OXFORD INDUSTRIES INC
Form DEF 14A
May 16, 2014

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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

Filed by the Registrant ý

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Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

Oxford Industries, Inc.

(Name of Registrant as Specified In Its Charter)

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ý No fee required.

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD JUNE 18, 2014

Notice is hereby given that the 2014 annual meeting of shareholders of Oxford Industries, Inc. will be held on Wednesday, June 18, 2014 at 3:00 p.m., local time, at The Peachtree Club, located at 999 Peachtree Street, N.E., 28th Floor, Atlanta, Georgia 30309. The purposes of the meeting are to:

(1) Elect three directors nominated by our Board and named in the accompanying proxy statement to serve for a term of three years and until their respective successors are elected and qualified;

(2) Approve our Long-Term Stock Incentive Plan, as amended and restated, to preserve the tax deductibility of certain awards under the plan;

(3) Approve the selection of Ernst & Young LLP to serve as our independent registered public accounting firm for fiscal 2014;

(4) Hold an advisory, non-binding vote to approve executive compensation; and

(5) Transact any other business that properly comes before the annual meeting or any adjournment or postponement of the annual meeting.

Shareholders of record as of the close of business on April 17, 2014 will be entitled to notice of and to vote at the annual meeting or at any adjournment or postponement of the annual meeting. This notice and the accompanying proxy statement are being mailed to shareholders beginning on or about May 19, 2014.

A list of our shareholders entitled to vote at the annual meeting will be available for examination by any shareholder, or his or her agent or attorney, at the annual meeting. The enclosed proxy is solicited on behalf of our Board. Reference is made to the accompanying proxy statement for further information with respect to the items of business to be transacted at the annual meeting.

Your vote is important. Regardless of whether you plan to attend the meeting, please complete and sign the enclosed proxy and return it in the accompanying, postage pre-paid envelope. You may revoke your proxy at any time before the meeting and, if you attend the meeting, you may elect to vote in person. If your shares are held in an account at a bank or broker, your bank or broker will vote your shares for you if you provide voting instructions. In the absence of instructions, your broker can only vote your shares on limited matters.

Attendance at the meeting is limited to shareholders, those holding proxies from shareholders, and invited guests such as members of the media. If your shares are held in an account at a bank or broker, you should bring the notice or voting instruction form you received from your bank or broker, or obtain a valid proxy card from your bank or broker, in order to gain admission to the meeting.

May 14, 2014 By Order of the Board of Directors,

Thomas E. Campbell

Executive Vice President Law and Administration,
General Counsel and Secretary

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be Held on June 18, 2014: This proxy statement and our fiscal 2013 annual report to shareholders are available on the Internet at http://www.proxymaterials.oxfordinc.com.

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999 Peachtree Street, N.E., Suite 688
Atlanta, Georgia 30309

PROXY STATEMENT

For Annual Shareholders Meeting
To Be Held on June 18, 2014

INTRODUCTION

This proxy statement contains information relating to the annual meeting of shareholders of Oxford Industries, Inc. to be held on Wednesday, June 18, 2014, beginning at 3:00 p.m., local time. The annual meeting will be held at The Peachtree Club, located at 999 Peachtree Street, N.E., 28th Floor, Atlanta, Georgia 30309. You may contact our Investor Relations Department at (404) 659-2424 to obtain directions to the site of the annual meeting.

We will begin mailing this proxy statement, the attached Notice of Annual Meeting of Shareholders and the accompanying proxy card on or about May 19, 2014 to all holders of our common stock, par value $1.00 per share, entitled to vote at the annual meeting. Along with this proxy statement, we are also sending our Annual Report to Shareholders for fiscal 2013, which ended on February 1, 2014.

INFORMATION ABOUT THE MEETING AND VOTING

Shares Outstanding

You may vote at our 2014 annual shareholders meeting if you owned shares of our common stock as of the close of business on April 17, 2014, the record date for the annual meeting. As of the record date, there were 16,452,836 shares of our common stock issued and outstanding. You are entitled to one vote for each share of our common stock that you owned on the record date.

Voting

If, on April 17, 2014, your shares of Oxford common stock were registered directly in your name with Computershare, our transfer agent, then you are a shareholder of record. As a shareholder of record, you may vote using one of the following methods:

- by completing, signing and returning the enclosed proxy; or
- by attending the annual meeting and voting in person.

If you are a shareholder of record and you sign and return your proxy card but do not include voting instructions, your proxy will be voted as recommended by our Board or, if no recommendation is given, in the discretion of the proxies designated on the proxy card, to the extent permitted under applicable law.

If you are a shareholder of record, your shares will not be voted unless you provide a proxy or attend the annual meeting and vote in person.

If, on April 17, 2014, your shares were held in an account at a bank or broker, then you are the beneficial owner of shares held in "street name" and these proxy materials are being forwarded to you by that organization. The bank or broker holding your account is considered the shareholder of record for purposes of voting at the annual meeting. As a beneficial owner, you have the right to direct your bank or broker on how to vote the shares in your account. Telephone and/or Internet voting may be available to direct your bank or broker on how to vote the shares in your account. The availability of telephone and/or Internet voting will depend on the voting processes of your bank or broker. Please follow the directions on your proxy card or voting instruction form carefully. Even if your shares are held in an account at a bank or broker, you are invited to attend the

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annual meeting. However, since you are not the shareholder of record, you may not vote your shares in person at the meeting unless you obtain a valid proxy card from your bank or broker and, in order to gain admission to the meeting, you should bring the notice or voting instruction form you received from your bank or broker, or obtain a valid proxy card from your bank or broker.

If you own shares that are registered in the name of more than one person, each person must sign the enclosed proxy. If the proxy is signed by an attorney, executor, administrator, trustee or guardian or by any other person in a representative capacity, the full title of the person signing the proxy should be given and a certificate should be furnished showing evidence of appointment.

A properly executed proxy card marked "Abstain" with respect to any proposal will not be voted for such proposal.

Broker Discretionary Voting; Broker Non-Votes

If you hold shares through an account with a bank or broker, your shares may be voted by the bank or broker even if you do not provide voting instructions. Banks and brokerage firms have the authority, under the rules of the New York Stock Exchange (the "NYSE"), to vote shares in their discretion on certain "routine" matters when their customers do not provide voting instructions. Under the NYSE's rules, as currently in effect, only Proposal No. 3 (approval of the selection of Ernst & Young LLP as our independent registered public accounting firm) is considered a routine matter.

The other proposals to be addressed at the annual meeting are considered "non-routine" matters under the NYSE's rules. When a bank or brokerage firm has not received voting instructions from the beneficial holder of the shares with respect to a non-routine matter, the bank or brokerage firm cannot vote the shares on that proposal. This is called a "broker non-vote." Broker non-votes will be counted as present at the annual meeting for quorum purposes but will not be counted as entitled to vote on the non-routine matter. **Therefore, if your shares are held in an account at a bank or broker, it is important that you provide voting instructions to your bank or broker so that your vote on these proposals is counted.**

Changing Your Vote

If you are a shareholder of record, you may revoke or change your vote with respect to the shares of our common stock that are registered directly in your name by doing any of the following:

- delivering a written notice of revocation to our Secretary before the vote is taken at the annual meeting, such notice of revocation dated later than the proxy you want to revoke;
- properly executing and delivering a later-dated proxy before the vote is taken at the annual meeting; or
- voting in person at the annual meeting (your attendance at the annual meeting, in and of itself, will not revoke the earlier proxy).

If your shares are held in an account at a bank or broker, then you must follow the instructions provided by your bank or broker in order to revoke or change your vote with respect to those shares held in street name.

Quorum

In order for us to conduct the annual meeting, the holders of a majority of the shares of our common stock issued and outstanding as of the record date must be present, in person or by proxy, at the annual meeting. This is referred to as a quorum. Abstentions and broker non-votes, if any, will be counted as shares present at the meeting for purposes of determining the presence of a quorum.

CORPORATE GOVERNANCE AND BOARD MATTERS

Directors

Under our articles of incorporation, our Board is to consist of at least nine members, with the specific number fixed by our bylaws, as amended from time to time. Currently, our bylaws have fixed the number of directors at 11.

Our Board has nominated the following current directors for re-election at the annual meeting: Mr. J. Reese Lanier; Mr. Dennis M. Love; and Mr. Clyde C. Tuggle.

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The following table sets forth, as of April 17, 2014, certain information concerning our directors, as well as a description of the specific experience, qualifications, attributes and skills that led our Board to conclude that each of these individuals should serve as a director.

Name	Age	Director Since	Positions Held and Specific Experience and Qualifications
Thomas C. Chubb III	50	2012	Mr. Chubb is our Chief Executive Officer and President. He has held that position since 2013. Mr. Chubb served as our President starting in 2009, as our Executive Vice President from 2004 until 2009, and as our Vice President, General Counsel and Secretary from 1999 to 2004. Mr. Chubb has been employed by our company for more than 20 years, and has been an executive with our company for 15 years. In his capacity as our President starting in 2009, Mr. Chubb has provided oversight with respect to the operations of our Ben Sherman Group and our Lanier Clothes Group and, starting with our acquisition of those operations in 2010, has provided oversight with respect to the operations of our Lilly Pulitzer Group. In addition, Mr. Chubb's experience as our General Counsel has given him key insights into the legal and regulatory environment in which we operate. Mr. Chubb's long history with our organization, his leadership skills and his knowledge of our businesses and industry serve our Board well.
Thomas C. Gallagher	66	2013 (*previous service 1991 - 2007*)	Mr. Gallagher is Chairman and Chief Executive Officer of Genuine Parts Company, a distributor of automotive replacement parts, industrial replacement parts, office products and electrical/electronic materials. He was appointed Chief Executive Officer of Genuine Parts Company in 2004 and Chairman of the Board of Genuine Parts Company in 2005. Mr. Gallagher served as President of Genuine Parts Company from 1990 to 2012 and Chief Operating Officer of Genuine Parts Company from 1990 until 2004. Mr. Gallagher previously served as a member of our Board from 1991 until 2007. Mr. Gallagher has more than 20 years of executive-level responsibilities with a NYSE-traded public company; brings extensive experience serving on the boards of directors of other companies, including having served on the board of directors of Genuine Parts Company for more than 20 years and having previously served on the boards of directors of STI Classic Funds, STI Classic Variable Trust and National Services Industries, Inc.; and is extremely familiar with our company, having previously served on our Board for more than 15 years, including at the outset of our transformation away from our historical domestic private label manufacturing roots. Mr. Gallagher's business acumen, financial expertise and leadership skills are a valuable asset to our Board and Audit Committee.
George C. Guynn	71	2007	Mr. Guynn retired in 2006 from his position as President and CEO of the Federal Reserve Bank of Atlanta, where he worked his entire career. Mr. Guynn is a director of Genuine Parts Company and Acuity Brands, Inc. Mr. Guynn serves on the Audit Committee of Genuine Parts Company and the Audit and Governance Committees of Acuity Brands, Inc. He is also a trustee of Ridgeworth Investments. Mr. Guynn's prior role as President and CEO of the Federal Reserve Bank of Atlanta, and the keen insight this experience has provided him into economic trends affecting the U.S. and global economies, provides our Board with information and insight in financial and regulatory issues. In addition, Mr. Guynn's financial and accounting experience with the Federal Reserve, as well as his experience as a member of the audit committees of Genuine Parts Company and Acuity Brands, Inc., offer a high level of financial literacy and are a valuable asset to our Board and Audit Committee.

