

TELETECH HOLDINGS INC
Form DEF 14A
April 12, 2011

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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 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

TeleTech Holdings, Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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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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 - (3) Filing Party:
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TELETECH HOLDINGS, INC.

**9197 S. Peoria Street
Englewood, Colorado 80112**

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The 2011 annual meeting of stockholders (the "Annual Meeting") of TeleTech Holdings, Inc., a Delaware corporation, will be held at 9197 S. Peoria Street, Englewood, Colorado on Thursday, May 26, 2011, at 10:00 a.m., local time, for the following purposes, as more fully described in the accompanying proxy statement:

1. To elect eight directors to serve until the next annual meeting of stockholders or until their successors are duly elected and qualified;
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2011;
3. To hold an advisory vote on executive compensation;
4. To hold an advisory vote on the frequency of the advisory vote on executive compensation; and
5. To transact such other business as may properly come before the annual meeting.

The record date for the annual meeting is Monday, March 28, 2011. Only stockholders of record at the close of business on that date are entitled to notice of, to attend, and to vote at the Annual Meeting. As part of TeleTech's ongoing commitment to environmentally responsible business practices, TeleTech utilizes the Securities and Exchange Commission (the "SEC") rules that allow issuers to furnish proxy materials to our stockholders on the Internet. These rules allow TeleTech to distribute these proxy materials in a cost-efficient and environmentally friendly manner.

By Order of the Board of Directors,

KENNETH D. TUCHMAN
Chairman and Chief Executive Officer

Englewood, Colorado
April 12, 2011

**YOUR VOTE IS IMPORTANT.
PLEASE COMPLETE, DATE, SIGN AND RETURN YOUR PROXY CARD PROMPTLY.**

TELETECH HOLDINGS, INC.

9197 S. Peoria Street,
Englewood, Colorado 80112

PROXY STATEMENT ANNUAL MEETING OF STOCKHOLDERS

To be Held on Thursday, May 26, 2011

The board of directors (the "Board") of TeleTech Holdings, Inc., a Delaware corporation, is soliciting proxies to be used at our annual meeting of stockholders (the "Annual Meeting") to be held at 10:00 a.m., local time, on Thursday, May 26, 2011, at our principal offices located at 9197 S. Peoria Street, Englewood, Colorado. This Proxy Statement contains important information regarding the Annual Meeting, the proposals on which you are being asked to vote, information about our voting procedures, and information you may find useful in determining how to vote.

A number of abbreviations are used in this Proxy Statement. The term proxy materials includes this Proxy Statement, the enclosed proxy card, and our 2010 Annual Report on Form 10-K.

The Board is distributing these proxy materials on or about April 12, 2011.

Notice of Internet Availability of Proxy Materials

In accordance with rules recently adopted by the SEC, we may now furnish proxy materials, including this Proxy Statement and our 2010 Annual Report on Form 10-K, to our stockholders by providing access to such documents on the Internet instead of mailing printed copies. Most stockholders will not receive printed copies of the proxy materials unless they request them. Instead, the notice regarding the Internet availability of proxy materials (the "Notice of Availability"), which was mailed separately to most of our stockholders, will instruct you as to how you may access and review all of the proxy materials on the Internet. The Notice of Availability also instructs you as to how you may submit your proxy on the Internet. If you would like to receive a paper or email copy of our proxy materials, you should follow the instructions for requesting such materials in the Notice of Availability.

The Notice of Availability provides you with instructions regarding how to:

View our proxy materials for the Annual Meeting on the Internet; and

Instruct us to send our future proxy materials to you electronically by email.

Choosing to receive your future proxy materials by email will save us the cost of printing and mailing documents to you and will reduce the impact of printing and mailing these materials on the environment. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it.

Matters for Approval at the Annual Meeting

The items of business scheduled to be voted on at the Annual Meeting are:

Proposal 1: the election of eight directors (see page 7);

Proposal 2: the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2011 (see page 10);

Proposal 3: an advisory vote on executive compensation (see page 10); and

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Proposal 4: an advisory vote on the frequency of the advisory vote on executive compensation (see page 11).

We will also consider other business that properly comes before the Annual Meeting.

Board Recommendations

Our Board recommends that you vote your shares: (1) "FOR" each of the nominees to the Board; (2) "FOR" the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2011; (3) "FOR" the proposal regarding an advisory vote on executive compensation; and (4) "EVERY 1 YEAR" for the proposal regarding an advisory vote on the frequency of the advisory vote on executive compensation.

Kenneth D. Tuchman, our Chairman and Chief Executive Officer ("CEO") and the beneficial owner of approximately 55.4% of the issued and outstanding shares of common stock as of the record date (approximately 54.1% of the shares entitled to vote, excluding stock options) has indicated that he intends to vote: (1) "FOR" each of the nominees to the Board; (2) "FOR" the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2011; (3) "FOR" the proposal regarding an advisory vote on executive compensation; and (4) "EVERY 1 YEAR" for the proposal regarding an advisory vote on the frequency of the advisory vote on executive compensation.

Additionally, on April 1, 2011, Mr. Tuchman entered into a Voting Agreement whereby he has agreed to vote shares he beneficially owns "FOR" the election of Mr. Barlett to the Board of Directors through and including December 31, 2017.

Quorum

In order to conduct business at the Annual Meeting, a quorum of a majority of the outstanding shares of common stock entitled to vote as of the record date must be present in person or represented by proxy. Both abstentions and broker non-votes (described below) are counted for the purpose of determining the presence of a quorum.

