director Nominations Criteria and Diversity

The Board of Directors has adopted a Director Qualifications and Nominations Policy, the purpose of which is to describe the process by which candidates for possible inclusion in the Company's slate of director nominees are selected. The Director Qualifications and Nominations Policy is administered by the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee annually evaluates the current members of the Board of Directors whose terms are expiring and who are willing to continue in service against the criteria set forth below in determining whether to recommend these directors for election. The Nominating and Corporate Governance Committee regularly assesses the optimum size of the Board of Directors and its committees and the needs of the Board of Directors for various skills, background and business experience in determining if the Board of Directors requires additional candidates for nomination.

In fulfilling its responsibilities, the Nominating and Corporate Governance Committee considers, among other things, the following factors in reviewing possible candidates for nomination as director:

- the appropriate size of the Company's Board of Directors and its Committees;
- the perceived needs of the Board of Directors for particular skills, background and business experience;
- the skills, background, reputation, and business experience of nominees compared to the skills, background, reputation, and business experience already possessed by other members of the Board of Directors;
- nominees' independence from management;

applicable regulatory and listing requirements, including independence requirements and legal considerations, such as antitrust compliance;

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the benefits of a constructive working relationship among directors; and the desire to balance the considerable benefit of continuity with the periodic injection of the fresh perspective provided by new members.

The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for any prospective nominee.

While the Nominating and Corporate Governance Committee does not have a formal policy on diversity with regard to consideration of director nominees, the Nominating and Corporate Governance Committee considers diversity in its selection of nominees and seeks to have a Board of Directors that brings to the Company a variety of perspectives and skills derived from high quality business and professional experience. Our Board of Directors recognizes its responsibility to ensure that nominees for our Board of Directors possess appropriate qualifications and reflect a reasonable diversity of personal and professional experience, skills, backgrounds and perspectives, including those backgrounds and perspectives with respect to age, gender, culture, race and national origin. We believe that the backgrounds and qualifications of our directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow the Board of Directors to promote our strategic objectives and to fulfill its responsibilities to our stockholders.

Candidates for nomination as director come to the attention of the Nominating and Corporate Governance Committee from time to time through incumbent directors, management, stockholders or third parties. These candidates may be considered at meetings of the Nominating and Corporate Governance Committee at any point during the year. Such candidates are evaluated against the criteria set forth above. If the Nominating and Corporate Governance Committee believes at any time that it is desirable that the Board of Directors consider additional candidates for nomination, the Nominating and Corporate Governance Committee may poll directors and management for suggestions or conduct research to identify possible candidates and may engage, if the Nominating and Corporate Governance Committee believes it is appropriate, a third party search firm to assist in identifying qualified candidates.

The Nominating and Corporate Governance Committee will evaluate any recommendation for director nominee proposed by a stockholder. In order to be so evaluated, any recommendation for director nominee submitted by a stockholder must be sent in writing to the Corporate Secretary, Jamba, Inc., 6475 Christie Avenue, Suite 150, Emeryville, CA 94608, 120 days prior to the anniversary of the date the proxy statement was released to stockholders in connection with the prior year's annual meeting of stockholders, except that if no annual meeting was held in the previous year or the date of the annual meeting has been advanced by more than thirty (30) calendar days from the date contemplated at the time of the previous year's proxy statement, notice by the stockholders to be timely must be received not later than the close of business on the tenth (10th) calendar day following the day on which public announcement of the date of such meeting is first made, and must contain, among other requirements set forth in our Bylaws, the following information with respect to the candidate:

the candidate's name, age, business address and residence address;
the candidate's principal occupation or employment;

the class and number of shares of capital stock of the Corporation which are beneficially owned by the candidate; and any other information relating to the candidate that is required to be disclosed in solicitations for proxies for election of directors pursuant to the Rules and Regulations of the Securities and Exchange Commission under Section 14 of the Securities Exchange Act of 1934, as amended.

All directors and director nominees must submit a completed form of directors' and officers' questionnaire as part of the nominating process. The evaluation process may also include interviews and additional background and reference checks for non-incumbent nominees, at the discretion of the Nominating and Corporate Governance Committee.

The Nominating and Corporate Governance Committee will evaluate incumbent directors, as well as candidates for director nominee submitted by directors, management and stockholders consistently using the criteria stated in its policy and will select the nominees that in the Nominating and Corporate Governance Committee's judgment best suit the needs of the Board of Directors at that time.

Our Bylaws permit stockholders to nominate directors for consideration at annual meetings, provided the advance notice requirements set forth in our Bylaws have been properly met.

Communications with Directors

Stockholders may communicate with any and all members of our Board of Directors by transmitting correspondence by mail or facsimile addressed to one or more directors by name (or to the Chairman, for a communication addressed to the entire Board of Directors) at the following address and fax number:

Name of the Director(s)
c/o Corporate Secretary
Jamba, Inc.
6475 Christie Avenue, Suite 150
Emeryville, CA 94608
Fax: (510) 653-0643

Communications from our stockholders to one or more directors will be collected and organized by our Corporate Secretary under procedures approved by our independent directors. The Corporate Secretary will forward all communications to the Chairman of the Board of Directors, or to the identified director(s) as soon as practicable, although communications that are abusive, in bad taste or that present safety or security concerns may be handled differently. If multiple communications are received on a similar topic, the Corporate Secretary may, in his or her discretion, forward only representative correspondence.

The Chairman of the Board of Directors will determine whether any communication addressed to the entire Board of Directors should be properly addressed by the entire Board of Directors or a committee thereof. If a communication is sent to the Board of Directors or a committee, the Chairman of the Board, or the Chairman of that committee, as the case may be, will determine whether a response to the communication is warranted. If a response to the communication is warranted, the content and method of the response will be coordinated with our Vice President of Legal Affairs.

Code of Business Conduct and Ethics

The Company has adopted a Code of Business Conduct and Ethics that applies to all of its employees, including the Chief Executive Officer, Chief Financial Officer and Controller. The Code of Business Conduct and Ethics can be obtained on the Company's website by going to <http://ir.jambajuice.com> and following the Corporate Governance link.

The Company intends to post on its website any amendments to or waivers of the Company's Code of Business Conduct and Ethics. The information contained on the Company's website is not part of this document.

Corporate Governance Guidelines

Our Board has adopted Corporate Governance Principles and Practices to assist it in the exercise of its duties and responsibilities and to serve the best interests of our company and our stockholders. These principles which provide a framework for the conduct of our Board's business provide, among other things, that:

The principal responsibility of the directors is to oversee the exercise of corporate powers and to ensure that the Company's business and affairs are managed to meet its stated goals and objectives;

Certain criteria and qualifications be used for consideration of selection of Board nominees;

New directors participate in an orientation program; and

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All Board members have access to senior management. No member of the Board shall stand for re-election after his/her 75th birthday without a waiver from a majority of the members of the Board. At least annually, our Board and its committees will conduct a self-evaluation to determine whether they are functioning effectively. Board members shall not serve on more than four other Boards of Directors of other publicly-traded companies; provided, however that if the Board member also serves as chairman of the board of a publicly-traded company, then he or she shall not serve on more than three other Boards of Directors, or if the Board member also serves as an executive officer of a company, then he or she shall not serve on more than two other Boards of Directors.

These principles can be obtained on our website by going to <http://ir.jambajuice.com> and following the Corporate Governance link. A printed copy of the guidelines may also be obtained by any stockholder upon request in writing to Jamba, Inc., c/o ICR, Inc., 685 Third Avenue, 2nd Floor, New York, NY, 10017, by emailing investors@jambajuice.com, or by telephoning (646) 277-1212.

Stock Ownership Guidelines

Each member of our Board of Directors is required to acquire and maintain, individually or through their affiliates, a minimum of \$180,000 of shares of the Company's common stock during the term of his or her service on the Board, with the value measured by the greater of the aggregate purchase price paid for such shares or the current market price. New members of the Board shall have five years from the date on which their service begins in which to attain the required ownership level. Any director who falls short of the guideline will be deemed in compliance as long as such director retains all stock compensation until the required level of ownership is met. In 2013, we adopted stock ownership guidelines for our management to further align the interests of members of senior management with the interests of our stockholders and to encourage management ownership of our common stock. Further information on these guidelines is set forth in the section below entitled EXECUTIVE COMPENSATION Compensation Discussion and Analysis.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee of the Company's Board of Directors is composed of four members and acts under a written charter adopted and approved by the Board of Directors. The members of the Audit Committee are independent as defined by its charter, the NASDAQ Global Market listing standards and the Securities Exchange Act.

The Audit Committee oversees the Company's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the audited financial statements in the Annual Report on Form 10-K for the fiscal year ended December 29, 2015 with management, which review included a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee reviewed and discussed with KPMG LLP, the Company's independent registered public accounting firm, who is responsible for expressing an opinion on the conformity of those audited financial statements with accounting principles generally accepted in the United States of America, its judgment as to the quality, not just the acceptability, of the Company's accounting principles and such other matters as are required to be discussed with the Audit Committee under the applicable requirements of the Public Company Accounting Oversight Board, including Auditing Standard No. 16, *Communications with Audit Committees* (AS 16). The independent registered public accounting firm also provided the Audit Committee with the written disclosures required by applicable professional and regulatory standards relating to KPMG's independence from the Company, including the Public Company Accounting Oversight Board pertaining to the independent accountant's communications with the Audit Committee concerning independence. The Audit Committee also reviewed and pre-approved services to the independent registered public accountants and considered whether KPMG's provision of non-audit services to the Company was compatible with the independence of the independent registered public accountants.

The Audit Committee discussed with the Company's independent registered public accounting firm the overall scope and plans for their audit. The Audit Committee met with the independent registered public accounting firm, with and without management present, to discuss the results of their examination, their evaluation of the Company's internal controls, and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Company's Board of Directors, and the Board approved, that the Company's audited financial statements be included in the Annual Report on Form 10-K for the fiscal year ended December 29, 2015 for filing with the SEC.

SUBMITTED BY THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS

Lesley H. Howe, Chairman
Michael A. Depatie
Lorna Donatone
James C. Pappas

PROPOSAL NO. 2

RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors requests that stockholders ratify the selection of KPMG LLP as its independent registered public accounting firm to audit the consolidated financial statements of the Company for the fiscal year ending January 3, 2017 (Fiscal 2016). KPMG LLP has acted in such capacity since its appointment in fiscal year 2008.

A representative of KPMG LLP is expected to be present at the 2016 Annual Meeting with the opportunity to make a statement if the representative desires to do so, and is expected to be available to respond to appropriate questions. At the 2016 Annual Meeting, the stockholders are being asked to ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for Fiscal 2016. If the selection of KPMG LLP as auditors for Fiscal 2016 is not approved by stockholders, the adverse vote will be considered by the Audit Committee in its decision to retain KPMG as auditors for 2016. Even if this selection is ratified, the Audit Committee, in its discretion, may direct the engagement of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in the best interests of the Company and its stockholders.