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Name	Age	Director Since	Positions Held and Specific Experience and Qualifications
John R. Holder	59	2009	Mr. Holder is Chairman and Chief Executive Officer of Holder Properties, a commercial and residential real estate development, leasing and management company, and has held that position since 1989. Mr. Holder has served as Chief Executive Officer of Holder Properties since 1980. He is a member of the Board of Directors and Audit and Compensation, Nominating and Governance Committees of Genuine Parts Company and also serves on the Board of Directors of SunTrust Bank's Atlanta Region. Mr. Holder's strategic leadership in the growth of Holder Properties, which has been involved in over 10 million square feet of real estate development totaling in excess of $1.5 billion, as well as his extensive involvement in the financial and marketing areas of that business, serves our Board well. His service as the Chairman and Chief Executive Officer of Holder Properties, together with various board affiliations which include civic organizations and membership on the Audit and Compensation, Nominating and Governance Committees of Genuine Parts Company, has given him leadership experience, business acumen and financial literacy beneficial to our Board and Audit Committee.
J. Hicks Lanier*	74	1969	Mr. Lanier is the Chairman of our Board and has held that position since 1981. Mr. Lanier also served as our Chief Executive Officer from 1981 until his retirement at the end of 2012, and additionally served as our President from 1977 until 2003. Mr. Lanier previously served as a director of Genuine Parts Company, SunTrust Banks, Inc. and Crawford & Company until his retirement from those positions in April 2013, April 2012 and May 2010, respectively. Mr. Lanier was employed by our company for more than 45 years, and was an executive with our company for more than 35 years. He provided strong leadership to our company as we transformed from our historical domestic manufacturing roots into an international apparel design, sourcing and marketing company with a portfolio of owned and licensed lifestyle brands and company-owned retail operations. Mr. Lanier's long tenure with our organization provides him incomparable knowledge of our business, and his other varied business experiences, including having served on the boards of six publicly traded companies, including service on various committees of these boards, exemplifies his leadership skills and offers him insights into compensation and governance issues at public companies, all of which serve our Board well.
J. Reese Lanier*	71	1974	Mr. Lanier was self-employed in farming and related businesses and had this occupation for more than five years until his retirement in 2009. Mr. Lanier has been affiliated with our company in various official and unofficial capacities for more than 50 years, including having served as a director for more than 35 years. His father was one of the founders of our company. Mr. Lanier's deep knowledge of our business and industry, coupled with his business acumen as a sole proprietor, serves our Board well.

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Name	**Age**	**Director Since**	**Positions Held and Specific Experience and Qualifications**
Dennis M. Love	58	2008	Mr. Love is Chairman and Chief Executive Officer of Printpack Inc., a manufacturer of flexible and specialty rigid packaging. Mr. Love was elected Chairman of Printpack Inc. in 2013, and has served as Chief Executive Officer of Printpack Inc. since 1987. Mr. Love also served as President of Printpack Inc. from 1987 until 2013. Mr. Love currently serves as a director of AGL Resources, Inc., as Chairman of its Nominating, Governance and Corporate Responsibility Committee and as a member of its Audit and Executive Committees. Mr. Love is also a director of the Cleveland Group, Inc. Mr. Love served as a director of Caraustar Industries, Inc. from 1999 until its reorganization in 2009. Mr. Love has more than 25 years of experience as a chief executive and has extensive service as a director of public companies, including having served on the Compensation and Employee Benefits Committee of Caraustar Industries, Inc. and the Nominating, Governance and Corporate Responsibility Committee of AGL Resources, Inc. The insight Mr. Love gained through these board affiliations serves our Board and our Nominating, Compensation & Governance Committee well. In addition, Mr. Love's stewardship of Printpack Inc.'s international expansion, as well as successful domestic and international acquisitions, allows him to offer key insights into our operations.
Clarence H. Smith	63	2003	Mr. Smith is Chairman of the Board, President and Chief Executive Officer of Haverty Furniture Companies, Inc., a full-service home furnishings retailer. Mr. Smith was elected Chairman of Haverty Furniture Companies, Inc. in 2012 and has served as its President and Chief Executive Officer since 2003. He served as President and Chief Operating Officer of Haverty Furniture Companies, Inc. from 2002 to 2003, Chief Operating Officer of Haverty Furniture Companies, Inc. from 2000 to 2002, and Senior Vice President, General Manager-Stores of Haverty Furniture Companies, Inc. from 1996 to 2000. Mr. Smith serves on the Executive Committee of Haverty Furniture Companies, Inc. Mr. Smith has more than 15 years of senior management experience at Haverty Furniture Companies, Inc. Haverty Furniture Companies, Inc. is an Atlanta-based, publicly traded company with more than 100 showrooms in 16 states in the Southern and Midwestern regions of the United States, which affords our company, Board and Nominating, Compensation & Governance Committee valuable insight into compensation, governance and general business practices at a company with a brand management focus and retail and other direct-to-consumer business activities.

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Name	Age	Director Since	Positions Held and Specific Experience and Qualifications
Clyde C. Tuggle	52	2011	Mr. Tuggle is Senior Vice President and Chief Public Affairs and Communications Officer of The Coca-Cola Company. From 1998 to 2000, Mr. Tuggle worked in Coca-Cola's Central European Division Office in Vienna where he held a variety of positions, including as Director of Operations Development, Deputy to the Division President and Region Manager for Austria. In 2000, Mr. Tuggle was elected Vice President of The Coca-Cola Company. In 2003, he was elected Senior Vice President of The Coca-Cola Company and appointed Director of Worldwide Public Affairs and Communications. From 2005 until 2008, Mr. Tuggle served as President of Coca-Cola's Russia, Ukraine & Belarus Business Unit. From 2008 to 2009, Mr. Tuggle served as Coca-Cola's Senior Vice President, Corporate Affairs and Productivity. In 2009, Mr. Tuggle was named Coca-Cola's Senior Vice President, Global Public Affairs and Communications. Mr. Tuggle is a member of the Board of Directors of Georgia Power Company. Mr. Tuggle has more than 10 years of executive management experience at a publicly traded company heavily focused on brand management, including oversight of various aspects of Coca-Cola's international operations, that serve our Board well as certain of our operating groups expand their international operations. In addition, Mr. Tuggle's experience at Coca-Cola includes oversight of investor relations and public communications issues that provide key insights to our Board and Audit Committee.
Helen B. Weeks	59	1998	Ms. Weeks founded Ballard Designs, Inc. in 1983 and served as Chief Executive Officer until she retired in 2002. Ballard Designs, Inc. is a home furnishing catalog business which is currently part of HSN, Inc. Ms. Weeks also previously served as a member of the Board of Directors of Cornerstone Brands, Inc., which was organized as a conglomerate of companies selling home and leisure goods and casual apparel through catalogs primarily aimed at affluent, well-educated consumers ages 35 to 60. Ms. Weeks has approximately 20 years of experience in a chief executive capacity. Ms. Weeks' experience in direct-to-consumer businesses, including a catalog business, in particular with business activities aimed at demographics overlapping those of our various operating groups, serves our Board well.
E. Jenner Wood III	62	1995	Mr. Wood was named Chairman, President and Chief Executive Officer of the Atlanta Division of SunTrust Bank in April 2014 and has served as a Corporate Executive Vice President of SunTrust Banks, Inc. since 1994. Mr. Wood served as Chairman, President and Chief Executive Officer of the Atlanta/Georgia Division of SunTrust Bank from 2010 to 2013 and as Chairman, President and Chief Executive Officer of the Georgia/North Florida Division of SunTrust Bank from 2013 through March 2014. Mr. Wood previously served as President, Chairman and Chief Executive Officer of SunTrust Bank Central Group from 2002 to 2010. Mr. Wood is a member of the Board of Directors of The Southern Company. Mr. Wood previously served as a director of Crawford & Company until his retirement from that position in July 2013. Mr. Wood also previously served as a director of Georgia Power Company until his election to the Board of Directors of that entity's parent company, The Southern Company, in 2012. Mr. Wood's professional career includes 20 years in executive management positions with SunTrust Banks, Inc. and its various affiliates. Mr. Wood's insights with respect to financial issues and the financial services industry generally, including as it relates to the retail and business aspects of SunTrust Bank's operations, together with his extensive experience on the boards of directors and committees of various public and private companies, make him a valuable asset to our Board.

* J. Hicks Lanier and J. Reese Lanier are first cousins.

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Director Independence

Our Corporate Governance Guidelines provide that we will have a majority of "independent" directors under the NYSE's listing standards, as determined by the Board, and that, at least annually, our Nominating, Compensation & Governance Committee, or NC&G Committee, will review each relationship that exists with a director and his or her related interests for the purpose of determining whether the director is independent. Based on our NC&G Committee's review, our Board annually considers the independence of each of our directors, as well as upon learning about intervening events that may impact director independence.

In March 2014, our NC&G Committee and full Board considered director independence. As part of this consideration, our NC&G Committee and full Board broadly considered all relevant facts and circumstances, including the NYSE's corporate governance listing standards and all relevant transactions and relationships between each director (and his or her immediate family and affiliates) and our company and management to determine whether any relationship might impair the director's ability to make independent judgments.

Based on this review and consistent with the recommendation of our NC&G Committee, our Board affirmatively determined that the following nine directors are independent: Thomas C. Gallagher; George C. Guynn; John R. Holder; J. Reese Lanier; Dennis M. Love; Clarence H. Smith; Clyde C. Tuggle; Helen B. Weeks and E. Jenner Wood III.