Who Can Vote

Stockholders of record at the close of business on the record date, March 28, 2011, may vote at the Annual Meeting. On the record date, we had 57,090,067 issued and outstanding shares of common stock which were held by 501 record holders.

How You Can Vote Voting Procedures

Each share of common stock has one vote on all matters properly brought before the Annual Meeting. You can vote your shares if you are represented by proxy or present in person at the Annual Meeting. The method in which you vote your shares will depend on whether you are a stockholder of record or a beneficial owner.

Stockholders of Record. If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, you are considered, with respect to those shares, a *stockholder of record*. As a stockholder of record, there are four ways to vote:

In person. You may vote in person at the Annual Meeting we will give you a ballot when you arrive;

Via the Internet. You may vote by proxy via the Internet by visiting www.proxyvote.com and following the instructions provided in the Notice of Availability or the proxy card;

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By Telephone. If you request printed copies of the proxy materials by mail, you may vote by proxy by calling the toll free number found on the vote instruction form and by following the voice instructions; or

By Mail. If you request printed copies of the proxy materials by mail, you may vote by proxy by filling out the proxy card and sending it back in the envelope provided.

Beneficial Owners. If your shares are held in an account at a brokerage firm, bank, broker-dealer, trust or other similar organization, like the vast majority of our stockholders, you are considered the *beneficial owner* of shares held *in street name*, and the Notice of Availability was forwarded to you by that organization. As the beneficial owner, there are four ways to vote:

In person. If you wish to vote in person at the Annual Meeting, you must obtain a legal proxy from the organization that holds your shares;

Via the Internet. You may vote by proxy via the Internet by visiting www.proxyvote.com and entering the control number found in the Notice of Availability;

By Telephone. If you request printed copies of the proxy materials by mail, you may vote by proxy by calling the toll free number found on the vote instruction form and by following the voice instructions; or

By Mail. If you request printed copies of the proxy materials by mail, you may vote by proxy by filling out the vote instruction form and sending it back in the envelope provided.

Additional Procedures. Votes cast by proxy prior to the Annual Meeting will be tabulated by an automatic system administered by Broadridge Financial Solutions, Inc. Votes cast by proxy or in person at the Annual Meeting will be counted by the persons we appoint to act as election inspectors for the Annual Meeting. With regard to the election of directors, votes may be cast in favor or withheld; votes that are withheld will be excluded entirely from the tabulation of votes and will have no effect. Cumulative voting is not permitted in the election of directors. Consequently, you are entitled to one vote for each share of our common stock held in your name for as many persons as there are directors to be elected, and for whose election you have the right to vote.

With respect to the advisory vote on the frequency of the advisory vote on executive compensation, you may vote for every 1 year, every 2 years or every 3 years or abstain from voting. If you abstain from voting on this proposal, the abstention will not have an effect on the outcome of the vote.

With respect to the other proposals submitted for stockholder approval (other than the election of directors and the frequency of the advisory vote on executive compensation), you may vote for or against the proposal, or you may abstain. Abstentions will have the same effect as a negative vote.

If you hold shares beneficially in street name and do not provide your broker with voting instructions, your shares may constitute "broker non-votes." Generally, brokerage firms have the authority to vote your non-voted shares on certain "routine" matters, but not on other "non-routine" items. In tabulating the voting result for any particular proposal, shares that constitute broker non-votes are not considered votes cast on that proposal. Thus, broker non-votes will not affect the outcome of any matter being voted on at the meeting, assuming that a quorum is obtained.

Revoking Your Proxy or Changing Your Vote

You may change your vote at any time prior to the taking of the vote at the Annual Meeting. If you are the stockholder of record, you may change your vote by:

Granting a new proxy bearing a later date (which automatically revokes the earlier proxy) using any of the methods described above (and until the applicable deadline for each method);

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Providing a written notice of revocation to our Corporate Secretary at TeleTech Holdings, Inc., 9197 S. Peoria Street, Englewood, Colorado 80112 prior to your shares being voted; or

Attending the Annual Meeting and voting in person. Your attendance at the meeting alone will not cause your previously granted proxy to be revoked unless you specifically so request before the taking of the vote.

For shares you hold beneficially in street name, you may change your vote by submitting new voting instructions to your broker, bank, trustee or nominee following the instructions they provided, or, if you have obtained a legal proxy from your broker, bank, trustee or nominee giving you the right to vote your shares, by attending the Annual Meeting and voting in person.

Householding

For stockholders of record, we have adopted a procedure called "householding," which the SEC has approved. Under this procedure, we are delivering a single copy of the Notice of Availability and, if applicable, this Proxy Statement and the 2010 Annual Report on Form 10-K to multiple stockholders who share the same address unless we have received contrary instructions from one or more of the stockholders. This procedure reduces our printing and mailing costs and the impact of printing and mailing these materials on the environment. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, we will deliver promptly a separate copy of the Notice of Availability and, if applicable, this Proxy Statement and the 2010 Annual Report on Form 10-K to any stockholder at a shared address to which we delivered a single copy of any of these documents. To receive a separate copy of the Notice of Availability and, if applicable, this Proxy Statement or the 2010 Annual Report on Form 10-K, stockholders may contact us at TeleTech Holdings, Inc., 9197 S. Peoria Street, Englewood, Colorado 80112, Attention: Investor Relations, or by calling 303-397-8100.

Stockholders who hold shares in "street name" (as described above) may contact their brokerage firm, bank, broker-dealer or other similar organization to request information about householding.