Fees for Professional Services

The following table sets forth the aggregate fees billed to the Company for the fiscal year ended December 29, 2015 (Fiscal 2015) and fiscal year ended December 30, 2014 (Fiscal 2014) by its independent registered public accounting firm, KPMG LLP:

	Fiscal 2015 (52 weeks)	Fiscal 2014 (52 weeks)
Audit Fees ⁽¹⁾	\$ 1,349,755	\$ 1,163,895
Audit-Related Fees ⁽²⁾	25,000	23,000
Tax Fees ⁽³⁾		100,229
All Other Fees		
Total Fees	\$ 1,374,755	\$ 1,287,124

(1) Audit Fees consist of fees billed for professional services rendered for the audit of the Company's consolidated annual financial statements and review of the interim consolidated financial statements included in quarterly reports and services that are normally provided by our independent registered public accountants in connection with statutory and regulatory filings or engagements.

(2) Audit-Related Fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's consolidated financial statements and are not reported under Audit Fees.

(3) Tax Fees consist of tax compliance, tax planning, and tax advice.

The Audit Committee has considered whether the provisions of services described in the table above are compatible with maintaining auditor independence. Unless a type of service has received general pre-approval, it will require

separate pre-approval by the Audit Committee. The Audit Committee has delegated its pre-approval authority to its Chairman, provided the Chairman reports any pre-approval decisions to the full Audit Committee at its next regularly scheduled meeting. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval process. During Fiscal 2015 and Fiscal 2014, all fees paid to our independent auditors were pre-approved in accordance with this policy without exception.

Vote Required and Board of Directors Recommendation

Approval of this proposal requires the affirmative vote of a majority of the voting power of the stock represented and entitled to vote on this proposal. If you hold your shares in your own name and abstain from voting on this matter, your abstention will have the same effect as a negative vote. If you hold your shares through a broker and you do not instruct the broker on how to vote on this proposal, your broker will have authority to vote your shares on a discretionary basis in favor of the proposal.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 3, 2017.

PROPOSAL NO. 3

TO APPROVE AMENDMENT AND RESTATEMENT OF THE 2013 EQUITY INCENTIVE PLAN

At the 2016 annual meeting of stockholders, the stockholders will be asked to approve an amendment and restatement of the Jamba, Inc. 2013 Equity Incentive Plan (the "2013 Plan"). The Board of Directors adopted the 2013 Plan on February 27, 2013, subject to and effective upon its approval by the Company's stockholders which was obtained on May 14, 2013. The 2013 Plan replaced our Amended and Restated 2006 Employee, Director and Consultant Plan (the "Predecessor Plan"). No further awards may be granted under the Predecessor Plan, which was terminated. As part of the approval of the amendment and restatement of 2013 Plan, the stockholders are being asked to approve an increase in the 2013 Plan Share Reserve by 900,000 shares, and to re-approve (and slightly modify and expand upon the list of items which may result in modifications to performance targets) the performance measures used under the 2013 Plan with respect to performance-based compensation within the means of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code").

We continue to operate in a challenging marketplace in which our success depends to a great extent on our ability to attract and retain employees, directors and other service providers of the highest caliber. One of the tools our Board of Directors regards as essential in addressing these challenges is a competitive equity incentive program. Our equity compensation program is designed to provide a vehicle under which a variety of stock-based and other awards can be granted to service providers (including, employees, consultants and directors) of the Company.

The 2013 Plan authorizes the Compensation Committee to provide incentive compensation in the form of stock options, stock appreciation rights ("SARs"), restricted stock and stock units, performance shares and units, other stock-based awards, cash-based awards and deferred compensation awards. Under the 2013 Plan, we were initially authorized to issue up to 9,000,000 shares, reduced proportionately by the reverse stock split approved at the 2013 annual meeting to 1,800,000 shares, and for awards made under the Predecessor Plan after January 1, 2013 (on the basis of one share for every one share granted pursuant to awards of options and SARs, and 1.46 shares for every one share granted pursuant to awards other than options and SARs). The Compensation Committee has determined that a share increase to the 2013 plan is necessary to help the Company continue to provide needed equity compensation incentives. Specifically, we are asking that an additional 900,000 shares be approved, such that as of the date stockholders approve the restated 2013 Plan, there will be 1,307,093 shares available for new grants, reduced by (i) one share for every one share of stock subject to an option or SAR granted under the 2013 Plan after February 16, 2016, and prior to the 2016 Annual Meeting; and (ii) 1.92 shares for every one share of stock subject to an award other than an option or SAR granted under the Plan after February 16, 2016 and prior to the 2016 Annual Meeting.

In addition, by approving the amendment and restatement of the 2013 Plan, the stockholders will also be re-approving (and slightly modifying as described above) the performance measures for purpose of Section 162(m) of the Code. The 2013 Plan is designed to help the Company comply with the rules relating to its ability to deduct in full for federal income tax purposes the compensation recognized by its executive officers in connection with certain types of awards. Section 162(m) of the Code generally denies a corporate tax deduction for annual compensation exceeding \$1 million paid to the chief executive officer or any of the three other most highly compensated officers of a publicly held company other than the chief financial officer. However, qualified performance-based compensation is excluded from this limit.

To help enable compensation in connection with certain restricted stock and restricted stock unit awards, performance shares, performance units and certain other stock-based awards and cash-based awards granted under the 2013 Plan with vesting based on performance criteria that are intended to qualify as performance-based compensation within the meaning of Section 162(m) of the Code, the stockholders are being asked to re-approve certain material terms relating to the performance measures used with respect to such grants. Thus, by approving the amendment and restatement of the 2013 Plan, the stockholders will be specifically approving, among other things, the performance measures that may be used by the Compensation Committee to establish the performance goals applicable to the grant or vesting of awards of restricted stock,

restricted stock units, performance shares, performance units, other stock-based awards and cash-based awards that are intended to result in qualified performance-based compensation.

While we believe that compensation provided by such awards under the 2013 Plan will be generally deductible by the Company for federal income tax purposes, under certain circumstances, such as a change in control of the Company, compensation paid in settlement of certain awards may not qualify as performance-based. In addition, the 2013 Plan permits the grant of certain awards which would not qualify as performance-based compensation under Section 162(m) of the Code.

Key Features Designed to Protect Stockholders' Interests

The design of the 2013 Plan, as amended and restated, reflects our commitment to strong corporate governance and the desire to preserve stockholder value as demonstrated by the following features of the plan:

All of new Chief Executive Officer's equity grants are performance-based, and the vast majority are in the form of either premium-priced stock options or performance-based restricted stock units (RSUs) tied to the achievement of stock price targets. The equity granted to our new Chief Executive Officer under his employment agreement consists of 350,000 RSUs tied to the achievement of compound annual stock price growth rate targets of 15%, 22.5% and 30% over a three-year period, 50,000 premium-priced stock options with an exercise price determined based on a 15% compound annual stock price growth rate over three years, and 150,000 stock options granted at 100% of fair market value on the grant date.

Independent administrator. The Compensation Committee of the Board of Directors, which is comprised solely of non-employee directors, administers the 2013 Plan.

No evergreen feature. The maximum number of shares available for issuance under the 2013 Plan is fixed and cannot be increased without stockholder approval. In addition, the 2013 Plan expires by its terms on a specified date.

Repricing and reloading prohibited. Stockholder approval is required for any repricing, replacement, or buyout of underwater awards. In addition, no new awards are granted automatically upon the exercise or settlement of any outstanding award.

No discount awards; maximum term specified. Stock options and stock appreciation rights must have an exercise price or base price no less than the closing price of our common stock on the date the award is granted and a term no longer than ten years' duration.

Award design flexibility. Different kinds of awards may be granted under the 2013 Plan, giving us the flexibility to design our equity incentives to compliment the other elements of compensation and to support the attainment of our strategic goals.

Share counting. As amended and restated, the 2013 Plan provides that the number of shares remaining for grant under the 2013 Plan will be reduced by the gross number of shares subject to the award regardless of whether the award is settled on a net basis, exercised through the tender of shares, or reduced for withholding taxes. Prior to this proposed amendment and restatement, these share counting rules only applied to grants of options and SARs.

Non-employee director awards. As amended and restated, the number of shares for which awards may be granted under the 2013 Plan, together with cash payments, to any non-employee member of our Board of Directors in any calendar year is limited. Prior to this proposed amendment and restatement, this limitation only applied to equity awards to non-employee directors.

Minimum vesting requirements. Assuming the amendment and restatement is approved, options and SARs granted under the 2013 Plan will generally be subject to a minimum vesting requirement of one-year of service (subject to limited exceptions described below).

No automatic single trigger upon a change in control. The 2013 Plan, as amended and restated, provides that awards may be assumed or substituted for upon a change in control, and shall accelerate if not so assumed or substituted, in which case the vesting of performance awards will be based on actual performance as of the change in control date.

Clawback policy. Awards granted under the 2013 Plan granted to executive officers will be subject to the Company's Incentive Compensation Recoupment Policy, which covers both cash and equity.

Section 162(m) limits. With respect to certain awards intended to qualify as performance-based compensation under Section 162(m) of the Code, the 2013 Plan establishes a list of measures of business and financial performance from which the Compensation Committee may construct predetermined performance goals that must be met for an award to vest.

No tax gross-ups. The 2013 Plan does not provide for tax gross-ups.

Management Equity Holding Requirements and Share Ownership Guidelines. Each executive is subject to a minimum stock ownership requirement, and must retain 50% of all equity granted under the compensation program (calculated on the basis of net after tax shares) until the guideline is achieved.

Fixed term. The 2013 Plan has a fixed term of ten years.

The following table sets forth the total number of shares subject to outstanding awards under the Predecessor Plan and the 2013 Plan as of February 16, 2016, as well as the number of shares that will be available for grant under the 2013 Plan assuming that the stockholders authorize the addition of 900,000 to the 2013 Plan's share reserve:

	Shares Subject to Outstanding Stock Options ⁽¹⁾	Shares Subject to Full-Value Awards Target PSUs ⁽²⁾	Shares Remaining Available for Future Grant (Assuming Target PSUs) ⁽²⁾
As of 2/16/16 (Before Amended Plan is Approved)	1,441,805	238,841	407,093
Shares Remaining Available for Future Grant Upon Approval of the 2013 Amendment and Restatement of the Plan			1,307,093 ⁽³⁾

(1) As of February 16, 2016, the 1,441,805 stock options outstanding had a weighted average exercise price of \$12.291 and a weighted average life of 5.87 years.

(2) For PSUs, assumes target achievement of performance-related conditions for all outstanding awards.

(3) This amount will be reduced by grants made after February 16, 2016 and counted at the fungible ratio.