In evaluating the independence of our directors, our Board and NC&G Committee gave particular consideration to the following relationships and transactions:

- Mr. Thomas C. Gallagher served on our Board from 1991 until 2007, when he resigned in order to eliminate a director interlock relationship that existed based on Mr. J. Hicks Lanier's service on the Compensation Committee of Genuine Parts Company; our Chairman and previous Chief Executive Officer J. Hicks Lanier served as a member of the Board and chair of the Compensation Committee of Genuine Parts Company until his retirement from those positions in 2013; and two of our other directors, George C. Guynn and John R. Holder, currently serve as directors of Genuine Parts Company;

- Mr. J. Reese Lanier beneficially owns or has the ability to direct the voting of 1.3% of our outstanding common stock; Mr. Lanier was an employee of our company more than 45 years ago; Mr. Lanier is a first cousin of Mr. J. Hicks Lanier, our Chairman and retired Chief Executive Officer; and Mr. Lanier's son had served as one of our executive officers until October 2007;

- Mr. Clyde C. Tuggle's employer The Coca-Cola Company is a vendor to our company, including providing products to our Tommy Bahama Group's restaurant division in the ordinary course of business; and

- As described later in this proxy statement under the heading "*Certain Relationships and Related Transactions*," subsidiaries of SunTrust Banks, Inc. (which we refer to collectively with its subsidiaries as "SunTrust"), Mr. E. Jenner Wood III's employer, act as agent and lender and provide other services under a $235 million syndicated, revolving credit facility that we maintain, with aggregate payments to SunTrust of less than 1% of our gross revenues during fiscal 2013; and between December 2008 and January 2009, Mr. Wood concurrently served as an executive officer of SunTrust while Mr. J. Hicks Lanier served as a member of the compensation committee of SunTrust.

Our Board determined that these payments and relationships were not material to a determination that the applicable directors were independent. As a result and taking into consideration, among other things, the objectivity of Messrs. Gallagher, J. Reese Lanier, Tuggle and Wood at previous meetings of our Board, our Board determined that each is independent.

Mr. J. Hicks Lanier served as our Chief Executive Officer until his retirement at the end of 2012 and, accordingly, is not independent. Mr. Chubb is currently our Chief Executive Officer and President, and therefore not independent.

Corporate Governance Guidelines; Conduct Policies

Our Board has adopted Corporate Governance Guidelines that set forth certain guidelines for the operation of the Board and its committees. In accordance with its charter, our NC&G Committee periodically reviews and assesses the adequacy of our Corporate Governance Guidelines. As provided under our Corporate Governance Guidelines, our Board annually conducts a self-evaluation. Our NC&G Committee oversees our Board's self-evaluation process. Our Board has the authority to engage its own advisors and consultants.

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Our Board has also adopted a Code of Conduct for all of our directors, officers and employees, as well as an ethical conduct policy that applies to our senior financial officers, including, among others, our chief executive officer and our chief financial officer and controller. We intend to disclose amendments to our Code of Conduct and our ethical conduct policy for our senior financial officers (other than technical, administrative or other non-substantive amendments) and material waivers of (or failure to enforce) any provisions of these conduct policies (if applicable to any of our directors or executive officers) on our Internet website at www.oxfordinc.com.

Board Meetings and Committees of our Board of Directors

During fiscal 2013, our Board held four meetings and committees of our Board held a total of six meetings. During fiscal 2013, each of our directors attended 100% of the meetings of our Board and of all committees of which the director was a member during the period he or she was a director or committee member.

Although we do not have a formal policy requiring attendance by directors at our annual meetings of shareholders, as stated in our Corporate Governance Guidelines, we encourage directors to attend our annual meetings of shareholders in person. In order to facilitate attendance by our directors, we generally schedule our annual meetings of shareholders to coincide with the date of a quarterly meeting of our Board. Nine of our directors attended our 2013 annual meeting of shareholders.

Our Board has a standing Executive Committee, Audit Committee and NC&G Committee. The following table identifies the members of each of these committees as of April 17, 2014 and the number of meetings held by each of these committees (and actions taken by written consent in lieu of meetings) during fiscal 2013.

Name	**Executive Committee**	**Audit Committee**	**NC&G Committee**
Thomas C. Chubb III	**X**		
Thomas C. Gallagher*		**X**	
George C. Guynn*		**chair**	
John R. Holder*		**X**	
J. Hicks Lanier	**chair**		
J. Reese Lanier*			
Dennis M. Love*	**X**		**X**
Clarence H. Smith*	**X**		**chair**
Clyde C. Tuggle*		**X**	
Helen B. Weeks*			**X**
E. Jenner Wood III*	**X**		
Total Number of Meetings	**1**	**4**	**1**
Actions by Written Consent	**0**	**1**	**4**

* Independent Director

Executive Committee

Our Executive Committee has the power to exercise the authority of the full Board in managing the business and affairs of our company, except that our Executive Committee does not have certain powers that are reserved to our full Board under Georgia law. In practice, our Executive Committee serves as a means for taking action requiring our Board's approval between its regularly scheduled meetings.

Audit Committee

Our Audit Committee was established in accordance with the rules and regulations of the U.S. Securities and Exchange Commission (which we refer to as the "SEC") to assist our Board in fulfilling its responsibilities with respect to oversight of the following: (1) the integrity of our financial statements, reporting processes and systems of internal controls; (2) our compliance with applicable laws and regulations; (3) the qualifications and independence of our independent registered public accounting firm; and (4) the performance of our internal audit department and our independent registered public accounting firm.

The principal duties and responsibilities of our Audit Committee are set forth in its charter. Pursuant to its charter, our Audit Committee has the express authority to retain, at our company's expense, any outside legal, accounting or other advisors that it deems necessary or helpful to the performance of its responsibilities. Our Audit Committee may exercise additional authority prescribed from time to time by our Board.

Our Board annually evaluates the financial expertise and independence of the members of our Audit Committee. Following its review in March 2014, our Board determined that each of Mr. Guynn and Mr. Holder is an "audit committee financial expert," as that term is defined by SEC rules and regulations, and all of the members of our Audit Committee are financially literate in accordance with the NYSE's governance listing standards and SEC rules and regulations.

Nominating, Compensation & Governance Committee (or NC&G Committee)

The purpose of our NC&G Committee is to: (1) assist our Board in fulfilling its responsibilities with respect to the compensation of our executive officers; (2) recommend candidates for all directorships to be filled; (3) identify individuals qualified to serve as members of our Board; (4) review and recommend committee appointments; (5) take a leadership role in shaping our corporate governance; (6) develop and recommend to our Board for adoption our Corporate Governance Guidelines; (7) lead our Board in an annual review of its own performance; and (8) perform other functions that it deems necessary or appropriate. Our Board of Directors has determined that all members of our NC&G Committee are independent in accordance with the NYSE's corporate governance listing standards. Pursuant to its charter, our NC&G Committee has the express authority to retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor, at our company's expense.

Our NC&G Committee also has the following responsibilities, among others, related to compensation matters: (1) administering our stock option and restricted stock plans; (2) administering our Executive Performance Incentive Plan, or "EPIP"; (3) reviewing and approving corporate goals and objectives relevant to the compensation of our Chief Executive Officer, evaluating our Chief Executive Officer's performance in light of those goals and objectives and determining the compensation of our Chief Executive Officer based upon this evaluation; (4) reviewing and approving the compensation of our non-CEO executive officers; and (5) making recommendations to our Board regarding certain incentive compensation plans and equity-based plans. In addition, as part of its oversight of our overall compensation program, our NC&G Committee considers our compensation policies and procedures, including the incentives that they create and factors that may influence excessive risk taking.

In light of new NYSE rules, our Board evaluated the independence of the members of our NC&G Committee. Following its review in March 2014, our Board determined that all of the members of our NC&G Committee meet the enhanced independence standards applicable to compensation committee members in accordance with the NYSE's corporate governance listing standards.

For information about the role of executive officers and compensation consultants in determining compensation, see "*Executive Compensation Compensation Discussion and Analysis*" below.

Meetings of Non-Employee Directors

Pursuant to our Corporate Governance Guidelines, our non-employee directors periodically meet separately in executive sessions. Mr. E. Jenner Wood III, as our presiding independent director, chaired the meetings of our non-employee directors during fiscal 2013.

Board Leadership

Our Board is currently comprised of nine independent directors; one non-independent, non-management director (our retired Chief Executive Officer Mr. J. Hicks Lanier); and one management director (our current Chief Executive Officer Mr. Chubb). Until his retirement as our Chief Executive Officer in December 2012, Mr. J. Hicks Lanier served in the dual capacity of Chief Executive Officer and chair of our Board. Based upon his insights into the day-to-day operations of our business and his long tenure on our Board and the continuity that his experience offered, we believed that our company and shareholders were best served by having Mr. Lanier serve in both capacities. Our Corporate Governance Guidelines expressly provide that our Board should make the decision as to who should serve as its chair based on the relevant factors applicable at the time.

In 2013, we separated the roles of chair of our Board (Mr. Lanier) and Chief Executive Officer (Mr. Chubb). We also have a presiding independent director (Mr. Wood). In connection with Mr. Lanier's retirement from his position as our Chief Executive Officer, consistent with our Board's periodic review, our Board considered the factors relevant to establishing an effective leadership structure. Based upon these considerations, including enabling Mr. Lanier to effectively provide advice to,

and independent oversight of, management, our Board believed that Mr. Lanier's continued service as the chair of our Board was appropriate, while Mr. Chubb, in his capacity as our Chief Executive Officer, focuses on the daily operations of our business, the activities of our operating groups, our business objectives and other factors impacting our business.

In his capacity as the presiding independent director, Mr. Wood sets the agenda for, and chairs, executive sessions of our non-employee directors; serves as a liaison between independent directors and our Chairman and our Chief Executive Officer; and serves as a liaison between our shareholders and our independent directors. As presiding independent director, Mr. Wood is in regular contact with our Chairman and our Chief Executive Officer about our operating results and activities, risks to our business and business prospects.

With an active, engaged presiding independent director, a non-management and long-tenured chair with vast experience in public company matters and the operations of our business, a supermajority of independent directors, regular meetings of our non-employee directors in executive session, and our Audit Committee and NC&G Committee (each of which reports to our full Board on a quarterly basis on significant committee activities) comprised solely of independent directors, our Board believes that its current leadership structure is in the best interests of our organization and our shareholders.

Board's Role in Risk Oversight

Our Board is ultimately charged with overseeing our business, including risks to our business, on behalf of our shareholders. In order to fulfill this responsibility, our Audit Committee, pursuant to its charter, reviews our policies with respect to our company's risk assessment and risk management. At our Audit Committee's direction and with its oversight, we conduct an enterprise risk management program (which we refer to as the "ERM program") on an ongoing basis. At each quarterly meeting of our Audit Committee, a significant portion of time is devoted to a management report to the committee on the status of the ERM program and/or particular risks faced by our company. Our Audit Committee actively engages management on potential strategies for reducing, eliminating or mitigating the risks to our organization. Our Audit Committee regularly reports to our Board on our ERM program. In addition to our ERM program, our Board examines specific business risks in its regular reviews of our operating groups and also on a company-wide basis as part of its regular strategic reviews.