Costs of Proxy Solicitation

We will bear the costs of soliciting proxies from our stockholders. Some of our directors, officers and other employees, not specially employed for this purpose, may solicit proxies, without additional remuneration therefore, by personal interview, mail, telephone or other means of communication. We will request brokers and other fiduciaries to forward proxy soliciting material to the beneficial owners of shares of common stock that are held of record by such brokers and fiduciaries and will reimburse such persons for their reasonable out-of-pocket expenses.

Admission to the Annual Meeting

If you plan to attend the Annual Meeting, please mark the appropriate box on the proxy card and return the proxy card promptly. If you are a stockholder of record and arrive at the Annual Meeting without an admission ticket, you will only be admitted once we verify your share ownership at the stockholders' admission counter. If you are a beneficial owner, you will only be admitted upon presentation of evidence of your beneficial holdings, such as a bank or brokerage firm account statement.

Stockholder List

A complete list of stockholders entitled to vote at the Annual Meeting will be available for examination by any stockholder, for any purpose germane to the meeting, at the Annual Meeting and

at our principal office located at 9197 S. Peoria Street, Englewood, Colorado 80112 during normal business hours for a period of at least 10 days prior to the Annual Meeting.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS
AND MANAGEMENT**

The table below sets forth information, as of March 28, 2011, concerning the beneficial ownership of the following persons and entities:

Each person or entity whom we know beneficially owns more than five percent of our common stock;

Each of our directors and nominees for the Board;

Each of our named executive officers; and

All of our directors and executive officers as a group.

We have determined beneficial ownership in accordance with SEC rules. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of common stock that they beneficially own, subject to applicable community property laws.

Applicable percentage ownership is based on 57,090,067 shares of common stock outstanding at March 28, 2011. In computing the number of shares of common stock beneficially owned by a person or entity and the percentage ownership of that person or entity in accordance with SEC rules, we deemed outstanding shares of common stock: (1) subject to stock options held by that person that are currently exercisable or exercisable within 60 days of March 28, 2011, and (2) issuable upon the vesting of Restricted Stock Units ("RSUs") within 60 days of March 28, 2011. Also in accordance with SEC rules, we did not deem outstanding these two categories of shares of common stock for the purpose of computing the percentage ownership of any other person or entity.

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The information provided in the table is based on our records, information filed with the SEC and information provided to us, except where otherwise noted. Unless otherwise indicated, the address of each beneficial owner listed in the table is c/o TeleTech Holdings, Inc., 9197 Peoria Street, Englewood, Colorado 80112.

| Name and Address of the Beneficial Owner | Common Stock | Shares Beneficially Owned | | Percent of Class |
|--|--------------|---|--|------------------|
| | | Options Vested and Options and RSUs Vesting Within 60 Days of 3/28/2011 | Total Beneficial Ownership as of 3/28/2011 | |
| 5% Stockholders | | | | |
| Kenneth D. Tuchman | 30,891,542 | 1,640,000 | 32,531,542(1) | 55.4% |
| Executive Officers and Directors | | | | |
| Kenneth D. Tuchman | 30,891,542 | 1,640,000 | 32,531,542(1) | 55.4% |
| James E. Barlett | 376,285 | 412,500 | 788,785(2) | 1.4% |
| William A. Linnenbringer | 57,215 | 55,886 | 113,101(3) | * |
| Ruth C. Lipper | 32,115 | 120,886 | 153,001(4) | * |
| Shrikant C. Mehta | 37,115 | 20,886 | 58,001(5) | * |
| Anjan Mukherjee | 5,724 | 5,886 | 11,610(6) | * |
| Robert M. Tarola | 12,115 | 40,886 | 53,001(7) | * |
| Shirley Young | 14,115 | 65,886 | 80,001(8) | * |
| John R. Troka, Jr. | 65,613 | | 65,613 | * |
| Joseph M. Bellini | 8,614 | | 8,614 | * |
| Carol J. Kline | 35,222 | | 35,222 | * |
| All directors and officers as a group (12 persons) | 31,561,261 | 2,372,016 | 33,933,277 | 57.1% |

*

Less than 1%.

(1)

Includes 30,881,542 shares subject to sole voting and investment power, 10,000 shares with shared voting and investment power and 1,640,000 options exercisable within 60 days after March 28, 2011. The shares with sole voting and investment power consist of: (i) 5,914,736 shares held by Mr. Tuchman; (ii) 14,766,806 shares held by a limited liability partnership controlled by Mr. Tuchman; (iii) 10,000,000 shares held by a revocable trust controlled by Mr. Tuchman; and (iv) 200,000 shares held by another limited liability partnership controlled by Mr. Tuchman. The shares with shared voting and investment power consist of 10,000 shares owned by Mr. Tuchman's spouse. Excluding Mr. Tuchman's 1,640,000 vested stock options, Mr. Tuchman is the beneficial owner of approximately 54.1% of the shares of common stock entitled to vote at the meeting.

(2)

Includes 412,500 options exercisable within 60 days after March 28, 2011.

(3)

Includes 50,100 shares beneficially owned through a family trust, 50,000 options exercisable within 60 days after March 28, 2011 and 5,886 RSUs scheduled to vest within 60 days after March 28, 2011.

(4)

Includes 115,000 options exercisable within 60 days after March 28, 2011 and 5,886 RSUs scheduled to vest within 60 days after March 28, 2011.

(5)

Includes 15,000 options exercisable within 60 days after March 28, 2011 and 5,886 RSUs scheduled to vest within 60 days after March 28, 2011.