Based on Jamba's common shares outstanding as of February 16, 2016, the aggregate total of the table above of approximately 2.09 million shares represents an overhang of approximately 12.2% if shares available for future grant are expressed in stock options, or 11.2% if shares available for future grant are expressed in full-value shares. If the 2013 Plan is approved, the additional 900,000 shares available for issuance would increase the overhang to approximately 16.5% if shares available for future grant are expressed in stock options, or 13.5% if shares available for future grant are expressed in full-value shares (illustrating the potential aggregate dilutive effect of the additional shares included in the 2013 Plan). Note that Jamba's overhang is influenced by its preference for granting stock options in lieu of full-value shares in 2015, which resulted in more shares being granted and a correspondingly higher overhang. This is because options have a lower fair value cost per share than a full-value share, so it takes more shares to deliver the desired overall grant value to Jamba employees. Jamba calculates overhang as the total of (a) shares underlying outstanding awards plus shares available for issuance under future equity awards, divided by (b) the total number of shares outstanding, shares underlying outstanding awards and shares available for issuance under future equity awards.

On March 24, 2016, the last reported sale price of the company common stock on the NASDAQ Stock Market was \$12.05 per share.

Among the factors the Compensation Committee considered in determining the appropriate size of the increase to the share pool for our 2013 Plan was the Company's prior grant history and its range of potential uses of equity compensation for the next few years. This was based on forecasts of our anticipated growth rate

for the next few years, which includes anticipated, non-recurring grants for certain new hires, including our newly hired CEO. Other factors considered by the Compensation Committee include, but are not limited to, the ratio of the number of shares issued to employees relative to the total number of outstanding shares, the use of both time and performance-based vesting requirements, and a comparison of the Company's rate of burn of employee equity to industry/market cap peer companies. Based on this analysis, we believe that after taking into account the proposed share increase, the 2013 Plan's share reserve will be sufficient for us to make grants of equity incentive awards under the 2013 Plan approximately through the end of 2016. We are growing rapidly and as a result our equity-related employee population is also growing. Accordingly, we anticipate that we will need to request additional shares for the 2013 Plan at our 2017 stockholders meeting, in which case the stockholders would have the opportunity to either approve or disapprove any addition to the requested share reserve.

The following table sets forth the number of shares we have granted (under our Predecessor Plan and 2013 Plan) during our last three fiscal years and our annual and three-year average burn rate (gross number of shares granted during the year divided by weighted common shares outstanding).

Year	Stock Options Granted	RSUs Granted	PSUs Granted at Target ⁽¹⁾	Total Granted	Weighted Average Common Shares Outstanding	Burn Rate
2015	1,009,513 ⁽²⁾	51,702	0	1,061,215	15,787,806	6.9 %
2014	5,000	270,000	95,000	370,000	17,197,904	2.2 %
2013	30,000	190,000	84,000	304,000	16,793,235	1.8 %
3-Year Average	355,338	170,567	59,667	585,572	16,592,982	3.6 %

(1) The number of PSUs earned in 2013, 2014, and 2015, were 22,000, 18,000, and 47,000, respectively.

(2) Includes 956,013 options that represent a two-year front-loaded equity grant; since two years' worth of grants were made in 2015, there will be no annual equity grant for 2016.

The Board of Directors believes that the 2013 Plan, as amended and restated, will continue to serve a critical role in attracting and retaining the high caliber employees, consultants and directors essential to our success, and in motivating these individuals to strive to meet our goals. Therefore, the Board urges you to vote to approve the amendment and restatement of the 2013 Plan.

Summary of the 2013 Plan

The following summarizes the principal features of the 2013 Plan, as amended and restated, which is set forth in its entirety as **Appendix A** to this Proxy Statement. The following summary is qualified in its entirety by reference to **Appendix A**.

General. The purpose of the 2013 Plan continues to be to advance the interests of the Company and its stockholders by providing an incentive program that will enable the Company to attract and retain employees, consultants and directors and to provide them with an equity interest in the growth and profitability of the Company. These incentives are provided through the grant of stock options, SARs, restricted stock, restricted stock units, performance shares, performance units, other stock-based awards, cash-based awards and deferred compensation awards.

Authorized Shares. Subject to certain equitable adjustments for capital structure changes (and reduced by grants made between February 17, 2016 and the 2016 Annual Meeting counted as one share for each option or SAR granted

and 1.92 shares for all other full value awards (as defined below)), the maximum aggregate number of shares authorized for issuance of new awards under the 2013 Plan, as amended and restated is 1,307,093. This will mean that the total aggregate number of shares ever authorized for issuance under the 2013 Plan (including shares subject to awards already granted, both settled and outstanding) is 2,700,000, which includes 1,800,000 shares originally authorized in 2013, plus 900,000 new shares that are subject to stockholder approval at the 2016 Annual Meeting.

Share Counting. Each share subject to a stock option or SAR will reduce the number of shares remaining available for grant under the 2013 Plan by one share. However, each share subject to a full value

award (*i.e.*, an award settled in stock, other than an option, SAR, or other award that requires the participant to purchase shares for their fair market value determined at grant) will reduce the number of shares remaining available for grant under the 2013 Plan by 1.92 shares.

If any award granted under the 2013 Plan expires or otherwise terminates for any reason without having been exercised or settled in full, or if shares subject to forfeiture or repurchase are forfeited or repurchased by the Company for not more than the participant's purchase price, any such shares reacquired or subject to a terminated award will again become available for issuance under the 2013 Plan. Shares will not be treated as having been issued under the 2013 Plan and will therefore not reduce the number of shares available for issuance to the extent an award is settled in cash. Shares that are withheld or reacquired by the Company in satisfaction of a tax withholding obligation for all awards, or that are tendered in payment of the exercise price of an option will not be made available for new awards under the 2013 Plan. Upon the exercise of a SAR or net-exercise of an option, the number of shares available under the 2013 Plan will be reduced by the gross number of shares for which the award is exercised. Shares that become available for issuance under the 2013 Plan as described in this paragraph shall become available for issuance based on the same ratio set for above.

In addition, after January 1, 2013, shares from the Predecessor Plan have, and may continue to become available for issuance under the 2013 Plan in the same manner as described in the preceding paragraph.

Adjustments for Capital Structure Changes. Appropriate and proportionate adjustments will be made to the number of shares authorized under the 2013 Plan, to the numerical limits on certain types of awards described below, and to outstanding awards in the event of any change in our common stock through merger, consolidation, reorganization, reincorporation, recapitalization, reclassification, stock dividend, stock split, reverse stock split, split-up, split-off, spin-off, combination of shares, exchange of shares or similar change in our capital structure, or if we make a distribution to our stockholders in a form other than common stock (excluding normal cash dividends) that has a material effect on the fair market value of our common stock. In such circumstances, the Compensation Committee also has the discretion under the 2013 Plan to adjust other terms of outstanding awards as it deems appropriate.

Other Award Limits. To enable compensation provided in connection with certain types of awards intended to qualify as performance-based within the meaning of Section 162(m) of the Code, the 2013 Plan establishes a limit on the maximum aggregate number of shares or dollar value for which such awards may be granted to an employee in any fiscal year which are intended to qualify as performance-based awards under Section 162(m) of the Code, as follows:

No more than 300,000 shares issuable upon the grant of options or stock appreciation rights may be granted to a participant during any fiscal year; provided for a newly hired participant, this number shall be 600,000. In addition, the foregoing limitation also applies to the shares which are referenced in a cash-settled stock appreciation right. No more than 200,000 of shares subject to full value awards per each fiscal year in a performance period shall be available for issuance to any participant; provided, however, that with respect to a newly hired participant, this number shall be 400,000.

With respect to a performance-based award payable in cash, the maximum amount shall be \$9,000,000 for each fiscal year in the performance period.

In addition, to comply with applicable tax rules, the 2013 Plan also limits the number of shares that may be issued upon the exercise of incentive stock options granted under the 2013 Plan; as adjusted in accordance with the terms of the 2013 Plan, to the 2013 Plan's share reserve.

Notwithstanding any other provision of the 2013 Plan to the contrary, the aggregate grant date fair value (computed as of the date of grant in accordance with applicable financial accounting rules) of all awards and cash granted to any nonemployee director during any single calendar year shall not exceed \$400,000.

Administration. The 2013 Plan generally will be administered by the Compensation Committee, although the Board of Directors retains the right to appoint another of its committees to administer the 2013 Plan or to administer the 2013 Plan directly. In the case of awards intended to qualify for the

performance-based compensation exemption under Section 162(m) of the Code, administration of the 2013 Plan must be by a compensation committee comprised solely of two or more outside directors within the meaning of Section 162(m). (For purposes of this summary, the term Committee will refer to either such duly appointed committee or the Board of Directors.) Subject to the provisions of the 2013 Plan, the Committee determines in its discretion the persons to whom, and the times at which, awards are granted, the types and sizes of awards, and all of their terms and conditions. The Committee may, subject to certain limitations on the exercise of its discretion required by Section 162(m) or otherwise provided by the 2013 Plan, amend, cancel or renew any award, waive any restrictions or conditions applicable to any award, and accelerate, continue, extend or defer the vesting of any award; provided, however, the Committee may not accelerate or otherwise waive any award restrictions in connection with a change in control unless such action complies with the treatment of awards upon a change in control set forth in Section 14 of the 2013 Plan as described further below. The 2013 Plan provides, subject to certain limitations, for indemnification by the Company of any director, officer or employee against all reasonable expenses, including attorneys fees, incurred in connection with any legal action arising from such person's action or failure to act in administering the 2013 Plan. All awards granted under the 2013 Plan will be evidenced by a written or digitally signed agreement between the Company and the participant specifying the terms and conditions of the award, consistent with the requirements of the 2013 Plan. The Committee will interpret the 2013 Plan and awards granted thereunder, and all determinations of the Committee generally will be final and binding on all persons having an interest in the 2013 Plan or any award.

Prohibition of Option and SAR Repricing. The 2013 Plan expressly provides that, without the approval of a majority of the votes cast in person or by proxy at a meeting of our stockholders, the Committee may not provide for: (1) the cancellation of outstanding options or stock appreciation rights having exercise prices per share greater than the then fair market value of a share of stock and the grant in substitution therefore of new options or stock appreciation rights having a lower exercise price (or that otherwise increases the value of the cancelled awards), other awards, or payments in cash (other than in connection with a change in control), or (2) the amendment of outstanding options or stock appreciation rights to reduce the exercise price thereof.

Eligibility. Awards may be granted to employees, directors, and consultants of the Company or those of any present or future parent or subsidiary corporation or other affiliated entity of the Company. Incentive stock options may be granted only to employees who, as of the time of grant, are employees of the Company or any parent or subsidiary corporation of the Company. As of March 24, 2016, we had approximately 1,315 employees, including 7 executive officers, and 7 non-employee directors who would be eligible under the 2013 Plan.