As part of its oversight of our overall compensation program, our NC&G Committee considers our compensation policies and procedures, including the incentives that they create and factors that may influence excessive risk taking. In particular, our compensation program provides for short-term cash incentive payments to individuals throughout our company based on satisfaction of pre-established performance targets. For employees within our various operating groups, these performance targets may be based on performance by the operating group, as a whole, or a specific business unit or business location within that operating group. Each cash incentive award for an individual employee within our organization is subject to a maximum amount payable to the individual. Our senior management and, with respect to our executive officers, our compensation committee, approve applicable performance targets taking into consideration our detailed, internal budgets for upcoming fiscal periods. These members of senior management have access to daily retail sales data and receive monthly financial reports, and they review and analyze deviations from the budgeted plans to assess whether, among other things, the deviations were the result of inappropriate risk taking. We have concluded that our compensation policies and procedures are not reasonably likely to have a material adverse effect on our company.

Website Information

We have posted our Corporate Governance Guidelines, our Code of Conduct, our ethical conduct policy for our senior financial officers, our Audit Committee charter and our NC&G Committee charter under the "Corporate Governance" link under the "Investor Relations" tab on our Internet website at www.oxfordinc.com.

Director Nomination Process

In accordance with our Corporate Governance Guidelines, our NC&G Committee periodically reviews the skills and characteristics required of our directors in the context of the make-up of our Board. This assessment includes issues such as independence, expertise, age, diversity, general business knowledge and experience, financial literacy and expertise, availability and commitment, and other criteria that our NC&G Committee finds to be relevant.

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Consistent with our Corporate Governance Guidelines, our NC&G Committee recognizes that a diversity of viewpoints and practical experiences can enhance our Board's effectiveness. Accordingly, it is the practice of our NC&G Committee in evaluating the diversity of potential director candidates to give particular consideration to the diverse experiences and perspectives that a prospective candidate may bring to our Board. In order to accomplish its objectives, our NC&G Committee's evaluations of potential candidates generally involve a review of the candidate's background and credentials, interviews of a candidate by members of our Board, and discussions among our directors. Based on its evaluation in light of the foregoing factors, our NC&G Committee recommends candidates to our full Board which, in turn, selects candidates to be nominated for election by the shareholders or to be elected by our Board to fill a vacancy.

Director Compensation

Compensation Program for Fiscal 2013

During fiscal 2013, our non-employee directors received compensation in accordance with the following program guidelines: (1) an annual stock retainer in the form of restricted stock (subject to a vesting period generally coinciding with one year of service on our Board) granted to each non-employee director with a grant date fair value of $45,000; (2) an annual cash retainer of $30,000 payable in quarterly installments to each non-employee director; (3) an additional $12,500 annual cash retainer payable in quarterly installments to the chair of our Audit Committee; (4) an additional $10,000 annual cash retainer payable in quarterly installments to the chair of our NC&G Committee; and (5) a $1,250 meeting fee for each committee or board meeting attended.

To further encourage our directors to enhance their ownership of our stock, our non-employee directors are given the option to elect to receive the $30,000 annual cash retainer in the form of a one-time restricted stock grant having a grant date fair value of $30,000. For fiscal 2013, two of our non-employee directors elected to receive the $30,000 annual cash retainer in the form of restricted stock.

Director compensation is paid for the 12-month period commencing with each annual meeting of shareholders. The number of shares of our restricted stock to be issued in respect of each non-employee director's annual stock retainer (and in respect of the annual cash retainer, if a director elected to receive that portion of his retainer in the form of stock) was based on the closing price of our common stock as reported on the NYSE as of the grant date for the restricted stock.

Under our deferred compensation plan, our non-employee directors are eligible to defer receipt of up to 100% of their cash retainers and/or board and committee meeting fees. Non-employee directors are permitted to "invest" their deferred fees among a platform of investment options that are available to our employees who participate in the plan. Our deferred compensation plan is an unfunded, non-qualified deferred compensation plan, and participants' account balances are subject to the claims of our company's creditors. In the event that our company becomes insolvent, participants in the plan would be unsecured general creditors with respect to their account balances, which we believe further aligns the interests of our participating directors with the long-term interests of our shareholders. Two of our non-employee directors participated in our deferred compensation plan during fiscal 2013.

Employee directors do not receive an annual retainer or meeting fees for their service on our Board.

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Director Compensation for Fiscal 2013

The table below summarizes the compensation for our non-employee directors for fiscal 2013.

Name	Fees Earned or Paid in Cash($)	Stock Awards ($)[1]	All Other Compensation ($)[2]	Total ($)
Thomas C. Gallagher	28,760	44,990	389	74,139
George C. Guynn	52,510	44,990	570	98,070
John R. Holder	10,058	74,942	795	85,795
J. Hicks Lanier	37,510	44,990	389	82,889
J. Reese Lanier	35,010	44,990	570	80,570
Dennis M. Love	7,558	74,942	795	83,295
Clarence H. Smith	47,510	44,990	570	93,070
Clyde C. Tuggle	40,010	44,990	570	85,570
Helen B. Weeks	36,260	44,990	570	81,820
E. Jenner Wood III	36,260	44,990	570	81,820

(1) The values for stock awards in this column represent the grant date fair value of restricted stock granted in fiscal 2013, computed in accordance with FASB ASC Topic 718; however, pursuant to SEC regulations, no reduction has been applied for estimated forfeitures. Information about the assumptions used to value these awards can be found under the captions "Equity Compensation" and "Long-Term Stock Incentive Plan" in Notes 1 and 7, respectively, in our Fiscal 2013 Annual Report on Form 10-K. As of February 1, 2014, Mr. Holder and Mr. Love each held 841 restricted shares of our common stock, while each of our other non-employee directors held 721 restricted shares of our common stock.

(2) Represents the dollar value of dividends paid on unvested stock awards which was not factored into the grant date fair value for the stock. In addition, from time to time, our directors receive discounted and complimentary apparel and related merchandise. We do not believe that the aggregate incremental cost to us of these discounts and benefits exceeds $10,000 for any of our directors and, in accordance with SEC rules and regulations, have excluded them from this table.

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EXECUTIVE OFFICERS

All of our executive officers are elected by and serve at the discretion of our Board. The following table sets forth information about our executive officers as of April 17, 2014:

Name	Age	Title	Biography
Thomas C. Chubb III	50	Chief Executive Officer and President	Mr. Chubb is our Chief Executive Officer and President. He has held that position since 2013. Mr. Chubb served as our President starting in 2009, as our Executive Vice President from 2004 until 2009, and as our Vice President, General Counsel and Secretary from 1999 to 2004. Mr. Chubb has served as a member of our Board since 2012.
Scott A. Beaumont	60	CEO, Lilly Pulitzer Group	Mr. Beaumont is CEO, Lilly Pulitzer Group (one of our operating groups), and has held that position since 2010 when we acquired Sugartown Worldwide, Inc. and its Lilly Pulitzer® operations. Prior to our acquisition of Sugartown, Mr. Beaumont served as its Chairman and Chief Executive Officer since co-founding the company in 1993. Mr. Beaumont has served as a member of the Board of Directors of CSS Industries, Inc. since 2005 and currently serves as a member of its Audit Committee and its Nominating and Governance Committee.
Thomas E. Campbell	50	Executive Vice President Law and Administration, General Counsel and Secretary	Mr. Campbell was promoted to Executive Vice President-Law and Administration, General Counsel and Secretary in March 2014. Mr. Campbell was our Senior Vice President-Law and Administration, General Counsel and Secretary from 2011 until his promotion in March 2014. Mr. Campbell served as our Senior Vice President-Law, General Counsel and Secretary from 2008 to 2011 and as our Vice President-Law, General Counsel and Secretary from 2006 to 2008.
K. Scott Grassmyer	53	Executive Vice President Finance, Chief Financial Officer and Controller	Mr. Grassmyer was promoted to Executive Vice President-Finance, Chief Financial Officer and Controller in March 2014. Mr. Grassmyer was our Senior Vice President-Finance, Chief Financial Officer and Controller from 2011 until his promotion in March 2014. Mr. Grassmyer served as our Senior Vice President, Chief Financial Officer and Controller from 2008 to 2011 and as our Senior Vice President and Controller from 2004 to 2008. From 2003 to 2004, he served as our Vice President and Controller. Mr. Grassmyer was appointed our Controller in 2002.
J. Wesley Howard, Jr.	54	President, Lanier Clothes	Mr. Howard is President, Lanier Clothes (one of our operating groups) and has held that position since 2011. Since becoming President, Lanier Slates for Lanier Clothes in 1997, Mr. Howard has served in various capacities for Lanier Clothes, including as President, Special Programs from 2005 to 2010, as President, Brands and Special Programs during a portion of 2010 and as President, Sales and Merchandising during a portion of 2011.
Terry R. Pillow	61	CEO, Tommy Bahama Group	Mr. Pillow is CEO, Tommy Bahama Group (one of our operating groups), and has held that position since 2008. Prior to joining our company, from 2005 to 2006, Mr. Pillow served at Polo Ralph Lauren Corporation as President & Chief Executive Officer, Ralph Lauren Footwear.

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EXECUTIVE COMPENSATION

Introduction

In this section of the proxy statement, we provide information about our executive compensation program specifically as it relates to our "named executive officers," or NEOs. This information includes: (1) a Compensation Discussion and Analysis discussing, among other things, how and why our NC&G Committee (which we refer to in this section of the proxy statement as our "compensation committee") made its fiscal 2013 compensation decisions for our NEOs; (2) the compensation tables required by the SEC's rules and regulations; and (3) a summary of certain limited arrangements with our NEOs that provide for payments upon defined change of control events or upon termination of employment.

For fiscal 2013, our NEOs are as follows: (1) ***Mr. Thomas C. Chubb III***, our Chief Executive Officer and President; (2) ***Mr. K. Scott Grassmyer***, our Executive Vice President-Finance, Chief Financial Officer and Controller; (3) ***Mr. Thomas E. Campbell***, our Executive Vice President-Law and Administration, General Counsel and Secretary; (4) ***Mr. J. Wesley Howard, Jr.***, President, Lanier Clothes; and (5) ***Mr. Terry R. Pillow***, CEO, Tommy Bahama Group.

Because Mr. Campbell first became an NEO in fiscal 2012 and Mr. Howard first became an NEO in fiscal 2013, in accordance with SEC rules and regulations, we have generally not included their compensation information for periods prior to when they became an NEO.

Compensation Discussion and Analysis

Executive Summary

We are a global apparel company that designs, sources, markets and distributes products bearing the trademarks of our company-owned lifestyle brands, as well as certain licensed and private label apparel products. Our portfolio of owned brands includes Tommy Bahama®, Lilly Pulitzer® and Ben Sherman®. Our business strategy is to develop and market compelling lifestyle brands and products that evoke a strong, emotional response from our target consumers. We strive to develop businesses that can drive sustained profitable growth and enhance long-term shareholder value.