(6)

Includes 5,886 RSUs scheduled to vest within 60 days after March 28, 2011.

- (7) Includes 35,000 options exercisable within 60 days after March 28, 2011 and 5,886 RSUs scheduled to vest within 60 days after March 28, 2011.
- (8) Includes 60,000 options exercisable within 60 days after March 28, 2011 and 5,886 RSUs scheduled to vest within 60 days after March 28, 2011.

**PROPOSAL 1:
ELECTION OF DIRECTORS**

At the Annual Meeting, eight persons will be elected to our Board to hold office until the next annual meeting and until their respective successors are duly elected and qualified. The Board, upon recommendation of the Nominating and Governance Committee, has nominated each of the persons named below to serve as a director for a term of one year and it is the intention of the persons named as proxies in the enclosed proxy card to vote FOR the election of all such nominees.

Kenneth D. Tuchman
James E. Barlett
William A. Linnenbringer
Ruth C. Lipper
Shrikant Mehta
Anjan Mukherjee
Robert M. Tarola
Shirley Young

Each of the nominees is currently serving as a director and has consented to being named in this Proxy Statement as a nominee and to continue to serve as a director if elected. Information concerning the eight nominees proposed for election to the Board is set forth below. Each nominee provides a depth of knowledge, experience and diversity of perspective to facilitate meaningful participation and, through service on the Board, satisfy our needs and the needs of our stockholders.

If any of the nominees named below becomes unable or unwilling to serve as a director, shares represented by valid proxies will be voted FOR the election of such other person as the Board may nominate, or the number of directors that constitutes the full Board may be reduced to eliminate the vacancy.

Information Concerning the Nominees for Election as Directors

Kenneth D. Tuchman, 51, founded our predecessor company in 1982 and has served as the Chairman of the Board since our formation in 1994. Mr. Tuchman's one-year term as a director will expire at the next annual meeting of stockholders. Mr. Tuchman served as our President and CEO from our inception until October 1999. In March 2001, Mr. Tuchman resumed the position of CEO. As our founder and a pioneer in the business process outsourcing industry, Mr. Tuchman possesses skills and experience that make him an essential member of our Board.

James E. Barlett, 67, was elected to our Board in February 2000 and has served as Vice Chairman of the Board since October 2001. Mr. Barlett's one-year term as a director will expire at the next annual meeting of stockholders. Before joining us as Vice Chairman, Mr. Barlett served as the President and Chief Executive Officer of Galileo International, Inc. (now part of Travelport Limited), a provider of electronic global distribution services for the travel industry, from 1994 to 2001, and in addition was elected to be Chairman of Galileo in 1997, a position in which he served until leaving in 2001. Prior to joining Galileo, Mr. Barlett served as Executive Vice President of Worldwide Operations and Systems for MasterCard International Corporation, a New York Stock Exchange listed global provider of transaction processing and consulting services, where he was also a member of the MasterCard International Operations Committee. Other positions previously held by Mr. Barlett were

Executive Vice President of Operations for NBD Bancorp (now part of Bank One Corporation), a New York Stock Exchange listed financial services company, and Vice Chairman of Cirrus, Inc. (part of MasterCard and an early developer of global ATM services). Mr. Barlett was also a partner with Touche Ross & Co., currently known as Deloitte & Touche LLP, a registered public accounting firm. Mr. Barlett currently serves on the Board of Directors of Celanese Corporation, a New York Stock exchange listed producer of specialty and intermediate chemical products, and served on the Board of Directors of Korn Ferry International, a New York Stock Exchange listed provider of executive search and placement services, from 1999 until 2009. We believe that Mr. Barlett's extensive and varied business career, including his domestic and international experience, his leadership roles in publicly held companies and his service as Chairman and CEO of an international travel process solutions company bring the necessary and desired skills and leadership for his valuable service to our Board.

William A. Linnenbringer, 62, was elected to our Board in February 2003 and serves as Chair of the Audit Committee. Mr. Linnenbringer's one-year term as a director will expire at the next annual meeting of stockholders. In his 32-year career with PricewaterhouseCoopers LLP, a registered public accounting firm, Mr. Linnenbringer held numerous leadership positions, including Managing Partner for the U.S. banking and financial services industry practice, Chairman of the global financial services industry practice, and member of the firm's policy board and world council of partners. Mr. Linnenbringer retired as a partner of PricewaterhouseCoopers LLP in 2002. Mr. Linnenbringer currently serves on the Board of Directors of SunTrust Banks, Inc., a New York Stock Exchange listed financial services company. We believe that Mr. Linnenbringer's extensive financial, accounting and business experience, including his service as Chairman of the global financial services industry practice at PricewaterhouseCoopers, provide the necessary and desired skills for his valued service to our Board and to Chair our Audit Committee.

Ruth C. Lipper, 59, was elected to our Board in May 2002 and serves as Chair of the Nominating and Governance Committee. Ms. Lipper's one-year term as a director will expire at the next annual meeting of stockholders. Ms. Lipper has spent more than 25 years working in various financial and philanthropic leadership roles. Ms. Lipper is currently a volunteer chairperson for the Lipper Family Foundation, a position she has held since 1998. From 1987 to 2000, Ms. Lipper was Executive Vice President and Treasurer for Lipper Analytical Services, Inc. Founded in 1973, Lipper Analytical Services was analyzing nearly 40,000 mutual funds through offices in the U.S., London, and Hong Kong at the time of its sale to Reuters Group PLC in 1998. We believe that Ms. Lipper's extensive experience and knowledge of the financial services industry and her leadership role in various philanthropic activities provide the necessary and desired skills, experience and perspective to serve on our Board and to Chair our Nominating and Governance Committee.