Stock Options. The Committee may grant nonstatutory stock options, incentive stock options within the meaning of Section 422 of the Code, or any combination of these. The exercise price of each option may not be less than the fair market value of a share of our common stock on the date of grant. However, any incentive stock option granted to a person who at the time of grant owns stock possessing more than 10% of the total combined voting power of all classes of stock of the Company or any parent or subsidiary corporation of the Company (a 10% Stockholder) must have an exercise price equal to at least 110% of the fair market value of a share of common stock on the date of grant. The 2013 Plan provides that the option exercise price may be paid in cash, by check, or cash equivalent; by means of a broker-assisted cashless exercise; by means of a net-exercise procedure; to the extent legally permitted, by tender to the Company of shares of common stock owned by the participant having a fair market value not less than the exercise price; by such other lawful consideration as approved by the Committee; or by any combination of these. Nevertheless, the Committee may restrict the forms of payment permitted in connection with any option grant. No option may be exercised unless the participant has made adequate provision for federal, state, local and foreign taxes, if any, relating to the exercise of the option, including, if permitted or required by the Company, through the participant's surrender of a portion of the option shares to the Company.

Options will become vested and exercisable at such times or upon such events and subject to such terms, conditions, performance criteria or restrictions as specified by the Committee. The maximum term of any option granted under the 2013 Plan is ten years, provided that an incentive stock option granted to a 10% Stockholder must have a term not exceeding five years. Notwithstanding the foregoing, assuming the 2013 Plan's amendment and restatement is approved, no option or SAR granted on or after the 2013 Annual

Meeting may vest in less than one year from its date of grant; provided, however, that with respect to options and SARs, up to 5% of the available shares authorized for issuance under the 2013 Plan as of such date may vest (in full or in part) in less than one year from their date of grant (the 5% Basket). Further, to the extent permissible under the 2013 Plan and the applicable award agreement, any option or SAR granted under the 2013 Plan may vest in full or in part upon the death or disability of the Participant, or upon a change in control of the Company in accordance with the requirements of Section 14 of the 2013 Plan, and such vesting shall not count against the 5% Basket.

Unless otherwise permitted by the Committee, an option generally will remain exercisable for three months following the participant's termination of service, provided that if service terminates as a result of the participant's death or disability, the option generally will remain exercisable for 12 months, but in any event the option must be exercised no later than its expiration date, and provided further that an option will terminate immediately upon a participant's termination for cause (as defined by the 2013 Plan).

Options are nontransferable by the participant other than by will or by the laws of descent and distribution, and are exercisable during the participant's lifetime only by the participant. However, a nonstatutory stock option may be assigned or transferred to certain family members or trusts for their benefit to the extent permitted by the Committee.

Stock Appreciation Rights. The Committee may grant stock appreciation rights either in tandem with a related option (a Tandem SAR) or independently of any option (a Freestanding SAR). A Tandem SAR requires the option holder to elect between the exercise of the underlying option for shares of common stock or the surrender of the option and the exercise of the related stock appreciation right. A Tandem SAR is exercisable only at the time, and only to the extent, that the related stock option is exercisable, while a Freestanding SAR is exercisable at such times or upon such events and subject to such terms, conditions, performance criteria or restrictions as specified by the Committee. The exercise price of each stock appreciation right may not be less than the fair market value of a share of our common stock on the date of grant.

Upon the exercise of any stock appreciation right, the participant is entitled to receive an amount equal to the excess of the fair market value of the underlying shares of common stock as to which the right is exercised over the aggregate exercise price for such shares. Payment of this amount upon the exercise of a Tandem SAR may be made only in shares of common stock whose fair market value on the exercise date equals the payment amount. At the Committee's discretion, payment of this amount upon the exercise of a Freestanding SAR may be made in cash or shares of common stock. The maximum term of any stock appreciation right granted under the 2013 Plan is ten years.

Stock appreciation rights are generally nontransferable by the participant other than by will or by the laws of descent and distribution, and are generally exercisable during the participant's lifetime only by the participant. If permitted by the Committee, a Tandem SAR related to a nonstatutory stock option and a Freestanding SAR may be assigned or transferred to certain family members or trusts for their benefit to the extent permitted by the Committee. Other terms of stock appreciation rights are generally similar to the terms of comparable stock options.

Restricted Stock Awards. The Committee may grant restricted stock awards under the 2013 Plan either in the form of a restricted stock purchase right, giving a participant an immediate right to purchase common stock, or in the form of a restricted stock bonus, in which stock is issued in consideration for services to the Company rendered by the participant. The Committee determines the purchase price payable under restricted stock purchase awards, which may be less than the then current fair market value of our common stock. Restricted stock awards may be subject to vesting conditions based on such service or performance criteria as the Committee specifies, including the attainment of one or more performance goals similar to those described below in connection with performance awards. Shares acquired pursuant to a restricted stock award may not be transferred by the participant until vested. Unless otherwise provided by the Committee, a participant will forfeit any shares of restricted stock as to which the vesting restrictions have not lapsed prior to the participant's termination of service. Unless otherwise determined by the Committee, participants

holding restricted stock will have the right to vote the shares and to receive any dividends paid, except that dividends

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or other distributions paid in shares will be subject to the same restrictions as the original award and dividends paid in cash may be subject to such restrictions.

Restricted Stock Units. The Committee may grant restricted stock units under the 2013 Plan, which represents rights to receive shares of our common stock at a future date determined in accordance with the participant's award agreement. No monetary payment is required for receipt of restricted stock units or the shares issued in settlement of the award, the consideration for which is furnished in the form of the participant's services to the Company. The Committee may grant restricted stock unit awards subject to the attainment of one or more performance goals similar to those described below in connection with performance awards, or may make the awards subject to vesting conditions similar to those applicable to restricted stock awards. Unless otherwise provided by the Committee, a participant will forfeit any restricted stock units which have not vested prior to the participant's termination of service. Participants have no voting rights or rights to receive cash dividends with respect to restricted stock unit awards until shares of common stock are issued in settlement of such awards. However, the Committee may grant restricted stock units that entitle their holders to dividend equivalent rights, which are rights to receive additional restricted stock units for a number of shares whose value is equal to any cash dividends the Company pays.

Performance Awards. The Committee may grant performance awards subject to such conditions and the attainment of such performance goals over such periods as the Committee determines in writing and sets forth in a written agreement between the Company and the participant. These awards may be designated as performance shares or performance units, which consist of unfunded bookkeeping entries generally having initial values equal to the fair market value determined on the grant date of a share of common stock in the case of performance shares and a monetary value established by the Committee at the time of grant in the case of performance units. Performance awards will specify a predetermined amount of performance shares or performance units that may be earned by the participant to the extent that one or more performance goals are attained within a predetermined performance period. To the extent earned, performance awards may be settled in cash, shares of common stock (including shares of restricted stock that are subject to additional vesting) or any combination thereof.

Prior to the beginning of the applicable performance period or such later date as permitted under Section 162(m) of the Code, the Committee will establish one or more performance goals applicable to the award. Performance goals will be based on the attainment of specified target levels with respect to one or more measures of business or financial performance of the Company and each subsidiary corporation consolidated with the Company for financial reporting purposes, or such division or business unit of the Company as may be selected by the Committee. The Committee, in its discretion, may base performance goals on one or more of the following such measures: revenue; sales; expenses; operating income; gross margin; operating margin; earnings before any one or more of: stock-based compensation expense, interest, taxes, depreciation and amortization; pre-tax profit; net operating income; net income; economic value added; free cash flow; operating cash flow; balance of cash, cash equivalents and marketable securities; stock price; earnings per share; return on stockholder equity; return on capital; return on assets; return on investment; total stockholder return, employee satisfaction; employee retention; market share; customer satisfaction; product development; research and development expense; completion of an identified special project; and completion of a joint venture or other corporate transaction. Such performance goals may be based solely by reference to the Company's performance or the performance of a subsidiary, division, business segment or business unit of the Company or a subsidiary, or based upon performance relative to performance of other companies or upon comparisons of any of the indicators of performance relative to performance of other companies.

The target levels with respect to these performance measures may be expressed on an absolute basis or relative to an index, budget or other standard specified by the Committee. The degree of attainment of performance measures will be calculated in accordance with generally accepted accounting principles, if applicable, but prior to the accrual or payment of any performance award for the same performance period, and, according to criteria established by the Committee, excluding the effect (whether positive or negative) of changes in accounting standards or any unusual or

nonrecurring item occurring after the establishment of the performance goals applicable to a performance award. Further, in addition, as amended and restated, the 2013 Plan provides that the Committee may provide for exclusion of the impact of an event or occurrence which the Committee determines should appropriately be excluded, including (1) restructurings, discontinued

operations, extraordinary items, and other unusual, infrequently occurring or non-recurring charges or events, (2) asset write-downs, (3) litigation or claim judgments or settlements, (4) acquisitions or divestitures, (5) reorganization or change in the corporate structure or capital structure of the Company, (6) an event either not directly related to the operations of the Company, Subsidiary, division, business segment or business unit or not within the reasonable control of management, (7) foreign exchange gains and losses, (8) a change in the fiscal year of the Company, (9) the refinancing or repurchase of bank loans or debt securities, (10), unbudgeted capital expenditures, (11) the issuance or repurchase of equity securities and other changes in the number of outstanding shares, (12) conversion of some or all of convertible securities to common stock, (13) any business interruption event (14) the cumulative effects of tax or accounting changes in accordance with U.S. generally accepted accounting principles, or (15) the effect of changes in other laws or regulatory rules affecting reported results. Each such adjustment, if any, shall be made solely for the purpose of providing a consistent basis from period to period for the calculation of performance measures in order to prevent the dilution or enlargement of the participant's rights with respect to a performance award.

Following completion of the applicable performance period, the Committee will certify in writing the extent to which the applicable performance goals have been attained and the resulting value to be paid to the participant. The Committee retains the discretion to eliminate or reduce, but not increase, the amount that would otherwise be payable on the basis of the performance goals attained to a participant who is a covered employee within the meaning of Section 162(m) of the Code (with respect to awards intended to qualify as performance-based awards under Section 162(m) of the Code). However, no such reduction may increase the amount paid to any other participant. The Committee may make positive or negative adjustments to performance award payments to participants other than covered employees to reflect the participant's individual job performance or other factors determined by the Committee. In its discretion, the Committee may provide for a participant awarded performance shares to receive dividend equivalent rights with respect to cash dividends paid on the Company's common stock. If such a right is granted, the amounts subject to such right shall be subject to the same vesting conditions as the underlying performance award. The Committee may provide for performance award payments in lump sums or installments. If any payment is to be made on a deferred basis, the Committee may provide for the payment of dividend equivalent rights or interest during the deferral period.

Cash-Based Awards and Other Stock-Based Awards. The Committee may grant cash-based awards or other stock-based awards in such amounts and subject to such terms and conditions as the Committee determines. Cash-based awards will specify a monetary payment or range of payments, while other stock-based awards will specify a number of shares or units based on shares or other equity-related awards. Such awards may be subject to vesting conditions based on continued performance of service or subject to the attainment of one or more performance goals similar to those described above in connection with performance awards. Settlement of awards may be in cash or shares of common stock, as determined by the Committee. A participant will have no voting rights with respect to any such award unless and until shares are issued pursuant to the award. The committee may grant dividend equivalent rights with respect to other stock-based awards. The effect on such awards of the participant's termination of service will be determined by the Committee and set forth in the participant's award agreement.