Objectively, fiscal 2013 was for the most part a successful year. Notably:

- year-over-year, we were able to achieve net sales growth of 7%, with revenues exceeding $900 million during fiscal 2013, driven primarily by strong performances in our Tommy Bahama and Lilly Pulitzer operating groups, and had solid growth in both operating income and earnings per share;

- our Lanier Clothes operating group had modest sales growth during the year, despite continued challenging conditions in the tailored clothing market, and continued to deliver on the bottom line with an operating margin of 10%, which overall exceeded our own initial expectations;

- Tommy Bahama opened several high-profile retail locations during the year, including a retail-restaurant location in the Ginza district of Tokyo, Japan and retail store locations in downtown Sydney, Australia and on Michigan Avenue in Chicago;

- we acquired the Tommy Bahama brand operations in Canada from our former licensee and now operate nine retail stores in Canada and have a direct-to-consumer e-commerce business shipping directly into the Canadian market;

- Lilly Pulitzer continued to perform well with top-line year-over-year growth of 13% and four successful retail store openings; and significantly, for our shareholders, we achieved total shareholder return of 54% during fiscal 2013 and finished the year with our stock price trading at $75.47 per share compared to $49.61 at the end of fiscal 2012.

Despite our overall strong performance during fiscal 2013, we did fall short of our original goals for the year, which were based on our budgeting process at the end of fiscal 2012. While our Lanier Clothes operating group exceeded our targeted goals for the year in both sales and operating income, our other three operating groups fell short of our original fiscal 2013 plan. The compensation actually earned by our NEOs for fiscal 2013 reflects these shortfalls. The table below shows the total reported compensation for each of fiscal 2013, fiscal 2012 and fiscal 2011 by our NEOs, as reported below under

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" *Compensation Tables Summary Compensation Table for Fiscal 2013*", and the total realizable compensation for our NEOs, giving effect to our actual performance during the relevant periods:

Name	Fiscal Year	Total Reported Compensation ($)	Total Realizable Compensation ($)[1]
Thomas C. Chubb III	2013	1,506,382	961,582
Chief Executive Officer and President	2012	1,462,437	1,427,552
	2 011	1,055,040	1,055,040
K. Scott Grassmyer	2013	672,138	399,738
Executive Vice President Finance,	2012	646,928	632,789
Chief Financial Officer and Controller	2011	500,660	500,660
Thomas E. Campbell	2013	658,164	385,764
Executive Vice President Law and Administration, General Counsel and Secretary	2012	635,360	621,221
J. Wesley Howard, Jr. President, Lanier Clothes	2013	772,958	555,038
Terry R. Pillow	2013	1,470,710	925,910
CEO, Tommy Bahama Group	2012	2,091,060	2,044,565
	2011	1,589,435	1,589,435

(1) For purposes of calculating total realizable compensation, we started with the total reported compensation and then (x) excluded the value of any equity compensation that is ultimately unearned for a particular performance period and (y) revalued earned equity awards based on the closing price of our common stock on the last day of the performance period.

When evaluating compensation paid to our NEOs and making compensation decisions, our compensation committee takes into consideration, among other things, the realizable pay earned by our NEOs in prior years in order to ensure that the compensation actually paid to our NEOs is competitive and achieves the desired objectives of retention, motivation and alignment of our executive officers' interests with those of our shareholders.

Consideration of Last Year's Advisory Shareholder Vote on NEO Compensation

At our 2013 annual meeting of shareholders, we held an advisory vote seeking shareholder approval of a "say-on-pay" proposal approving our NEO compensation program. At the 2013 annual meeting, 99% of the votes cast on our say-on-pay proposal were cast in support of our NEO compensation program, as described in our 2013 proxy statement. In light of the extraordinary shareholder support on last year's say-on-pay proposal, our compensation committee has not implemented changes to our compensation program for fiscal 2014 as a direct result of last year's advisory shareholder vote. However, our compensation committee regularly evaluates market compensation practices, taking into consideration information relating to compensation paid by peers and information furnished by management and compensation consultants, and implements changes as it deems appropriate.

Compensation Philosophy and Objectives

Our executive compensation programs are designed to:

- maintain a strong link between pay and performance;
- align our executive officers' interests with those of our shareholders; and
- ensure that we are able to attract and retain talented individuals.

Consistent with these objectives, our NEO compensation practices incorporate the following in consideration of the long-term best interests of our shareholders:

- we tie a significant percentage of each NEO's potential cash and total compensation opportunities to performance of our company and/or our operating groups;
- our NEOs do not have employment contracts;
- we do not have severance arrangements with our NEOs;
- we do not provide our NEOs with tax gross-ups;

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- our equity compensation awards are subject to a "double trigger" acceleration of vesting;
- our performance-based equity compensation awards are subject to a clawback provision in the event of certain material restatements of our financial statements;
- we do not pay dividends or dividend equivalents on performance-based equity compensation awards during the applicable performance period;
- repricing of stock options is prohibited under our Long-Term Stock Incentive Plan (which we refer to as the "LTIP") absent shareholder approval;
- we maintain stock ownership guidelines for our executive officers;
- we have a retention guideline, or holding period, on exercised stock options and vested restricted stock that applies to our executive officers;
- we have an anti-hedging policy prohibiting our directors and executive officers from hedging the economic risk of ownership of our company's stock;
- we have a formal anti-pledging restriction applicable to our directors and executive officers; and
- we provide only modest perquisites, namely complimentary or discounted availability of our products, that serve the best interests of our business and are common practice in our industry.

Compensation Decision Process

Compensation Committee; Compensation Consultants. Pursuant to its charter, our compensation committee has the authority, with our company's funding, to retain or obtain the advice of a compensation consultant to assist in the evaluation of, among other things, chief executive officer and non-CEO executive officer compensation, provided, that it will retain such an advisor only after taking into consideration relevant factors relating to the advisor's independence from our management.

In February 2012, our compensation committee completed a project which comprehensively reviewed the compensation paid to our executive officers. The project included benchmarking total compensation for the company's executive officers; updating the company's compensation peer group; conducting compensation market research; benchmarking best practices in compensation programs; and developing a new performance-based long-term incentive program. The compensation committee relied in part on work done by compensation consulting firm James F. Reda & Associates, or "Reda," which was engaged by the compensation committee in fiscal 2011 to provide program design, benchmarking and technical assistance, as well as work done by other members of management.

The overall project provided a framework for compensation decisions in fiscal 2011 and fiscal 2012, and the information provided by Reda was utilized in developing the performance-based equity compensation programs approved by our compensation committee in fiscal 2012 and fiscal 2013.

During fiscal 2013, our compensation committee retained Mercer (US) Inc. ("Mercer") as its compensation consultant to assist with various executive compensation matters, including proposals for the total compensation paid to our executive officers, and the individual components of executive officer compensation, and market data, including the peer group, used by management in reviewing executive officer compensation and influencing our Chief Executive Officer's recommendations to the compensation committee on compensation paid to our other NEOs. Because of the timing of our compensation committee's engagement of Mercer, Mercer's services did not affect any compensation decisions by our compensation committee in respect of NEO compensation during fiscal 2013, but did influence compensation decisions implemented and approved by our compensation committee for fiscal 2014.

In relation to our compensation committee's retention of Mercer (US) Inc., our compensation committee considered various factors relating to the advisor's independence from our management, including those enumerated by the NYSE. As part of its evaluation, our compensation committee considered the following: Mercer's parent company provides certain insurance brokerage services to our company; the fees paid to Mercer's parent company in connection with those brokerage services represented a nominal amount of the revenues generated by that entity; Mercer's policies and procedures relating to conflicts of interest; the fact that the Mercer consultants that work with our company do not presently own any of our common stock; and certain present and historic business relationships between Mercer or its affiliates, on the one hand, and employers of certain of our compensation committee members. Following its review, our compensation committee concluded that Mercer was independent and that the engagement of Mercer did not raise a conflict of interest.

In addition, during fiscal 2013, our company's management retained Towers Watson to evaluate the short-term cash incentive programs throughout our company. The recommendations of Towers Watson in connection with this engagement did not affect any compensation decisions in respect of fiscal 2013. In addition, the engagement was not focused on or specific to executive compensation. However, certain observations and recommendations by Towers Watson influenced certain management recommendations to, and decisions by, our compensation committee in respect of fiscal 2014.

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Key Participant Roles. The following table summarizes the significant roles of the various key participants, including those of certain of our executive officers, in the decision-making process with respect to NEO compensation, in particular for fiscal 2013:

Participant	Roles
Board of Directors	Reviews and approves changes in equity and cash incentive plans available to our NEOs (other than those generally available to employees of our company on a non-discriminatory basis), including submission of plans to our shareholders for approval as may be required
	Appoints the members of our compensation committee
Compensation Committee	Establishes and communicates the performance objectives for our Chief Executive Officer
	Evaluates the performance of our Chief Executive Officer
	Determines and approves the base salary and cash incentive award opportunities for our Chief Executive Officer
	Reviews our Chief Executive Officer's performance evaluation and compensation recommendations for each of our other NEOs
	Approves the base salary and cash incentive award opportunities for each of our other NEOs
	Reviews and approves all equity compensation awards, including those to our NEOs
	Oversees our company's risk profile that results from our compensation programs
Committee's Compensation Consultant (*during fiscal 2011*)	Reviewed compensation programs for our NEOs relative to market comparables

	Provided recommendations on target cash and total compensation ranges for our NEOs for fiscal 2011 and on target equity compensation ranges for our NEOs for fiscal 2012
	Assisted with program design for equity compensation programs
	Summarized market data on various aspects of executive compensation, including market trends and practices
Committee's Compensation Consultant (*during fiscal 2013*)	
	Reviewed compensation programs for our NEOs relative to market comparables and made recommendations for fiscal 2014 total and component NEO compensation
	Reviewed and provided recommendations for peer group composition for fiscal 2014
	Provided recommendations for program design for equity compensation programs and cash incentive plans for our NEOs
Company Compensation Consultant (*during fiscal 2013*)	
	Reviewed program design for cash incentive plans throughout our company and provided recommendations on changes for fiscal 2014
Chairman of the Board	
	Regularly attends our compensation committee meetings
	Provides input on performance of our Chief Executive Officer

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Participant	Roles
Executive Officers	
Chief Executive Officer	Regularly attends portions of our compensation committee meetings Reviews performance of our other NEOs Provides our compensation committee with base salary and target cash and equity incentive compensation recommendations for our other executive officers Together with our Chief Financial Officer and other executive officers, recommends performance goals applicable to performance-based compensation
Executive Vice President Finance, Chief Financial Officer and Controller	Regularly attends portions of our compensation committee meetings Provides budget information and preliminary recommendations to our Chief Executive Officer and, ultimately, to our compensation committee on performance goals applicable to performance-based compensation Provides and certifies financial information used in determining satisfaction of performance targets Assists with design and implementation of compensation programs
Executive Vice President Law and Administration, Secretary and General Counsel	Regularly attends portions of our compensation committee meetings Prepares and provides agenda materials for our compensation committee meetings

Oversees review of market data on executive officer compensation, including applicable ranges of base salary and total cash compensation paid to comparable executives at comparator companies

Assists with design and implementation of compensation programs

Updates and summarizes key legal and corporate governance developments relating to compensation practices

Market Data. We utilize market surveys to obtain a general understanding of compensation practices and trends, and in evaluating market comparisons of compensation paid to our NEOs, when making compensation recommendations and decisions for our NEOs. For fiscal 2013 compensation reviews, we utilized the applicable Kenexa Global Consumer Goods Surveys; Mercer's Apparel and Retail Industry Surveys; and Towers Watson's General and Retail/Wholesale Industry Survey Reports on Executive Compensation. We do not have any input into the companies that make up these surveys.