Shrikant Mehta, 67, was elected to our Board in June 2004. Mr. Mehta's one-year term as a director will expire at the next annual meeting of stockholders. Mr. Mehta has been the President and Chief Executive Officer of Combine International, Inc., a wholesale manufacturer of fine jewelry, since 1974. He also serves on the Board of Directors of Distinctive Devices, Inc., a manufacturer of cable set-top boxes and related software for the European and Indian cable markets and a provider of IT services and real-time learning services, and Caprius, Inc., a manufacturer of proprietary equipment for on-site medical waste processing, and various private corporations. We believe that Mr. Mehta's extensive domestic and international business experience, including his leadership role as chief executive officer of an international minority-owned and operated business, provide the necessary and desired skills, experience and perspective to serve on our Board.

Anjan Mukherjee, 37, was elected to our Board in September 2009 and serves as Chair of the Compensation Committee. Mr. Mukherjee's one-year term as a director will expire at the next annual meeting of stockholders. Mr. Mukherjee is a Senior Managing Director of the Blackstone Group, one of the world's leading alternative asset management firms, where he has been since 2001. Prior to joining Blackstone, Mr. Mukherjee was with the Thomas H. Lee Company, a private equity investment

firm, where he was involved with the analysis and execution of private equity investments in a wide range of industries. Before that, Mr. Mukherjee worked in the mergers and acquisitions group at Morgan Stanley, a New York Stock Exchange listed financial services company. We believe that Mr. Mukherjee's extensive investment and transactional experience, his broad business experience and in-depth knowledge and experience in financial matters provide the necessary and desired skills, experience and perspective to serve on our Board and to Chair our Compensation Committee.

Robert M. Tarola, 61, was elected to our Board in August 2008. Mr. Tarola's one-year term as a director will expire at the next annual meeting of stockholders. Mr. Tarola has been the President of Right Advisory LLC, a financial and business consulting company, since 2008, and currently serves as Senior Vice President, Chief Financial Officer and Treasurer for Howard University through a contractual arrangement with Right Advisory LLC. From 1999 to 2008, Mr. Tarola served as Senior Vice President and Chief Financial Officer of W. R. Grace & Co., a New York Stock Exchange listed specialty chemical company. Prior to joining W. R. Grace, Mr. Tarola served as Senior Vice President and Chief Financial Officer of MedStar Health, Inc., a not-for-profit regional healthcare system, and as a Partner with Price Waterhouse LLP (now PricewaterhouseCoopers), a registered public accounting firm, where Mr. Tarola was a regional managing partner for the media and communications practice group. We believe that Mr. Tarola's extensive business, financial and accounting experience, including his service as chief financial officer of a publicly-held company with extensive domestic and international business provide the necessary and desired skills, experience and perspective to serve on our Board.

Shirley Young, 75, was elected to our Board in August 2002. Ms. Young's one-year term as a director will expire at the next annual meeting of stockholders. Ms. Young has been President of Shirley Young Associates, LLC, a business advisory company, since 2000, and serves as Senior Adviser to General Motors Asia Pacific, a New York Stock Exchange listed automobile manufacturer and currently serves on the Board of Directors of Salesforce.com, a New York Stock Exchange listed enterprise cloud computing company. She is a member of the board of governors of The Nature Conservancy, a charitable conservation organization, and Governor and Founding Chair of the Committee of 100, a national Chinese-American leadership organization, and Chair of its Cultural Associate, U.S.-China Cultural Institute. Previously, Ms. Young served as Corporate Vice President of General Motors responsible for China strategic development and as Executive Vice President of Grey Advertising, a global marketing company, and President of Grey Strategic Marketing. She also served on the Board of Directors for Verizon, a New York Stock Exchange listed communications company, Bank of America, a New York Stock Exchange listed financial services company, Harrah's, a private gaming corporation and Dayton Hudson/Target, a New York Stock Exchange listed retailing company. Ms. Young's extensive and broad international business experience and her leadership roles on many philanthropic organizations, as well as her extensive experience as a director of publicly held companies provide the necessary and desired skills, experience and perspective to serve on our Board.

Required Vote

The eight nominees receiving the highest number of affirmative votes of the outstanding shares of common stock present or represented by proxy and voting at the Annual Meeting, will be elected as directors to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified.

Recommendation of the Board

The Board recommends that you vote "FOR" all of the nominees for election to the Board.

PROPOSAL 2
RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

In accordance with its charter, the Audit Committee of the Board has selected the independent registered accounting firm of PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for the year 2011 and recommends to the stockholders that they ratify that appointment. If the appointment is not ratified by our stockholders, the Audit Committee may consider whether it should appoint another independent registered public accounting firm. Representatives of PricewaterhouseCoopers LLP are expected to attend the annual meeting, where they will be available to respond to appropriate questions and, if they desire, to make a statement.

Required Vote

Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year 2011 requires the affirmative vote of a majority of the votes cast on the proposal. Unless marked to the contrary, proxies received will be voted "FOR" ratification of the appointment of PricewaterhouseCoopers LLP.

Recommendation of the Board and the Audit Committee

The Board and the Audit Committee recommend that you vote "FOR" Proposal 2.