Deferred Compensation Awards. The 2013 Plan authorizes the Committee to establish a deferred compensation award program. If and when implemented, participants designated by the Committee, who may be limited to directors or members of a select group of management or highly compensated employees, may make an advance election to receive an award of stock options, stock appreciation rights, restricted stock or restricted stock units in lieu of director fees or bonuses otherwise payable in cash. The Committee will determine basis on which the number of shares subject to an equity award granted in lieu of cash compensation will be determined. Such awards will be subject to the applicable provisions of the 2013 Plan.

Change in Control. Unless otherwise defined in a participant's award or other agreement with the Company, the 2013 Plan provides that a Change in Control occurs upon (a) a person or entity (with certain exceptions described in the

2013 Plan) becoming the direct or indirect beneficial owner of more than 50% of the Company's voting stock; (b) stockholder approval of a liquidation or dissolution of the Company; or (c) the occurrence of any of the following events upon which the stockholders of the Company immediately before the event do not retain immediately after the event direct or indirect beneficial ownership of more than

50% of the voting securities of the Company, its successor or the entity to which the assets of the company were transferred: (i) a sale or exchange by the stockholders in a single transaction or series of related transactions of more than 50% of the Company's voting stock; (ii) a merger or consolidation in which the Company is a party; or (iii) the sale, exchange or transfer of all or substantially all of the assets of the Company (other than a sale, exchange, or transfer to one or more subsidiaries of the Company).

Following the effective date of the 2013 Plan's amendment and restatement, with respect to awards granted after such date, the following rules shall apply if a Change in Control occurs: the surviving, continuing, successor or purchasing entity or its parent may, without the consent of any participant, either assume or continue outstanding awards or substitute substantially equivalent awards for its stock. In general, any awards which are not assumed, substituted for or otherwise continued in connection with a Change in Control or exercised or settled prior to the Change in Control will terminate effective as of the time of the Change in Control provided that any award not assumed, substituted for, or otherwise continued shall have its vesting accelerated in full; provided that awards subject to performance based vesting shall only accelerate to the extent the vesting criteria are satisfied as of the date of the change in control based on actual performance as of the change in control.

Awards Subject to Section 409A of the Code. Certain awards granted under the 2013 Plan may be deemed to constitute deferred compensation within the meaning of Section 409A of the Code, providing rules regarding the taxation of nonqualified deferred compensation plans, and the regulations and other administrative guidance issued pursuant to Section 409A. Any such awards will be required to comply with the requirements of Section 409A. Notwithstanding any provision of the 2013 Plan to the contrary, the Committee is authorized, in its sole discretion and without the consent of any participant, to amend the 2013 Plan or any award agreement as it deems necessary or advisable to comply with Section 409A.

Amendment, Suspension or Termination. The 2013 Plan will continue in effect until its termination by the Committee, provided that no awards may be granted under the 2013 Plan following the tenth anniversary of the date the 2013 Plan was adopted by the Board. The Committee may amend, suspend or terminate the 2013 Plan at any time, provided that no amendment may be made without stockholder approval that would increase the maximum aggregate number of shares of stock authorized for issuance under the 2013 Plan, change the class of persons eligible to receive incentive stock options, increase the limitations on awards or other payments to non-employee directors, or require stockholder approval under any applicable law. No amendment, suspension or termination of the 2013 Plan may affect any outstanding award unless expressly provided by the Committee, and, in any event, may not have a materially adverse effect on an outstanding award without the consent of the participant unless necessary to comply with any applicable law, regulation or rule, including, but not limited to, Section 409A of the Code, or unless expressly provided in the terms and conditions governing the award.

Summary of U.S. Federal Income Tax Consequences

The following summary is intended only as a general guide to the U.S. federal income tax consequences of participation in the 2013 Plan and does not attempt to describe all possible federal or other tax consequences of such participation or tax consequences based on particular circumstances.

Incentive Stock Options. A participant recognizes no taxable income for regular income tax purposes as a result of the grant or exercise of an incentive stock option qualifying under Section 422 of the Code. Participants who neither dispose of their shares within two years following the date the option was granted nor within one year following the exercise of the option will normally recognize a capital gain or loss upon the sale of the shares equal to the difference, if any, between the sale price and the purchase price of the shares. If a participant satisfies such holding periods upon a sale of the shares, we will not be entitled to any deduction for federal income tax purposes. If a participant disposes

of shares within two years after the date of grant or within one year after the date of exercise (a disqualifying disposition), the difference between the fair market value of the shares on the option exercise date and the exercise price (not to exceed the gain realized on the sale if the disposition is a transaction with respect to which a loss, if sustained, would be recognized) will be taxed as ordinary income at the time of disposition. Any gain in excess of that amount will be a capital gain. If a loss is recognized, there will be no ordinary income, and such loss will be a capital loss. Any ordinary income recognized by the participant upon the disqualifying disposition of the shares

generally should be deductible by us for federal income tax purposes, except to the extent such deduction is limited by applicable provisions of the Code.

In general, the difference between the option exercise price and the fair market value of the shares on the date of exercise of an incentive stock option is treated as an adjustment in computing the participant's alternative minimum taxable income and may be subject to an alternative minimum tax which is paid if such tax exceeds the regular tax for the year. Special rules may apply with respect to certain subsequent sales of the shares in a disqualifying disposition, certain basis adjustments for purposes of computing the alternative minimum taxable income on a subsequent sale of the shares and certain tax credits which may arise with respect to participants subject to the alternative minimum tax.

Nonstatutory Stock Options. Options not designated or qualifying as incentive stock options are nonstatutory stock options having no special tax status. A participant generally recognizes no taxable income upon receipt of such an option. Upon exercising a nonstatutory stock option, the participant normally recognizes ordinary income equal to the difference between the exercise price paid and the fair market value of the shares on the date when the option is exercised. If the participant is an employee, such ordinary income generally is subject to withholding of income and employment taxes. Upon the sale of stock acquired by the exercise of a nonstatutory stock option, any gain or loss, based on the difference between the sale price and the fair market value of the shares on the exercise date, will be taxed as capital gain or loss. We generally should be entitled to a tax deduction equal to the amount of ordinary income recognized by the participant as a result of the exercise of a nonstatutory stock option, except to the extent such deduction is limited by applicable provisions of the Code.

Stock Appreciation Rights. A Participant recognizes no taxable income upon the receipt of a stock appreciation right. Upon the exercise of a stock appreciation right, the participant generally will recognize ordinary income in an amount equal to the excess of the fair market value of the underlying shares of common stock on the exercise date over the exercise price. If the participant is an employee, such ordinary income generally is subject to withholding of income and employment taxes. We generally should be entitled to a deduction equal to the amount of ordinary income recognized by the participant in connection with the exercise of the stock appreciation right, except to the extent such deduction is limited by applicable provisions of the Code.

Restricted Stock. A participant acquiring restricted stock generally will recognize ordinary income equal to the excess of the fair market value of the shares on the determination date over the price paid, if any, for such shares. The determination date is the date on which the participant acquires the shares unless the shares are subject to a substantial risk of forfeiture and are not transferable, in which case the determination date is the earlier of (i) the date on which the shares become transferable or (ii) the date on which the shares are no longer subject to a substantial risk of forfeiture (e.g., when they become vested). If the determination date follows the date on which the participant acquires the shares, the participant may elect, pursuant to Section 83(b) of the Code, to designate the date of acquisition as the determination date by filing an election with the Internal Revenue Service no later than 30 days after the date on which the shares are acquired. If the participant is an employee, such ordinary income generally is subject to withholding of income and employment taxes. Upon the sale of shares acquired pursuant to a restricted stock award, any gain or loss, based on the difference between the sale price and the fair market value of the shares on the determination date, will be taxed as capital gain or loss. We generally should be entitled to a deduction equal to the amount of ordinary income recognized by the participant on the determination date, except to the extent such deduction is limited by applicable provisions of the Code.

Restricted Stock Unit, Performance, Cash-Based and Other Stock-Based Awards. A participant generally will recognize no income upon the receipt of a restricted stock unit, performance share, performance unit, cash-based or other stock-based award. Upon the settlement of such awards, participants normally will recognize ordinary income in the year of settlement in an amount equal to the cash received and the fair market value of any substantially vested shares of stock received. If the participant is an employee, such ordinary income generally is subject to withholding of income and employment taxes. If the participant receives shares of restricted stock, the participant generally will be taxed in the same manner as described above under Restricted Stock. Upon the sale of any shares received, any gain or loss, based on the difference between the sale price and the fair market value of the shares on the determination date (as defined above under Restricted Stock), will be taxed as capital gain or loss. We generally should be entitled to a deduction equal to the amount of ordinary income recognized by the participant on the determination date, except to the extent such deduction is limited by applicable provisions of the Code.

New 2013 Plan Benefits

All awards under the 2013 Plan will be granted at the discretion of the Compensation Committee, and, accordingly, are not yet determinable. However, in January 2016, in connection with the hiring of our new Chief Executive Officer, we agreed to grant equity awards to our new Chief Executive Officer which included an award of 350,000 performance-based restricted stock units vesting upon the Company's achievement of specified stock price targets. The settlement of these restricted stock units is not permitted unless and until the stockholders of the Company approve an amendment to the 2013 Plan increasing the current share reserve to a level sufficient to permit the issuance of shares upon settlement of the restricted stock units.

Recoupment Policy

In March 2016, the Company's Board of Directors adopted an Incentive Compensation Recoupment Policy setting forth the conditions under which the Company will seek reimbursement with respect to excess incentive compensation paid or awarded to, and to recover net profits realized from the sale, vesting or exercise of shares of the Company's common stock by, executive officers of the Company. Awards under the 2013 Plan granted to executive officers will be subject to the Incentive Compensation Recoupment Policy.

Options Granted to Certain Persons

The following table shows the number of shares subject to options issued as of March 24, 2016 under the 2013 Plan since its inception to:

- The named executive officers;
- All current executive officers as a group (excluding named executive officers);
- All current directors who are not executive officers; and
- All employees as a group (excluding executive officers).

Name and Position	Number of Shares
David A. Pace President and Chief Executive Officer	
Karen L. Luey Executive Vice President, Chief Financial Officer, Chief Administrative Officer and Secretary	117,586

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Steve A. Adkins	39,209
Senior Vice President, U.S. Operations	
Julie S. Washington	39,209
Senior Vice President, Chief Marketing and Innovation Officer	
Arnaud Joliff	79,209
Senior Vice President, Supply Chain and Ops Services	
All current executive officers as a group (excluding named executive officers)	78,418
All current directors who are not executive officers, as a group	
All employees as a group (excluding current executive officers)	477,645

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Vote Required and Board of Directors Recommendation

Approval of this proposal requires the affirmative vote of a majority of the shares present or represented by proxy and entitled to vote on this proposal. If you hold your shares in your own name and abstain from voting on this matter, your abstention will have the same effect as a negative vote. If you hold your shares through a broker and you do not instruct the broker on how to vote on this proposal, your broker will not have authority to vote your shares. Broker non-votes will have no effect on the outcome of this vote. Abstentions and broker non votes will each be counted as present for purposes of determining the presence of a quorum.