In addition, our compensation committee reviews compensation data obtained from publicly available sources for peer, or comparator, companies. For fiscal 2013, our compensation committee reviewed relevant compensation data from the following companies:

Ann Inc.	Fifth & Pacific Companies, Inc.	Quiksilver, Inc.
bebe stores, inc.	G-III Apparel Group, Ltd.	Steven Madden, Ltd.
Carter's, Inc.	Guess?, Inc.	The Talbots, Inc.
Chico's FAS Inc.	Kenneth Cole Productions, Inc.	True Religion Apparel, Inc.
Coldwater Creek, Inc.	lululemon athletica inc.	The Warnaco Group, Inc.
Columbia Sportswear Company	Maidenform Brands, Inc.	Urban Outfitters, Inc.
Delta Apparel, Inc.	Perry Ellis International, Inc.	

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Elements of Executive Officer Compensation

Total compensation for our NEOs in recent years has consisted of the following components:

Compensation Component	Overview	Purpose
Base Salary	Base salary provides a fixed amount of cash compensation to our NEOs.	Base salary provides a competitive level of guaranteed cash compensation that allows us to attract and retain qualified executives and to compensate them for performing basic job responsibilities.
Short-Term/Annual Incentive Compensation	Cash incentive awards under the EPIP provide our NEOs with variable cash compensation opportunities based on company and/or operating group performance.	Cash incentive awards are used, among other things, to attract and retain qualified executives; align the compensation paid to our executive officers with our company's performance; motivate our executive officers to work to achieve and exceed specific company performance goals; and facilitate the treatment of elements of compensation as performance-based compensation under the Internal Revenue Code.
Performance-Based Equity Compensation	Performance-based equity incentive compensation awards provide our NEOs with equity compensation opportunities under our LTIP based on company performance and the satisfaction of additional service requirements.	Equity compensation further aligns the interests of our NEOs with those of our shareholders by encouraging retention, motivating our executive officers to work to achieve and exceed performance goals and rewarding increases in stock price.
Other Benefit Plan Participation Opportunities	Our NEOs based are generally eligible to participate in various health, life insurance, retirement, stock purchase and disability benefit plans we have established for our U.S.-based employees and/or executives.	These benefit plans are designed to attract and retain key employees by providing benefits competitive with those generally available.
Perquisites	From time to time, our NEOs receive discounts on merchandise purchased directly from our distribution centers or through our direct to consumer channels, as well as complimentary meals at our Tommy Bahama restaurants or allowances for apparel merchandise, and other minimal perquisites.	These perquisites are designed to attract and retain key employees by providing perquisites that are common practice within our industry.

Target Compensation Levels / Mix. In recent years, our compensation committee has generally utilized the median of total cash compensation (base salary and cash incentive awards) for similar positions identified using industry and general market data, as well as that of similarly situated executives at the peer company group, as a basis for evaluating and approving the target total cash compensation for our executive officers generally. In establishing specific base salary amounts and cash incentive award target amounts payable to any individual executive officer, our compensation committee takes into consideration a number of factors, such as the specific individual's duration with our company and in a specific role, prior performance and accomplishment of significant business strategies, the size of an operating group or business unit, the oversight and other responsibilities of the individual, the individual's prior employment experience and compensation history, other factors related to the scope or unique nature of the incumbent's job responsibilities, retention considerations, and geographic distinctions. The following table indicates how the total target cash compensation for our executive officers compared to the median of industry and general market data studied by our compensation committee for fiscal 2013:

Name	Base Salary	Target Cash Incentive	Total Target Cash Compensation	Market Data Median	NEO Target Relative to Market Data Median
Thomas C. Chubb III	$ 725,000	$ 725,000	$ 1,450,000	$ 1,781,000	81.4%
K. Scott Grassmyer	$ 325,000	$ 162,500	$ 487,500	$ 627,000	77.8%
Thomas E. Campbell	$ 325,000	$ 162,500	$ 487,500	$ 527,000	92.5%
J. Wesley Howard, Jr.	$ 305,000	$ 152,500	$ 457,500	$ 582,000	78.6%
Terry R. Pillow	$ 825,000	$ 495,000	$ 1,320,000	$ 847,000	155.8%

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In approving the amount of long-term equity compensation granted to our executive officers, our compensation committee reviews market data to understand trends and general compensation practices (for example, typical vesting periods and/or types and values of equity grants). In approving our fiscal 2013 performance-based equity compensation program, which is described under *" Long-Term Equity Incentive Compensation,"* our compensation committee also took into consideration market survey data on equity compensation ranges and recommendations made by the compensation consultant engaged by our compensation committee during fiscal 2011.

Our compensation committee reviews all components of the compensation payable to our executive officers, including base salaries, cash incentive awards, and long-term equity incentive compensation. In approving the total target compensation of our NEOs, our compensation committee does not expressly allocate a specified percentage of total compensation to base salary, short-term incentive compensation and/or long-term equity compensation.

Compensation Mix. Our compensation committee generally increases target incentive award levels for an executive officer as such officer's responsibilities within our organization increase, thereby more heavily weighting the variable elements of compensation for our most senior executive officers who are more likely to have a strong and direct impact in achieving strategic and financial goals that are most likely to affect shareholder value. Our compensation committee believes that the best interests of our shareholders are served by subjecting a meaningful proportion of our NEOs' total compensation to the achievement of company and/or operating group performance that represents meaningful value to our company. As illustrated below, 63% of our Chief Executive Officer's total target direct compensation for fiscal 2013 was performance based, and 56% of our other NEOs' total target direct compensation for fiscal 2013 (on an aggregate basis) was performance based.

CEO **Other NEOs**

Base Salary

Our compensation committee utilizes base salaries to provide a fixed amount of compensation to our NEOs for the performance of their duties. Base salaries of our NEOs are reviewed on an annual basis. Our compensation committee determines the salary of our Chief Executive Officer and reviews and approves (with or without modification) our Chief Executive Officer's recommended salaries for our other executive officers.

Base Salaries for Fiscal 2013

Chief Executive Officer's Review. In March 2013, our compensation committee evaluated Mr. Chubb's performance during fiscal 2012, taking into consideration the fact that Mr. Chubb was Chief Executive Officer for only the last month of the period and oversaw only certain of our operating groups during the full year in his capacity as President. As part of its review, our compensation committee considered the company's performance and achievements during fiscal 2012, including:

- consolidated net sales growth of 13% during fiscal 2012, driven in large part by strong performances at our Tommy Bahama and Lilly Pulitzer operating groups.

- bottom-line growth of 8% and 42% for Tommy Bahama and Lilly Pulitzer, respectively, even as we invested heavily in future growth opportunities for those businesses.

- continued strong performance at Lanier Clothes, which posted $11 million in operating income during the year;

new hires and assumption of greater responsibilities by our company's Corporate services organization, as well as the smooth transition Mr. Chubb had experienced in connection with his promotion to the position of Chief Executive Officer; and

various continued challenges and disappointing performances by our Ben Sherman operating group.

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Base Salaries for our NEOs.

Following a review of relevant market data with respect to each of our NEOs, our compensation committee approved the following merit-based increases in base salary (effective April 2013 with respect to any increase):

Name	Base Salary Fiscal 2013	Base Salary Fiscal 2012	Percentage Change
Thomas C. Chubb III(1)	$ 725,000	$ 725,000	
K. Scott Grassmyer	$ 325,000	$ 292,500	11.1%
Thomas E. Campbell	$ 325,000	$ 292,500	11.1%
J. Wesley Howard, Jr.	$ 305,000	$ 290,000	5.2%
Terry R. Pillow	$ 825,000	$ 800,000	3.1%

(1) Our compensation committee reviewed market data regarding CEO compensation at peer group companies and at other companies in the retail/apparel industry and general industry in December 2012 in anticipation of Mr. Chubb's promotion. The committee took into consideration Mr. Chubb's salary history, his job performance and experience, input from our former Chief Executive Officer Mr. Lanier, and other factors, including the current compensation for other executive officers at our company. Based on this review, our compensation committee decided to increase Mr. Chubb's annual base salary from $600,000 to $725,000, effective January 1, 2013. In light of its recent increase to Mr. Chubb's base salary and the other compensation opportunities evaluated for Mr. Chubb in fiscal 2013, including the cash incentive award opportunity discussed below, our compensation committee did not make any further changes to Mr. Chubb's base salary for fiscal 2013.

Short-Term Incentive Compensation

Our compensation committee utilizes cash incentive awards under the EPIP to provide our NEOs with variable cash compensation opportunities based on company and/or operating group performance.

For fiscal 2013, our compensation committee approved an annual cash incentive program for our NEOs. The program, which was similar in structure and operation to the program established in recent years, set target awards and performance goals based exclusively on the performance of our company or applicable operating group during the year. Our compensation committee retained "downward discretion" to reduce (but not to increase) the total cash incentive awards payable to any of our NEOs.

Consistent with the objective of motivating our NEOs to achieve and exceed performance goals, our compensation committee approved target and maximum award levels expressed as a percentage of each NEO's base salary for fiscal 2013, as follows:

Name	Cash Incentive Awards (% of Base Salary) At Threshold	At Target	At Maximum
Thomas C. Chubb III	0.0	100.0	150.0
K. Scott Grassmyer	0.0	50.0	75.0
Thomas E. Campbell	0.0	50.0	75.0
J. Wesley Howard, Jr.	0.0	50.0	75.0
Terry R. Pillow	0.0	60.0	100.0

For cash incentive awards that could become payable to Mr. Chubb, Mr. Grassmyer and/or Mr. Campbell, our compensation committee approved individual performance measures based on profit before taxes, as adjusted for specifically identified non-recurring or unusual items (PBT), of our company and/or each of our operating groups. The total incentive award for each of these individuals was comprised of distinct performance measure components tied to each of our operating groups and/or our company as a whole. PBT is a performance measure which we believe drives shareholder value by focusing management on the profitability of our company and/or operating groups, taking into consideration the cost of the capital being deployed.

For cash incentive awards that could become payable to Mr. Howard, the incentive award was based entirely on our Lanier Clothes Group's satisfaction of applicable PBT targets. For cash incentive awards that could become payable to Mr. Pillow, the incentive award was based entirely on Tommy Bahama Group's satisfaction of applicable PBT targets. For each of these individuals, no incentive would be payable under the EPIP unless the applicable threshold performance measure for the applicable operating group was satisfied.