PROPOSAL 3
ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act, enacted in July 2010, requires that we provide our stockholders with the opportunity to vote to approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the compensation disclosure rules of the SEC. In addition, we believe that it is appropriate to seek the views of stockholders on the design and effectiveness of our executive compensation program.

As described in detail under the heading "EXECUTIVE COMPENSATION COMPENSATION DISCUSSION AND ANALYSIS," the Compensation Committee's goal for our executive compensation program is to attract, motivate and retain a talented, entrepreneurial and creative team of executives who will provide leadership for our success in a competitive market. We seek to accomplish this goal in a way that rewards performance that is aligned with our stockholders' long-term interests. We believe that our executive compensation program, which emphasizes long-term equity awards, satisfies this goal. See the "Executive Summary" under the heading "EXECUTIVE COMPENSATION COMPENSATION DISCUSSION AND ANALYSIS" for further information on key points of our 2010 named executive officer compensation.

We request stockholder approval of the compensation of our named executive officers as disclosed pursuant to the SEC's compensation disclosure rules (which disclosure includes the Compensation Discussion and Analysis, the compensation tables and the narrative disclosures that accompany the compensation tables).

The vote on this resolution is not intended to address any specific element of compensation; rather, the vote relates to the overall compensation of our named executive officers, as described in this proxy statement in accordance with the compensation disclosure rules of the SEC. The vote is advisory, which means that the vote is not binding on the Company, our Board or our Compensation Committee. Nevertheless, we value the opinions expressed by our stockholders; and the Board and our

Compensation Committee will take the results of the vote into account in future compensation decisions.

We ask our stockholders to vote on the following resolution at the Annual Meeting:

"RESOLVED, that the Company's stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company's Proxy Statement for the 2011 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the 2010 Summary Compensation Table and the other related tables and disclosure."

Vote Required

Approval of Proposal No. 3 requires the affirmative vote of (i) a majority of the shares present or represented by proxy and voting at the Annual Meeting and (ii) a majority of the shares required to constitute the quorum.

Recommendation of the Board and the Compensation Committee

The Board and the Compensation Committee recommend that you vote "FOR" Proposal No. 3.

PROPOSAL 4 ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act also provides that stockholders must be given the opportunity to vote, on a non-binding, advisory basis, for their preference as to how frequently we should seek future advisory votes on the compensation of our named executive officers as disclosed in accordance with the compensation disclosure rules of the SEC, which we refer to as an advisory vote on executive compensation. By voting with respect to this Proposal No. 4, stockholders may indicate whether they would prefer that we conduct future advisory votes on executive compensation once every one, two or three years. Stockholders may also, if they wish, abstain from casting a vote on this proposal.

Our Compensation Committee and our Board have determined that an advisory vote on executive compensation that occurs once every year is the most appropriate alternative for the Company and therefore our Board recommends that you vote for a one year interval for the advisory vote on executive compensation. In determining to recommend that stockholders vote for a frequency of once every year, the Board considered that although we have over the past three years maintained a stable compensation formulation, our Board and our Compensation Committee still desire frequent input from our stockholders on the effectiveness of our overall compensation philosophy, policies and practices in the context of our long-term business results. An advisory vote occurring once every year will also permit our stockholders to observe and evaluate the impact of any changes to our executive compensation policies and practices which we may adopt in the future and provide annual feedback on the effectiveness of those changes. The Company recognizes that the stockholders may have different views as to the best approach for the Company, and therefore we look forward to hearing from our stockholders as to their preferences on the frequency of an advisory vote on executive compensation. Because this vote is advisory, it will not be binding on the Company, our Board or our Compensation Committee.

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The proxy card provides stockholders with the opportunity to choose among four options (holding the vote every one, two or three years or abstaining) and, therefore, stockholders will not vote "FOR" or "AGAINST" the Board's recommendation.

Recommendation of the Board and the Compensation Committee

The Board and the Compensation Committee recommend that you vote on Proposal No. 4 to hold say-on-pay votes "EVERY 1 YEAR" (as opposed to every two years or every three years).

CORPORATE GOVERNANCE AND BOARD OF DIRECTOR MATTERS

Board Leadership Structure

Our Board is led by a Chairman. Currently, Mr. Tuchman, our CEO, is also Chairman of the Board. With the exception of Mr. Barlett, who serves in the role of Vice Chairman, all of our other directors are independent. The Board has determined that having Mr. Tuchman serve as Chairman and CEO is in our best interests because of Mr. Tuchman's unique insight into the business process outsourcing industry as our founder; and because having Mr. Tuchman serve in both roles best aligns our strategic direction with the current and future trends of the business process outsourcing industry and allows for the efficient implementation of that strategy. The Board is aware of the potential conflicts that may arise in having Mr. Tuchman, our CEO and our largest stockholder, serve as Chairman, but believes that there are adequate safeguards in place to mitigate against such risks such as executive meetings of the independent directors, the determination of compensation by a committee comprised of independent directors that utilizes the services of a compensation consultant and independent legal counsel, and the wide-ranging accounting and business experience of the members of our Board generally and of the independent Audit Committee in particular. Finally, the extensive domestic and international experience of our Board members, many of whom are or have been senior executive officers of publicly-held companies and have additional experience as directors of publicly-held companies, provides our CEO and Chairman with additional guidance on strategic objectives and risk management.