The Board believes that the proposed amendment and restatement of the 2013 Plan is in the best interests of the Company and its stockholders for the reasons stated above.

THEREFORE, THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE 2013 PLAN, INCLUDING THE APPROVAL OF THE PERFORMANCE MEASURES FOR PURPOSES OF SECTION 162(M) OF THE CODE.

PROPOSAL NO. 4

TO VOTE ON A NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION

Background

At our 2011 annual meeting, our stockholders voted to hold an advisory vote on our executive compensation program once every three years. As such, the next say-on-pay vote was conducted at our 2014 annual meeting. Based on evolving stockholder preferences and stockholder feedback gathered since our 2011 annual meeting, the Compensation and Executive Development Committee (the Committee) and the Board of Directors (the Board) believe that more of our stockholders now prefer to have an opportunity to express their views on the Company's executive compensation program through an annual say-on-pay vote. Accordingly, the Board, upon recommendation by the Committee, is giving stockholders an opportunity to cast an advisory vote on executive compensation at this 2016 annual meeting. This vote would normally not be required until our 2017 annual meeting.

In deciding how to vote on this proposal, we urge our stockholders to read the Compensation Discussion and Analysis (CD&A) beginning on page 33 of this proxy statement, which describes in more detail our compensation objectives and elements of our executive compensation program, as well as the Summary Compensation Table and other related compensation tables and narrative, appearing on pages 45 through 57, which provide detailed information on the compensation of our named executive officers.

We are asking stockholders to approve, on an advisory basis, the compensation of our named executive officers for our fiscal 2015 year as disclosed in the CD&A, the Summary Compensation Table and related compensation tables, notes, and narrative discussion following the compensation tables in this proxy statement. This vote is not intended to address any specific item of compensation, but rather the overall compensation program for our named executive officers described in this proxy statement.

Although this vote is non-binding, the Board and the Committee value the opinions of our stockholders and will consider the outcome of the vote when making future decisions concerning executive compensation. Furthermore, stockholders are welcome to bring any specific concerns regarding executive compensation to the attention of the Board at any time throughout the year. Please refer to page 12 above for information about communicating with the Board.

The Committee believes that the fiscal 2015 executive compensation program has been appropriately designed to advance stockholder interests through effective performance-based incentives with multi-year retention features. The last stockholder advisory vote on executive compensation was in May 2014 when approximately 97.4% of votes cast were voted in favor of the Company's executive compensation.

As described in detail in the CD&A, our executive compensation programs are designed to deliver pay for performance, drive strong business results, support teamwork, and to attract and retain strong talent. In addition, our Committee seeks to provide a compensation program for executives that delivers the majority of compensation through performance-based or at-risk annual and long-term incentives, and aligns the interests of the Company's

executives with those of our stockholders.

Our 2015 fiscal year was a considerable year of transformation for the Company. In consideration of input from the Company's stockholders, the Board continued to pursue the transition of the Company towards an asset light franchised-based business model where the Company's business model shifted from a balanced Company-store and franchise-store model to a greater than 90% franchise system by the end of the fiscal year. The Company also began to focus on cost reduction efforts and towards implementing an infrastructure that more closely aligned with a franchise-based business model. Furthermore, as part of the transformation, the Company undertook a significant leadership transition involving the Company's Chief Executive Officer as well as its Chief Marketing Officer and other executives, hiring a new Chief Executive Officer and appointing a separate Chairman of the Board in January 2016. The CD&A details the objectives and design of our executive compensation program, and we believe this advisory vote should be made in light of this business transition as a number of our programs were implemented to specifically address our new business strategy and leadership changes.

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Other significant elements of the Company's compensation program that continue to reinforce stockholder alignment, its long-term retention strategy and what the Committee considers best practices are the following:

Compensation decisions are made by an independent compensation committee and an independent compensation consultant engaged by the Committee.

We maintain stock ownership guidelines.

We maintain an insider trading policy which governs the purchases and sales of Company securities and which includes a prohibition on puts, calls and similar derivative instruments and restrictions with respect to hedging Company securities, pledging Company securities as collateral for loans and similar transactions.

Any equity acceleration requires a double trigger (a qualifying termination in connection with a change in control). We do not provide tax reimbursements or gross-ups; any special perquisites or benefits, except in limited circumstances; or supplemental retirement plans.

We established an incentive compensation recoupment (or clawback) policy.

The vote solicited by this Proposal No. 4 is advisory, and therefore is not binding on the Company, our Board or our Committee, nor will its outcome require the Company, our Board or Committee to take any action. Moreover, the outcome of the vote will not be construed as overruling any decision by the Company or the Board. Furthermore, because this non-binding, advisory resolution primarily relates to the compensation of our named executive officers that has already been paid or contractually committed, there is generally no opportunity for us to revisit these decisions. However, our Board and Committee value the opinions of our stockholders and will consider the outcome of the vote in establishing compensation philosophy and in making future compensation decisions.

Stockholders will be asked at the 2016 Annual Meeting to approve the following resolution pursuant to this Proposal No. 4:

RESOLVED, that the stockholders of Jamba, Inc. approve, on an advisory basis, the compensation of the Company's named executive officers, disclosed pursuant to Item 402 of Regulation S-K in the Company's definitive proxy statement for the 2016 Annual Meeting of Stockholders.

Vote Required and Board of Directors Recommendation

Approval of this resolution requires the affirmative vote of a majority of the shares present or represented by proxy and entitled to vote on this proposal. If you hold your shares in your own name and abstain from voting on this matter, your abstention will have the same effect as a negative vote. If you hold your shares through a broker and you do not instruct the broker on how to vote on this proposal, your broker will not have authority to vote your shares. Broker non-votes will have no effect on the outcome of this vote.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF A NON-BINDING ADVISORY RESOLUTION APPROVING EXECUTIVE COMPENSATION.

PROPOSAL NO. 5

TO HOLD A NON-BINDING ADVISORY VOTE REGARDING THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION

We are seeking an advisory (non-binding) vote from our stockholders to determine the frequency of future advisory votes on the compensation of our named executive officers (say-on-pay).

At our 2011 annual meeting, our stockholders voted to hold an advisory vote on our executive compensation program once every three years. As such, the next say-on-pay vote was conducted at our 2014 annual meeting. Based on evolving stockholder preferences and stockholder feedback gathered since our 2011 annual meeting, the Committee and Board believe that more of our stockholders now prefer to have an opportunity to express their views on the Company's executive compensation program through an annual say-on-pay vote.

In addition, the Committee and the Board believe annual advisory votes will allow the Board to obtain information on stockholders' views of the compensation of our named executive officers on a more consistent basis, and will provide our Committee and Board with more frequent input from stockholders on our compensation program.

Accordingly, we are giving stockholders an opportunity to cast an advisory vote to determine the frequency of future advisory votes on executive compensation. This vote would normally not be required until our 2017 annual meeting. When voting on this proposal, stockholders may indicate whether they would prefer an advisory vote every one, two or three years (or you may abstain).

For the reasons stated above, the Committee and Board believe that holding an advisory vote on executive compensation every year is the most appropriate policy for our stockholders and the Company at this time.

Vote Required and Board of Directors Recommendation

The affirmative vote of a majority of the shares present or represented by proxy and entitled to vote on this proposal is required to approve the frequency of future advisory votes on executive compensation. If you hold your shares in your own name and abstain from voting on this matter, your abstention will have the same effect as a negative vote. If you hold your shares through a broker and you do not instruct the broker on how to vote on this proposal, your broker will not have authority to vote your shares. Broker non-votes will have no effect on the outcome of this vote.

If a majority of the shares present or represented by proxy and entitled to vote on this proposal do not vote in favor of one of the three frequencies, the frequency which receives the highest number of votes will be considered to be the frequency favored by stockholders.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE OF 1 YEAR FOR FUTURE ADVISORY VOTES.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis includes a description of the compensation provided in 2015 to our executive officers who are named in the Summary Compensation Table below.

Our named executive officers (NEOs) for 2015 were:

James D. White	Chief Executive Officer and President
Karen L. Luey	Executive Vice President, Chief Financial Officer, Chief Administrative Officer and Secretary
Julie S. Washington	Senior Vice President, Chief Marketing and Innovation Officer
Steve A. Adkins	Senior Vice President, U.S. Operations
Arnaud Joliff	Senior Vice President, Supply Chain, Ops Services and IT

However, as discussed further in the Executive Summary below, Mr. White departed as Chief Executive Officer and President, and Ms. Washington will depart as Senior Vice President, Chief Marketing and Innovation Officer in 2016.

Executive Summary

Our 2015 fiscal year was a considerable year of transformation for the Company. The Company started the year with two of its significant stockholders joining the Company's Board of Directors, one of whom now serves as Chairman of its Compensation and Executive Development Committee of the Board (as used herein in this Compensation Discussion and Analysis, the Committee). In consideration of the close input from the Company's stockholders, the Board continued to pursue the transition of the Company towards an asset light franchised-based business model where the Company's business model shifted from a balanced Company-store and franchise store model to a greater than 90% franchise system by the end of the fiscal year. The Company also began to focus on cost reduction efforts and towards implementing an infrastructure that more closely aligned with a franchise-based business model. Furthermore, as part of the transformation, the Company undertook a significant leadership transition involving the Company's Chief Executive Officer as well as its Chief Marketing Officer and other executives, hiring a new Chief Executive Officer and appointing a separate Chairman of the Board in January 2016. This Compensation Discussion and Analysis details the objectives and design of our executive compensation program and should be read in light of this business transition as a number of our programs were implemented to specifically address our new business strategy and leadership changes as illustrated in the following table:

Business Highlights

- Significant year of transition for Jamba
- Two significant stockholders join the Board
- Significant stockholder appointed as Chairman of the Committee in January 2016
 - Transition towards asset light franchised-based business model
 - Cost reduction efforts
- Leadership transition with replacement of CEO and other executives
 - New CEO appointed in January 2016

- New Chairman of the Board appointed in January 2016

Compensation Highlights

Compensation program revamped to support new business strategy as follows:

- Annual cash bonus opportunities reduced by 50% to support cost cutting initiative
- Front-loaded 2015 equity grant covering two years of grants (no 2016 grant) in the form of stock options to support growth and to provide meaningful retention and incentive, and to provide no compensation if success and growth milestone are not met.

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Business Highlights

Compensation Highlights

Special actions to address the CEO transition and business include:

- Retention program implemented for key employees
 - Annual bonus program restructured mid-year as earlier plan became obsolete under new business strategy; however, no amounts are payable under this program as the adjusted EBITDA threshold was not achieved by the Company.
 - New CEO hired with compensation package having a heavy emphasis on performance-based compensation.
- Adoption of a new clawback policy: Awards granted under the 2013 Plan granted to executive officers will be subject to the Company's Incentive Compensation Recoupment Policy, which provides for the recoupment of both cash and equity in accordance with the terms of this policy.
- As will be discussed in detail below, the Company's objectives for its executive compensation programs are to align pay with performance and stockholder interests, and to attract, motivate and retain a talented, entrepreneurial and creative team of executives who will provide leadership for the Company's success.