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In establishing performance targets for cash incentive award opportunities for each of our NEOs for fiscal 2013, our compensation committee took into consideration our original budgeted plans for the fiscal year and anticipated changes in our business(es) from the prior year. For purposes of the cash incentive award for Mr. Chubb, Mr. Grassmyer and Mr. Campbell, the table below sets forth the applicable performance measure and threshold, target and maximum performance targets established by our compensation committee for each of our operating groups and our company as a whole; the actual performance of each of our operating groups and our company as a whole during fiscal 2013; the proportion of the individual's total incentive opportunity allocated to each of our operating groups and our company as a whole; and the determination of the total incentive award (expressed as a percentage of each individual's target incentive opportunity) earned by each of these executive officers:

Performance Measure(s) ($ in 000s)	Performance Target: Threshold	Performance Target: Target	Performance Target: Maximum	Actual Performance	Allocation of Total Cash Incentive Award	Bonus Contribution
PBT of total/consolidated company	$ 57,555	$ 63,950	$ 70,345	< Threshold	15.0%	0.0%
PBT of Tommy Bahama Group	$ 51,566	$ 57,296	$ 63,026	$ 52,196	47.5%	5.2%
PBT of Lilly Pulitzer Group	$ 22,532	$ 25,605	$ 28,678	$ 23,191	17.5%	3.8%
PBT of Lanier Clothes Group	$ 4,550	$ 6,500	$ 8,450	$ 8,105	10.0%	14.1%
PBT of Ben Sherman Group	$ (8,800)	$ (3,800)	$ 1,200	< Threshold	10.0%	0.0%
Total Incentive Award (as % of Target)						**23.1%**

For purposes of the cash incentive awards to Mr. Howard and Mr. Pillow, the table above includes the threshold, target and maximum performance targets established by our compensation committee for our Lanier Clothes Group and Tommy Bahama Group, respectively; and the actual performance of each of those operating groups during fiscal 2013.

Based on our fiscal 2013 performance, each of our NEOs earned the following cash incentives in respect of fiscal 2013:

Name	Bonus Award at Target ($)	Bonus Award Earned (as % of Target)	Bonus Award Earned ($)
Thomas C. Chubb III	$ 725,000	23.1%	$ 167,475
K. Scott Grassmyer	$ 162,500	23.1%	$ 37,538
Thomas E. Campbell	$ 162,500	23.1%	$ 37,538
J. Wesley Howard, Jr.	$ 152,500	141.2%	$ 215,330
Terry R. Pillow	$ 495,000	11.0%	$ 54,450

Long-Term Equity Incentive Compensation

Our compensation committee utilizes stock-based incentive awards under the LTIP to incent our NEOs to remain with our company and further align the interests of our NEOs with those of our shareholders.

In April 2013, our compensation committee approved a performance-based equity compensation program under the LTIP for, among others, our NEOs. The program was similar to the performance-based equity compensation program under the LTIP for our NEOs in respect of fiscal 2012. The fiscal 2013 awards provided the recipients with the opportunity to earn restricted share units contingent upon our achievement of certain earnings per share performance goals for our company during fiscal 2013. The restricted share units earned by recipients would be further subject to cliff vesting on May 1, 2017 and, if earned, were to be settled in shares of our common stock.

The table below sets forth the grants approved by our compensation committee for each participating NEO for the fiscal 2013 LTIP program, including the number of restricted share units that would be earned at the threshold, target and maximum performance levels:

Name	2013 LTIP Awards (# of RSUs): At Threshold	At Target	At Maximum
Thomas C. Chubb III	0	10,000	15,000
K. Scott Grassmyer	0	5,000	7,500

Thomas E. Campbell	0	5,000	7,500
J. Wesley Howard, Jr.	0	4,000	6,000
Terry R. Pillow	0	10,000	15,000

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The awards would generally be forfeited if the recipient is not continuously employed by us through May 1, 2017. Accelerated vesting of the award is limited to a "double trigger" scenario (i.e., a change of control of our company and a termination of employment by the individual with good reason or by us or our acquirer without cause). In addition, amounts received or that may be received under the fiscal 2013 performance-based equity compensation program are subject to a clawback provision in the event of certain material restatements of our financial statements.

From the actual grant of earned RSUs following the performance period and our compensation committee's certification of results for the year through the applicable vesting date, our participating NEOs would be paid dividend equivalents in cash as and when we pay cash dividends on shares of our common stock.

Despite our strong performance during fiscal 2013, our actual earnings per share during fiscal 2013 were below the threshold performance goal of $2.88 established by the compensation committee in April 2013. Therefore, in March 2014, our compensation committee determined that no restricted share units were earned under the fiscal 2013 performance-based equity compensation program.

Other Benefit Plans and Perquisites

Retirement Savings Plan. During fiscal 2013, we provided retirement benefits to our eligible employees, including the NEOs, under the terms of our tax-qualified retirement savings plan (which we also refer to as our "401(k) plan"). Our 401(k) plan is intended to promote retirement savings by providing employees with an opportunity to save in a tax-efficient manner. During calendar year 2013, we made matching contributions to participants who had achieved a minimum of one year of service under the plan of (1) 100% of the first 3% of the participant's compensation that is deferred and (2) 50% of the next 2% of the participant's compensation that was deferred.

Our company contributions under the 401(k) plan are subject to limitations prescribed by the Internal Revenue Code. Our company contributions to the 401(k) plan vest immediately. Our NEOs are permitted to make contributions to the plan solely from pre-tax compensation. Our NEOs participate in our 401(k) plan on the same terms as other "highly compensated employees" (determined under applicable Internal Revenue Service guidelines) of our company. During fiscal 2013, Messrs. Chubb, Grassmyer, Campbell and Howard participated in our 401(k) plan. Company contributions for each NEO during fiscal 2013 under our 401(k) plan are included in the table below under " *Compensation Tables Summary Compensation Table for Fiscal 2013.*"

Non-Qualified Deferred Compensation Plan. We offer a Non-Qualified Deferred Compensation Plan, which we refer to as the "Deferred Compensation Plan," to certain highly compensated employees based in the United States, including the NEOs. Under the Deferred Compensation Plan, a participant may defer up to 50% of base salary and up to 100% of an annual performance-based cash incentive award. The NEOs participate in the Deferred Compensation Plan on the same terms as our other eligible, participating employees. During fiscal 2013, all of our NEOs participated in the Deferred Compensation Plan.

All deferral elections are irrevocable except in the case of a hardship. In respect of calendar year 2013, we made a contribution to each participant's account of (1) 4% of the amount that a participant's compensation during the calendar year exceeded the 401(k) compensation limit for the calendar year (which for calendar year 2013 was $255,000), and (2) 4% of any compensation that is excluded from receiving a company match in the 401(k) plan due to participation in the Deferred Compensation Plan, provided in each case that the participant elects under the Deferred Compensation Plan to defer at least 1% of his or her base salary following enrollment in the Deferred Compensation Plan. Company contributions for each NEO during fiscal 2013 under our Deferred Compensation Plan are included in the table below under " *Compensation Tables Summary Compensation Table for Fiscal 2013.*"

The Deferred Compensation Plan is intended to offer our highly compensated employees, including our eligible NEOs, a tax-efficient method for accumulating retirement savings, as well as to provide an opportunity for our executives to accumulate savings in a tax-efficient manner for significant expenses while continuing in service. The Deferred Compensation Plan constitutes an unfunded, non-qualified deferred compensation plan, and participants' account balances are subject to the claims of our company's creditors. In the event that our company becomes insolvent, participants in the Deferred Compensation Plan would be unsecured general creditors with respect to their account balances, which we believe further aligns the interests of our participating NEOs with the long-term interests of our shareholders.

Because none of our NEOs received above-market, fixed rates of return under the Deferred Compensation Plan, earnings under the plan are not included in the table below under " *Compensation Tables Summary Compensation Table for Fiscal 2013.*" Earnings and related activity under the Deferred Compensation Plan by our NEOs during fiscal 2013 are described below under " *Compensation Tables Fiscal 2013 Non-Qualified Deferred Compensation.*"

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Executive Medical Insurance Plan. Certain key employees, including Messrs. Chubb, Grassmyer, Campbell and Howard are eligible to receive reimbursement of qualified medical expenses in an amount up to $100,000 per year with a limit of $10,000 per occurrence. Our executive medical insurance plan reimburses eligible executives for reasonable, medically necessary expenses that are not covered under a base medical plan. Our executive medical insurance also provides for a $100,000 accidental death and dismemberment benefit that will pay an eligible executive officer's beneficiary the lump sum amount in the event of death as a result of a covered accident.

Company contributions for each NEO during fiscal 2013 under our executive medical insurance plan are included in the table below under *" Compensation Tables Summary Compensation Table for Fiscal 2013."*

Other Benefits. In addition to some of the other compensation policies discussed above, our NEOs are generally eligible to participate in and receive the same health, life insurance and disability benefits, and to participate in certain other benefit plans such as our employee stock purchase plan, available to our employees generally, subject to distinctions in our plans that are applicable to employees of our subsidiaries and/or are based on residence requirements.

Merchandise Discounts. From time to time, our NEOs receive discounts on merchandise purchased directly from our distribution centers or through our direct to consumer channels, as well as complimentary meals at our Tommy Bahama restaurants. Certain of these discounts and benefits are offered to other designated employees from time to time. We offer these discounts and benefits because they represent common practice in our industry.

Written Arrangements

Subject to the effect of local labor laws, all of our employees are terminable at our discretion. From time to time, we have entered into written employment arrangements with certain of our employees, including certain of our executive officers. In addition, we have from time to time implemented discretionary separation programs that have provided for separation payments to departing employees. We do not currently have a written employment agreement with any of our NEOs.

Stock Ownership and Retention Guidelines; Anti-Pledging/Hedging Policy

Our Board has established stock ownership guidelines for our executive officers, including the NEOs. The ownership guidelines specify a target number of shares of our common stock that our executive officers are expected to accumulate and hold within five years of appointment to the applicable position. Pursuant to these guidelines, each of our executive officers is expected to own or acquire shares of our common stock having a fair market value of a multiple of his or her base salary as follows: Chief Executive Officer 4.0x; President 2.5x; Executive Vice Presidents 2.0x; and All Other Executive Officers (which includes the heads of each of our operating groups) 1.5x.

Our Corporate Governance Guidelines also provide for a retention guideline, or holding period, of one year for stock acquired upon the exercise of options or lapse of restrictions on restricted stock (net of funds reasonably expected to be necessary to satisfy applicable taxes and/or pay the exercise price of stock options) that applies to our executive officers, including our NEOs.

Pursuant to our Corporate Governance Guidelines and our insider trading policy, our directors and executive officers, including our NEOs, are prohibited from hedging the economic risk of ownership of our company's stock, including through the use of puts, calls, equity swaps or other derivative securities or from entering into any pledge arrangements after March 2013 that use our company's stock as collateral for a loan or other purposes.