The Board has not chosen to select a lead director as the Board believes that the safeguards described above mitigate risks involved in having Mr. Tuchman serve as CEO and Chairman. Further, the Board believes that appointing a lead director may serve to create a potential conflict among the directors and interfere with the unique insight into the business process outsourcing industry's current and future trends and the alignment of our strategic initiatives with those trends that Mr. Tuchman delivers in his role as Chairman and CEO. Lastly, the Board has in the past demonstrated the independence necessary to address potential conflicts of interest through the use of special and *ad hoc* committees to address specific matters when they arose.

The Board's Role in Our Risk Management

The Board oversees and monitors our risk management practices. The Audit Committee annually conducts, with the assistance of our internal audit department, an enterprise-wide risk assessment through independent reviews of our business processes and practices and through surveys of front-line and executive managers. Using this annual assessment, the Audit Committee develops a plan with our senior management to address any issues identified. The Audit Committee then reviews the annual assessment and remediation plan with the full Board. Additionally, the Audit Committee routinely requests that the internal audit department conduct audits of business processes that may present risks to us and reviews the results of such audits and actively monitors the progress of remediation plans. The full Board often meets with various members of senior management who present a full review of their operations, including areas that the Board has identified as necessary to manage risk.

Annually, our human capital and legal departments review each compensation program for incentive and performance-based compensation to determine the extent of any risk and to adapt any risk mitigation measures to limit the risk of any adverse material effect on us. The human capital and legal departments then review the annual assessment with the Compensation Committee. The Compensation Committee, together with its external compensation and legal consultants, independently reviews and approves the compensation plans of not only our executive officers, as discussed in the section below under the heading "COMPENSATION DISCUSSION AND ANALYSIS," but also of other employee groups. Additionally, the Compensation Committee meets with our human capital department to discuss the parameters of the various incentive and performance based compensation plans offered to our executive and non-executive employees. We believe that our compensation plans and practices in place for our executive and non-executive employees are not reasonably likely to result in a material adverse effect on us. As described below, we believe that our executive compensation plans do not motivate our executive employees to take imprudent risks and any risks involved in compensation are not reasonably likely to result in a material adverse effect on us. Further, we do not believe that our compensation plans for our non-executive employees which include for some employees the management incentive plan and for other front-line employees variable pay programs that can result in monthly bonuses based on either collective or individual achievement of certain criteria such as schedule adherence or quality of handling tasks include risk-based pay elements that either individually or in the aggregate are reasonably likely to result in a material adverse effect on us.

Information Regarding the Board and Committees Thereof

During 2010, the Board held five meetings, including four regularly scheduled quarterly meetings and one special meeting, and the Board approved three matters through unanimous written consent. At each Board meeting, the non-employees directors also met in executive session. Each director attended more than 75% of the total number of meetings of the Board and Committees on which he or she served. We do not have a formal policy on a director's attendance at annual meetings, although we encourage members of the Board to attend. Last year, all of our directors except Mr. Mukherjee attended the annual meeting. The Board has determined that each of its non-employee directors and director nominees (William A. Linnenbringer, Ruth C. Lipper, Shrikant Mehta, Anjan Mukherjee, Robert M. Tarola and Shirley Young) is independent under applicable NASDAQ standards and SEC rules and regulations. In reaching this determination, the Board noted that Mr. Mehta is an indirect investor in and director of a company that provided services to us prior to 2009. The Board determined that this relationship does not interfere with Mr. Mehta's exercise of independent judgment as a director.

The Board has three standing committees the Audit Committee, the Compensation Committee, and the Nominating and Governance Committee. These committees assist the Board in the discharge of its responsibilities. The members of each committee are appointed by the Board and typically serve for one-year terms.

Committee Composition

The following table provides the composition of each of our Board committees as of April 12, 2011:

| Director | Audit Committee | Compensation Committee | Nominating and Governance Committee |
|--------------------------|------------------------|-------------------------------|--|
| James E. Barlett | | | |
| William A. Linnenbringer | Chair | | ü |
| Ruth C. Lipper | ü | ü | Chair |
| Shrikant Mehta | | | |
| Anjan Mukherjee | | Chair | |
| Robert M. Tarola | ü | | |
| Kenneth D. Tuchman | | | |
| Shirley Young | ü | | |
| Audit Committee | | | |

The Audit Committee operates under the Audit Committee charter adopted by our Board and is responsible for, among other things:

Providing an open avenue of communication among the independent auditor, the Vice President of Internal Audit and the Board;

Overseeing the adequacy of internal controls and financial reporting process and the reliability of the financial statements;

Selecting, evaluating and appointing or replacing the independent auditors;

Confirming and assuring the independence of the independent registered public accounting firm;

Reviewing and approving the provision by the independent registered public accounting firm of all permissible non-audit services;

Overseeing the function, adequacy and progress of the internal audit department;

Conducting or authorizing investigations into any matters within the Audit Committee's scope of responsibility;

Reviewing and approving the establishment and compliance with our Code of Conduct;

Overseeing our enterprise-wide risk management programs; and

Reviewing and approving all related-party transactions.

The current members of the Audit Committee are William A. Linnenbringer (Chair), Ruth C. Lipper, Robert M. Tarola and Shirley Young, each of whom is independent within the meaning of the NASDAQ Marketplace Rules and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934. Our Board determined that Messrs. Linnenbringer and Tarola qualify as "audit committee financial experts" within the meaning of the SEC rules. Mr. Linnenbringer's relevant experience includes his 32-year career with PricewaterhouseCoopers LLP. Mr. Tarola's relevant experience includes his service as Senior Vice President, Chief Financial Officer and Treasurer of Howard University, a Senior Vice President and Chief Financial Officer of W.R. Grace & Co., as Senior Vice President and Chief Financial Officer of MedStar Health, Inc. and as a partner with Price Waterhouse LLP. During 2010, the Audit Committee held four regularly scheduled meetings and three special meetings, and did not approve any matters through unanimous written consent. The Audit Committee reviews and assesses the adequacy of its charter on an annual

basis.