Overview of Major Governance Provisions

Our executive compensation program is supported by a set of strong governance provisions and pay practices, as follows:

Compensation decisions are made by the Committee, an independent compensation committee advised by an independent compensation consultant.

We maintain share ownership guidelines.

We maintain an insider trading policy which governs the purchases and sales of Company securities and which includes a prohibition on puts, calls and similar derivative instruments and restrictions with respect to hedging Company securities, pledging Company securities as collateral for loans and similar transactions.

The Committee conducts an annual risk assessment.

We do not provide for single trigger vesting upon a change in control; any equity acceleration requires a double trigger (a qualifying termination in connection with a change in control).

In addition, the Company does not maintain or grant any of the following with respect to our executive officers:

- Tax reimbursements or gross-ups;
- Any special perquisites or benefits, except in limited circumstances; or
- Supplemental retirement plans.

Say-on-Pay

In May 2014, we provided stockholders a say-on-pay advisory vote to approve our executive compensation. At our 2014 Annual Meeting of Stockholders, stockholders approved the compensation of our NEOs, with approximately 97.4% of the votes cast for approval of the company's executive compensation. The Committee evaluates the results of the advisory vote when determining executive compensation. The Committee also considers many other factors in evaluating our executive compensation program, including our corporate business objectives and recommendations by our compensation consultant. Taking all of this information into account, the Committee did not make any changes to our executive compensation program and policies specifically as a result of the 2014 say-on-pay advisory vote.

While the Company has historically held an advisory say-on-pay vote every three years, with the next scheduled vote being at the Company's annual meeting of stockholders in 2017, the Committee determined to adopt an annual say-on-pay advisory vote rather than continue with our historical practice of providing the advisory vote every three years, as it values stockholder feedback and believes this is a useful way to monitor such views. As such, we are holding an advisory say-on-pay vote in 2016 and will also hold a say-on-pay frequency vote in 2016 in which our Board of Directors is recommending that our stockholders select a frequency of one year, or an annual say-on-pay vote, as described in more detail starting on page 32 of this proxy statement.

Objectives and Components of Our Executive Compensation Program

The primary objectives of our executive compensation program are as follows:

- Deliver pay for performance;
- Drive strong business results;
- Support teamwork; and
- Attract and retain strong talent.

We believe that pursuing these objectives will help us attract and retain qualified executives who are results oriented, engaged and passionate about our brand and are able to help us execute our BLEND Plan. The ability to embrace our mission and culture are also important components in driving these objectives.

Our compensation programs provide a mix of fixed compensation and short-term and long-term incentive awards tied to the achievement of specific business objectives, corporate financial goals, and individual performance. We strive to be competitive in a challenging economic environment, with the ultimate objective of improving stockholder value. In addition, we work to ensure that our compensation program is perceived as fundamentally fair to all stockholders.

2015 Compensation Program

We structured our 2015 compensation program as a combination of short and long-term incentives designed to incentivize performance and retain our key executives, including our NEOs. We utilized a combination of annual cash incentive compensation with long-term equity awards balanced in a manner to achieve cost savings and align with our 2015 and 2016 compensation expense and general and administrative cost targets. In doing so, we reduced the NEO cash bonus opportunities to 50% of prior year's levels but provided for a two year grant of equity, front-loaded as equity grants in 2015.

Program Elements

The compensation program for our executive officers consists of the following elements:

Base Salary;
Annual Cash Incentive Compensation;
Long-term Equity-Based Incentive Compensation; and
General Team Member Benefits.

Base Salary

Base salary is the fixed portion of executive pay and is set to reward an individual's current contributions to the Company and to compensate them for their expected day-to-day performance. The Committee determines base salary levels for executives on an annual basis. Increases in salaries are generally based on both individual performance and our merit increase budget for the year. Other factors that may influence setting of or changes in base salary levels include total Company performance, the executive's experience, responsibilities, management abilities and job performance, current market conditions and analysis of competitive salaries payable for similar positions at other comparable companies. Salary increases may also be awarded in connection with an individual's promotion to a new role. Peer group compensation data is reviewed annually for the industry and the relative responsibilities and contributions of the executive officers.

Annual Cash Incentive Compensation

As part of our 2015 compensation program, we implemented a performance-based annual cash bonus program based upon achievement of a mix of targeted financial and strategic objectives. We believe that incentive compensation in the form of an annual cash incentive bonus is an important factor in motivating our management team as a whole, and individual executives in particular, to perform at their highest level toward achievement of the financial objectives as well as our strategic objectives set forth in our BLEND Plan. These annual incentive awards were provided to the NEOs under our Management Incentive Plan administered by the Committee. For 2015, the Committee transitioned from its historical bi-annual performance periods to a single annual performance period as the Committee anticipated a better ability to set annual performance targets based upon the Company's transitioning business model and, as noted above, reduced the annual bonus opportunity for each executive by 50%.

Each participant was eligible for a target award based on the participant's base salary and position, with the NEO targets set as follows:

Title	Target Award as a % of Base Salary During Performance Periods	
President and Chief Executive Officer	50	%
Chief Financial Officer, Chief Administrative Officer & Secretary	32.5	%
Senior Vice President	25	%

The components of each target metric are weighted based on each participant's position with the Company, which for 2015 were all weighted 70%/30% for Company financial objectives and department strategic objectives, respectively, for each of the positions, with the award based on achievement of one or more of the performance goals to the extent of the weighting:

Position	Co. Financial Objectives	Dept. Strategic Objectives
President and Chief Executive Officer	70 %	30 %
Chief Financial Officer, Chief Administrative Officer & Secretary	70 %	30 %
Senior Vice President	70 %	30 %

2015 Annual Performance

For fiscal 2015, no amounts were payable under the cash program as the threshold Adjusted EBITDA was not achieved. Under our annual cash bonus program, the criteria approved by the Committee for 2015 for the Company financial objectives and the department strategic objectives are set forth in the table below. The original financial goals were Operating Margin, 4-wall Margin and Positive Comparable Company Store Sales. If the Operating Margin targets are met, bonus would be payable based upon a sliding scale between 50% for threshold achievement, 100% at target achievement and 200% at maximum achievement. During the course of the year the Company began to rebrand its company-owned stores on at a much more expedited pace than anticipated when setting the earlier financial and strategic objectives to the point the previous objectives had become obsolete. As the Company's business strategy had changed, the Committee updated the goals subsequently in 2015 to reflect a number of revisions as outlined in the table below to better reflect the Company's transitioned business and to enable the program to continue to serve as an incentive measure as

well as to provide retentive value in the context of the significant changes occurring with the Company in its business model as well as leadership. In connection with the adjustments, the bonus amount payable was revised to be based upon EBITDA measurement targets payable based upon a sliding scale between 50% for threshold achievement, 100% at target achievement and 200% at maximum achievement. If the threshold EBITDA level was not achieved, no amounts would be payable with respect to the program.

2015 Performance

Components	Performance Goals		Actual Performance
	Updated Goals	Original Goals	
Financial (70% weighted)	Adjusted EBITDA (50% weighted)	Operating Margin	Threshold not achieved
	◦ Threshold \$10.0 million	◦ Threshold 6.3%	
	◦ Target \$12.0 million	◦ Target 6.5%	
	◦ Maximum \$16 million	◦ Maximum 7.7%	
4-wall margin (California) (25% weighted)	4-wall margin (California) (25% weighted)	4-wall margin	Achieved at target level (no bonus paid because Adjusted EBITDA target not met)
	◦ Threshold 16.5%	◦ Threshold 16.8%	
	◦ Target 17.2%	◦ Target 17.5%	
	◦ Maximum 18%	◦ Maximum 18.2%	
System Store Sales (25% weighted)	System Store Sales (25% weighted)	Company Same Store Sales	Achieved at threshold level (no bonus paid because Adjusted EBITDA target not met)
	◦ Threshold 2%	◦ Threshold 3%	
	◦ Target 3%	◦ Target 5%	
	◦ Maximum 4%	◦ Maximum 8%	
Strategic (30% weighted)	Successful completion of refranchise efforts 90% franchise or 10% company stores (50% weighted)	Successful completion of refranchise efforts 80% franchise or 20% company stores	Achieved (no bonus paid because Adjusted EBITDA target not met)
	100 new global locations (50% weighted)	100 new global locations	Not Achieved

Target award amounts are based upon the participant's base salary and position. Assuming the threshold Adjusted EBITDA is achieved, 70% of the target award becomes eligible for payment based upon achievement of the financial objectives (each weighted as indicated in the table above, payable on a 50% to 200% sliding scale basis depending on the level of achievement), and 30% of the target award becomes eligible for payment based upon achievement of the strategic objectives (each weighted 50%).

Cash Retention Bonus Plan

Effective November 9, 2015, in connection with the transition of our former Chief Executive Officer which was announced in the month prior, in order to secure the retention of key Company employees during the period of uncertainty relating to such transition, the Board adopted a modest cash retention bonus plan. Under this plan, up to

\$0.6 million would be available to the Company's employees, including each of the NEOs other than our former Chief Executive Officer, for retention purposes to the extent the participant remains employed by the Company through June 30, 2016, whereby the transition is anticipated to be completed and our new Chief Executive Officer would have had the opportunity to integrate with the management team.

Long-Term Equity-Based Incentive Compensation

The Committee generally considers a range of factors in setting the size of equity grants to the NEOs, including assessments of individual performance, the potential contribution that each executive could be expected to make in the future, the NEO's targeted total direct compensation, previous grants, and the size of awards and total compensation provided to others holding similar positions at companies included in our executive compensation peer group.

The Committee approves all equity awards to our officers at or above the vice president level.

Fiscal 2015 Equity Grants

Also as part of our 2015 compensation program, we structured our 2015 equity compensation program for NEOs to consist of 100% stock options, which as discussed above, were provided as a two-year front-loaded 2015 grant with no annual grant for 2016, in order to offset the reduction in target annual bonus opportunities. Stock options provide a way to align employee interests with those of our stockholders, as the reward grows with and depends upon stock price appreciation. The transition from stock awards to stock options was tied to the new business strategy that positioned the Company for growth, and was deemed to be the vehicle with the strongest alignment with stockholders.

The stock options granted to our NEOs in 2015 vest in roughly equal thirds after the second, third, and fourth anniversaries of grant.