Compensation Committee

The Compensation Committee operates under the Compensation Committee charter adopted by our Board and is responsible for, among other things:

Reviewing performance goals and determining or approving the annual salary, bonus and all other compensation for each executive officer (consistent with the terms of any applicable employment agreement);

Reviewing, approving and recommending terms and conditions for all employee benefit plans (and changes thereto);

Reviewing and evaluating risks associated with our compensations plans for all employee groups;

Administering the TeleTech Holdings, Inc. 2010 Equity Incentive Plan, the TeleTech Holdings, Inc. Amended and Restated 1999 Stock Option and Incentive Plan, the TeleTech Holdings, Inc. 1995 Stock Option Plan and the TeleTech Holdings, Inc. Directors Stock Option Plan and other employee benefit plans as may be adopted by us from time to time; and

Recommending inclusion of the Compensation, Discussion and Analysis in the Proxy Statement and our Annual Report on Form 10-K.

The current members of the Compensation Committee are Anjan Mukherjee (Chair) and Ruth C. Lipper, each of whom is an "independent director" as defined under the NASDAQ Marketplace Rules, a "non-employee director," as defined under SEC Rule 16b-3, and "outside director," as defined under section 162(m) of the Code. Mr. Mukherjee became the Chair of the Compensation Committee on October 11, 2010 immediately following Mr. Mehta's resignation as Chair and a member of the Compensation Committee. During 2010, the Compensation Committee held four regularly scheduled meetings and 10 special meetings, and did not approve any matters through unanimous written consent. The Compensation Committee reviews and assesses the adequacy of its charter on an annual basis.

Nominating and Governance Committee

The Nominating and Governance Committee operates under the Nominating and Governance Committee charter adopted by our Board and is responsible for, among other things:

Identifying and recommending to the Board qualified candidates for election or appointment to the Board; and

Overseeing matters of corporate governance, including the evaluation of Board performance and processes, and assignment and rotation of Board committee members.

The current members of the Nominating and Governance Committee are Ruth C. Lipper (Chair) and William A. Linnenbringer, each of whom satisfies the independence requirements for nominating committee members pursuant to the NASDAQ Marketplace Rules. During 2010, the Nominating and Governance Committee held four regularly scheduled meetings, one special meeting, and did not approve any matters through unanimous written consent. The Nominating and Governance Committee reviews and assesses the adequacy of its charter on an annual basis.

Code of Conduct and Committee Charters

We have adopted a Code of Conduct applicable to all of our directors, officers (including our CEO, Interim Chief Financial Officer, Controller and any person performing similar functions) and employees which includes the prompt disclosure of any waiver of the Code of Conduct, approved by our Board, for executive officers or directors. The Code of Conduct is available on our website, and we intend to disclose any waivers of, or amendments to, the Code of Conduct on our website. The Code of Conduct, Audit Committee charter, Compensation Committee charter, and Nominating and

Governance Committee charter may be viewed on our website at <http://www.teletech.com> by selecting the links to "Investors" and then "Corporate Governance." You may also obtain a copy of any of these documents without charge by writing to: TeleTech Holdings, Inc., at 9197 S. Peoria Street, Englewood, Colorado 80112, Attention: Corporate Secretary.

Communications with the Board

Stockholders may communicate with the Board or any of the directors by sending written communications addressed to the Board or any of the directors c/o Corporate Secretary, TeleTech Holdings, Inc., 9197 S. Peoria Street, Englewood, Colorado 80112. All communications are compiled by the Corporate Secretary and forwarded to the Board or the individual director(s) accordingly.

Non-Employee Director Compensation Overview

During 2010, non-employee directors received: (1) an annual retainer of \$75,000; (2) additional annual retainer fees for Board committee service as follows:

| | |
|--|-----------|
| Chair of Audit Committee | \$ 27,000 |
| Other Members of Audit Committee | \$ 13,500 |
| Chair of Compensation Committee | \$ 20,000 |
| Other Members of Compensation Committee | \$ 10,000 |
| Chair of Nominating and Governance Committee | \$ 15,000 |
| Other Members of Nominating and Corporate Governance Committee | \$ 5,000 |

(3) an annual grant of \$75,000 of restricted stock units (RSUs), based on the fair market value of our common stock on the grant date; and
 (4) for each non-employee director who first joins the Board on or after May 21, 2009, an initial grant, as of the date on which such independent director first joins the Board, of \$100,000 of RSUs, based on the fair market value of our common stock on the grant date. The RSUs granted to non-employee directors vest in full on the earlier of the first anniversary of the date of grant or the date of the succeeding year's annual meeting of stockholders, or any change-in-control event (as defined in the RSU agreement).

2010 Non-Employee Director Compensation

The following table presents information regarding the compensation paid during 2010 to non-employee directors:

| Name (a) | Fees Earned or Paid in | | | Non- Equity Plan Compensation (e) | Change in Pension Value and Earnings (f) | All Other Compensation (g) | Total (h) |
|-------------|---------------------------------|-----------------------------------|------------------------------------|---|--|----------------------------------|--------------|
| | Cash (\$) (b) | Stock Awards(1) (\$) (c) | Option Awards(1) (\$) (d) | | | | |