Fiscal 2014 Equity Grants

Our 2014 equity compensation program for executive officers consisted of 50% performance-based restricted stock units (RSUs) and 50% time-vested RSUs, designed to balance between creating a long-term retention incentive for our executives and establishing performance goals that further align the executives' interests with the Company's business objectives for that year and with increasing stockholder value. In August 2014, we granted our Named Executive

Officers at that time performance-based RSUs based on our relative Total Shareholder Return (TSR) compared against the Yahoo Finance Restaurant Group Index plus Starbucks and Panera, consisting of a total of 59 companies in this peer group. The shares are earned based on relative TSR performance over a one-year, two-year, and three-year performance period, with payouts in shares, if any, made at the end of each performance period. As shown in the payout schedule below, 100% target payouts are earned for achieving 55th percentile performance of the peer group, and the payout will be capped at target in the event that TSR is negative during any one performance period:

	Relative TSR Performance	Payout as a Percent of Target	
Maximum	75 th Percentile	150	%
Target	55 th Percentile	100	%
Threshold	35 th Percentile	50	%
Below Threshold	< 35 th Percentile	0	%

Relative TSR performance met the criteria at the target threshold for the first year vesting measurement date, so payouts were made at 102% for the 2014 performance-based equity grants in fiscal 2015.

Fiscal 2013 Equity Grants

In August 2013, we granted performance-based RSUs using the same criteria as that used for 2014, with payouts based on our relative TSR compared against the identical peer group. Relative TSR performance did not meet the minimum criteria at the first or second year vesting measurement dates, so no payouts were made for the 2013 performance-based equity grants in fiscal 2014 or 2015.

Equity Grant Policy

Pursuant to our equity grant policy, all grants are generally made effective three trading days after each of our quarterly public earnings releases. This applies to all of our employees, including our executive officers. The exercise price of stock options is the closing or last quoted price on the date of actual stock option grant, which we believe reflects fair market value after all public disclosures.

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All grants issued after June 2013 were made under the 2013 Equity Incentive Plan, and all grants prior to June 2013 were made under our 2006 Employee, Director and Consultant Stock Plan, each of which authorize grants to employees, consultants and non-employee directors.

In 2015, the Committee decided to move the annual grant to March in order to align grant timing with the close of the prior year. Interim or off cycle equity awards are made to newly hired team members as initial grants, promotional grants for those taking on significant additional responsibilities or other team members when circumstances warrant it, and are made effective on a fixed quarterly schedule.

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Other General Team Member Benefits

Our executive officers are eligible to participate in all of our employee benefit plans, such as our medical, dental, vision, group life, disability, accidental death and dismemberment insurance and our 401(k) plan, in each case on the same terms as other employees, except that the executive officers did not participate in the employer match under our 401(k) plan in fiscal 2015. We do not provide tax gross-ups of any perquisites.

Compensation Process and Oversight

Compensation and Executive Development Committee

The Committee has the responsibility for establishing, implementing and monitoring our executive compensation philosophy and programs. The Committee determines compensation for our executives, including annual base salary, non-equity incentive plan payments, equity awards and all other compensation. The Committee is composed of members who are not, and never have been, employees of the Company.

Role of Senior Management and Consultant in Compensation Decisions

While the Committee does not delegate any of its authority in setting compensation, members of senior management participate in the Committee's executive compensation process. For example, the Committee takes into consideration recommendations of our CEO on compensation decisions for executive officers other than himself, based on performance reviews he conducts with each of the executive officers, including the NEOs. Our CEO does not participate in discussions regarding his own compensation.

In addition, the Committee retains independent compensation consultants to assist it in its review of NEO compensation. The Committee reviews the findings and recommendations of its compensation consultant to help ensure that compensation decisions are in line with the Company's priorities, properly incentivize actions that improve Company performance, and are reasonable when compared to the market for executive talent. As will be discussed below, in fiscal 2015, the Committee engaged Frederic W. Cook & Co., Inc. (Frederic W. Cook) as its independent compensation consultant. As part of its services, Frederic W. Cook:

Participates in the design of executive compensation programs to help the Committee evaluate the linkage between pay and performance;

Reviews market data and advises the Committee on recommending the CEO's compensation levels to the Board; Reviews and advises the Committee regarding the compensation of the other executive officers and non-employee directors; and

Assists with an annual risk assessment of our compensation programs.

Frederic W. Cook does not perform any other work on behalf of management or the Company. The Committee has assessed the independence of Frederic W. Cook and concluded that no conflict of interest exists that would prevent Frederic W. Cook from independently representing the Committee. The Committee intends to continue retaining the services of third party executive compensation specialists from time to time, as the Committee deems necessary or helpful, in connection with the establishment and development of our compensation philosophy and programs.

Recoupment Policy

In March 2016, the Company's Board of Directors adopted an Incentive Compensation Recoupment Policy setting forth the conditions under which the Company will seek reimbursement with respect to excess incentive compensation paid or awarded to, and to recover net profits realized from the sale, vesting or exercise of shares of the Company's

common stock by, executive officers of the Company.

Competitive Compensation Data

To assist with the compensation determinations regarding our executive officers for fiscal 2015, the Committee reviewed competitive pay and other market data provided by Frederic W. Cook, which compared the various elements of executive compensation provided to our executive team, relative to compensation paid to individuals holding similar positions at companies in our executive compensation peer group (described below). Frederic W. Cook worked with our human resources department and management to access the data and review our compensation practices and philosophy.

To support our objective of maintaining an executive compensation program that is sufficiently competitive to attract and retain key executives, the Committee evaluates executive compensation information from a specific group of comparable companies, which we call our peer group. This process allows the Committee to set total compensation at levels that it believes are appropriate to retain and motivate our NEOs, and to develop a compensation program that supports our financial and strategic revitalization.

The Committee, with the assistance of Frederic W. Cook, identified our executive compensation peer group for fiscal 2015, selecting companies that are similar to us in industry, revenue, net income, number of employees and market capitalization. In determining our fiscal 2015 peer group, the Committee selected companies in the quick service restaurant and fast casual dining spaces with revenues ranging from \$96 million to \$865 million and market capitalization ranging from \$92 million to \$1.567 billion. Jamba is positioned between the 25th percentile and the median in both size categories.

The companies that comprised the fiscal 2015 executive compensation peer group were:

Ark Restaurants	Diversified Restaurant	Luby's
ArkBiglari	Famous Dave's	Nathan Famous
ArkBJ's	Fiesta Restaurant Group	Noodles
ArkBravo Brio	Frisch's Restaurant	Popeyes
ArkCarrols Restaurant	Ignite Restaurant	Ruth's Hospitality
ArkChuy Holdings	Kona Grill	Sonic
ArkDenny's	Krispy Kreme	

In making its executive compensation decisions, the Committee considered the competitive data provided by Frederic W. Cook. The Committee does not target a specific percentile for pay, but uses the median percentile range as a guide for making its pay decisions with respect to all pay elements. In selecting this range, the Committee acknowledged the extremely competitive market in the San Francisco bay area, which also has an above-average cost of living. While the Committee considers relevant market pay practices when setting executive compensation, it does not believe that it is appropriate to establish compensation levels based only on market practices. The factors that influence the amount of compensation awarded include market competition for a particular position, an individual's experience and past performance inside or outside the Company, compensation history, role and responsibilities within the Company, past and future performance objectives, value of the position within the Company, and the Company's financial performance.

Other Executive-Level Programs

Severance and Change in Control Arrangements

In 2013 we adopted an Executive Retention and Severance Plan (the "Severance Plan") for persons holding the title of Executive Vice President or Senior Vice President and for certain other key employees of the Company who may be designated by the Committee from time to time as eligible to participate in the Severance Plan (each a "Participant").

The Severance Plan superseded all prior arrangements with such Participants relating to severance. The Severance Plan and, with respect to our CEO, his employment agreement, provide for severance payments upon a termination of employment without cause or resignation for good reason, as well as upon a qualifying termination following a change in control of the Company, each as more fully described below in the section entitled "Potential Payments upon Termination or Change in Control." The Committee believes that providing our executives with specified benefits in the event of a termination of employment by the Company without cause or in the event of a constructive termination is consistent with competitive practices, helps us retain executives and maintain leadership stability. In addition, the

Committee believes that adopting uniform terms for our key employees other than our CEO, as reflected in the Severance Plan, helps to ensure that these executives are treated fairly and consistently.

The Committee believes that the occurrence, or potential occurrence, of a change in control may create uncertainty for our executives and other key employees. The double trigger provisions in the Severance Plan are designed to help retain our employees and maintain a stable work environment leading up to and

during changes in control by providing certain economic benefits in the event their employment is actually or constructively terminated in connection with such a change.

The Severance Plan does not provide for any single trigger payments or benefits upon the occurrence of a change in control. Furthermore, the Severance Plan does not provide tax gross-ups for potential excise or other taxes on any benefits that are paid.

Management Stock Ownership Guidelines

We maintain Management Stock Ownership Guidelines to further align the interests of members of management with the interests of our stockholders and to encourage ownership of our common stock. These guidelines require our senior executives to acquire and maintain a minimum number of shares of our common stock, with such minimum number based upon a multiple of such executive's annual base salary (with share value based upon the greater of the current stock price or the price at which the shares were acquired). Stock options are not counted for purposes of calculating the number of shares held.

The minimum number of shares is based upon the executive's position as follows:

3x salary for our Chief Executive Officer;

2x salary for our Executive Vice Presidents, Chief Financial Officer/Chief Administrative Officer and Chief Operating Officer; and

1x salary for Senior Vice Presidents.

There is no time limitation towards achieving the minimum number of shares required. However, until such minimum number of shares is held, 50% of all equity grants (calculated on the basis of net after tax shares) are to be retained.

Restrictions on Hedging and Other Transactions in our Securities

Under our Insider Trading Policy, our officers, directors and employees are not permitted to purchase or sell our securities short or buy or sell puts, calls or other derivative instruments relating to our Common Stock. Our officers, directors and employees are also strongly discouraged from engaging in hedging or monetization transactions involving the Company's securities or holding Company securities in a margin account or pledging Company securities as collateral for a loan, with any such arrangement requiring pre-approval from the Company's compliance officer.

Former CEO and Other Executive Transitions

On October 1, 2015, the Company announced the departure of James D. White from his position as President, Chief Executive Officer and as Chairman of the Board of Directors of the Company. Under the terms negotiated relating to the termination and transition of his employment, Mr. White would remain in his current position to help oversee our operations until a successor has been identified.

The terms of the compensation payable to Mr. White and of the services Mr. White will provide to the Company in connection with the termination of his employment are governed by the Executive Employment Agreement, dated November 17, 2008 (the Executive Employment Agreement) and an Executive Transition Services Agreement (the Transition Services Agreement), dated October 1, 2015, between Mr. White and Jamba Juice Company, the Company's wholly-owned subsidiary. In addition to the separation benefits to which Mr. White will be entitled as previously disclosed in connection with his Executive Employment Agreement, the Transition Services Agreement provides Mr. White with certain additional benefits, including one additional year of accelerated vesting of

outstanding stock options and restricted stock units and the extension to two years of the exercise period for any outstanding stock options as consideration for his agreement to continue to serve as President and Chief Executive Officer through a transition period which would provide the Company with the necessary time to identify a succe