Tax Deductibility Considerations

It is the responsibility of our compensation committee to address the issues raised by Section 162(m) of the Internal Revenue Code. Section 162(m) generally prohibits us from deducting the compensation of certain NEOs that exceeds $1,000,000 during any year. The limitation does not apply to compensation based on achievement of pre-established performance goals if certain requirements are met. Our EPIP is structured to permit awards to qualify as performance-based compensation to maximize the tax deductibility of such awards. Our compensation committee, as it deems appropriate, uses and intends to use performance-based compensation to limit the amount of compensation paid by us that would not be eligible for deductibility. However, our compensation committee believes that we must be able to attract, retain and reward the executive leadership necessary to develop and execute our strategic plans and that the loss of a tax deduction may be necessary and appropriate in some circumstances. Accordingly, our compensation committee may exercise its discretion to award compensation in excess of the Section 162(m) limits as it deems necessary or appropriate.

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Compensation Tables

Summary Compensation Table for Fiscal 2013

The table below shows the compensation for each of fiscal 2013, fiscal 2012 and fiscal 2011 by our NEOs:

Name and Principal Position	Fiscal Year	Salary ($)	Stock Awards ($)[(1)]	Non-Equity Incentive Plan Compensation ($)[(2)]	All Other Compensation ($)[(3)]	Total ($)
Thomas C. Chubb III	2013	725,000	544,800	167,475	69,107	1,506,382
Chief Executive Officer and President	2012	614,423	359,979	397,440	90,595	1,462,437
	2011	550,000		420,750	84,290	1,055,040
K. Scott Grassmyer	2013	320,000	272,400	37,538	42,200	672,138
Executive Vice President Finance,	2012	296,394	146,250	161,460	42,824	646,928
Chief Financial Officer and Controller	2011	280,615		180,094	39,951	500,660
Thomas E. Campbell	2013	320,000	272,400	37,538	28,226	658,164
Executive Vice President Law and	2012	296,394	146,250	161,460	31,256	635,360
Administration, General Counsel and Secretary						
J. Wesley Howard, Jr.	2013	302,692	217,920	215,330	37,016	772,958
President, Lanier Clothes						
Terry R. Pillow	2013	800,199	544,800	54,450	71,261	1,470,710
CEO, Tommy Bahama Group	2012	790,387	479,987	723,202	97,484	2,091,060
	2011	750,000		750,000	89,435	1,589,435

(1) The values for stock awards in this column represent the grant date fair value of performance-based equity incentive compensation awards approved in fiscal 2013 and fiscal 2012, computed in accordance with FASB ASC Topic 718; however, pursuant to SEC regulations, no reduction has been applied for estimated forfeitures. Awards with performance conditions are computed based on the probable outcome of the performance conditions as of the grant date for the award. Information about the assumptions used to value these awards can be found under the captions "Equity Compensation" and "Long-Term Stock Incentive Plan" in Notes 1 and 7, respectively, in our Fiscal 2013 Annual Report on Form 10-K. For fiscal 2013, the performance conditions under these stock awards were not met and ultimately no amounts were received by our NEOs.

Assuming the maximum level of performance conditions were met for stock awards during fiscal 2013, the grant date value of stock awards for fiscal 2013 for our NEOs would be as follows: Mr. Chubb $817,200; Mr. Grassmyer $408,600; Mr. Campbell $408,600; Mr. Howard $326,880; and Mr. Pillow $817,200.

(2) Amounts reported under "Non-Equity Incentive Plan Compensation" reflect cash incentive awards earned by each of our NEOs in respect of company and/or operating group performance during the applicable fiscal year under our EPIP, as described above under " *Compensation Discussion and Analysis Short-Term Incentive Compensation*."

(3) Amounts reported under "All Other Compensation" for fiscal 2013 reflect the following amounts:

Name	Company Paid Life Insurance ($)	Executive Health Insurance ($)	Company Contributions to Defined Contribution Plans ($)	Company Contributions to Non-Qualified Deferred Compensation Plan ($)	Dividends on Unvested Stock Awards ($)
Thomas C. Chubb III	1,518	10,155	10,313	34,582	12,539
K. Scott Grassmyer		18,033	10,220	8,908	5,038
Thomas E. Campbell		4,851	9,428	8,908	5,038
J. Wesley Howard, Jr.	1,610	12,864	10,268	8,149	4,125
Terry R. Pillow	1,584			51,459	18,219

In addition, our NEOs, from time to time, receive discounts on merchandise purchased directly from our distribution centers or through our direct to consumer channels and may, from time to time, receive complimentary meals at our Tommy Bahama restaurants or allowances for apparel merchandise. We do not believe that the aggregate incremental cost to us of these discounts and benefits exceeds $10,000 for any of our NEOs and are excluded from this table.

Grants of Plan-Based Awards in Fiscal 2013

The following table presents information for fiscal 2013 regarding possible cash awards that could have been earned for fiscal 2013 performance under our EPIP and equity awards granted under our LTIP:

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			
Name	**Grant Date**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**Threshold (#)**	**Target (#)**	**Maximum (#)**	**Grant Date Fair Value of Stock Awards ($)(3)**
Thomas C. Chubb III		0	725,000	1,087,500				
	4/5/13				0	10,000	15,000	544,800
K. Scott Grassmyer		0	162,500	243,750				
	4/5/13				0	5,000	7,500	272,400
Thomas E. Campbell		0	162,500	243,750				
	4/5/13				0	5,000	7,500	272,400
J. Wesley Howard, Jr.		0	152,500	228,750				
	4/5/13				0	4,000	6,000	217,920
Terry R. Pillow		0	495,000	825,000				
	4/5/13				0	10,000	15,000	544,800

(1) Amounts set forth under "Estimated Future Payouts Under Non-Equity Incentive Plan Awards" reflect potential cash incentive awards in respect of company and/or operating group performance during fiscal 2013 under the EPIP, which is described above under *"Compensation Discussion and Analysis Short-Term Incentive Compensation."*

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(2)
The number of shares set forth under "Estimated Future Payouts Under Equity Incentive Plan Awards" reflect potential restricted share units in respect of our performance during fiscal 2013 under the LTIP, which is described above under " *Compensation Discussion and Analysis Long-Term Equity Incentive Compensation.*" Following fiscal 2013, our compensation committee determined no restricted share units were earned pursuant to these awards.

(3)
The values for stock awards in this column, computed in accordance with FASB ASC Topic 718, represent the grant date fair value of the restricted share units that may be earned at target performance; however, pursuant to SEC regulations, no reduction has been applied for estimated forfeitures.

Outstanding Equity Awards at Fiscal 2013 Year-End

The following table provides information with respect to unvested restricted share units held by our NEOs as of February 1, 2014. Our NEOs did not hold any unexercised stock options at the end of fiscal 2013.

	Stock Awards	
Name	**Number of Shares or Units of Stock That Have Not Vested (#)[(1)]**	**Market Value of Shares or Units of Stock That Have Not Vested ($)[(2)]**
Thomas C. Chubb III	6,553	494,555
K. Scott Grassmyer	2,663	200,977
Thomas E. Campbell	2,663	200,977
J. Wesley Howard, Jr.	2,640	199,241
Terry R. Pillow	8,738	659,457

(1)
The restricted share units vest on March 31, 2016 and will be settled in shares of our common stock.

(2)
The market value of stock awards reported is computed by multiplying the number of shares of stock that have not vested by $75.47, the per-share closing price of our common stock on February 1, 2014.

Option Exercises and Stock Vested During Fiscal 2013

The following table provides information concerning exercises of stock options and the vesting of restricted stock for each of our NEOs during fiscal 2013. The table reports the number of securities for which the options were exercised; the aggregate dollar value realized upon the exercise of options; the number of shares of stock that have vested; and the aggregate dollar value realized upon vesting of stock.

	Option Awards		**Stock Awards**	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)[(1)]**	**Number of Shares Acquired on Vesting (#)[(2)]**	**Value Realized on Vesting ($)[(2)]**
Thomas C. Chubb III	13,000	467,513	50,000	2,956,500
K. Scott Grassmyer			20,000	1,182,600
Thomas E. Campbell			20,000	1,182,600
J. Wesley Howard, Jr.			15,000	886,950
Terry R. Pillow			75,000	4,434,750

(1)

The dollar amount is determined by multiplying (x) the number of shares of our common stock to which the exercise of the option related by (y) the difference between the per-share closing price of our common stock on the date of exercise and the exercise price per share of the options.

(2)
Reflects the vesting of stock awards granted in 2009. The dollar amount is determined by multiplying (x) the number of shares of our common stock vested by (y) the per-share closing price of our common stock on the vesting date.

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Fiscal 2013 Non-Qualified Deferred Compensation

The following table shows the activity under our Deferred Compensation Plan for each of our NEOs during fiscal 2013.

Name	Executive Contributions in Last FY ($)(1)	Registrant Contributions in Last FY ($)(2)	Aggregate Earnings in Last FY ($)	Aggregate Withdrawals/ Distributions ($)(3)	Aggregate Balance at Last FYE ($)(4)(5)
Thomas C. Chubb III	15,058	34,582	5,728	(9,044)	176,424
K. Scott Grassmyer	19,460	8,908	30,213	(6,377)	210,949
Thomas E. Campbell	113,855	8,908	48,330	(10,756)	547,001
J. Wesley Howard, Jr.	6,277	8,149	19,649		186,128
Terry R. Pillow	8,202	51,459	(901)		278,214

(1) The amounts reported in this column are also included in the "Salary" column or the "Non-Equity Incentive Plan Compensation" column for fiscal 2013 in the Summary Compensation Table above.

(2) The amounts reported in this column are also included in the "All Other Compensation" column for fiscal 2013 in the Summary Compensation Table above.

(3) Represent in-service distributions received in accordance with the terms of our Deferred Compensation Plan.

(4) Reflects balances as of February 1, 2014.

(5) The amounts reported in this column include amounts that are also reported as salary, non-equity incentive plan awards or all other compensation in the Summary Compensation Table above in fiscal 2013 and in prior years as follows:

Name	Amount Included in Both Non-Qualified Deferred Compensation Table and Summary Compensation Table ($)	Amount Included in Both Non-Qualified Deferred Compensation Table and Previously Reported in Prior Years' Summary Compensation Table ($)	Total Amounts Included in Both Non-Qualified Deferred Compensation Table and Current Year or Prior Years' Summary Compensation Table ($)
Thomas C. Chubb III	49,640	216,377	266,017
K. Scott Grassmyer	28,368	71,015	99,383
Thomas E. Campbell	122,763	127,901	250,664
J. Wesley Howard, Jr.	14,426		14,426
Terry R. Pillow	59,661	221,039	280,700

Under the Deferred Compensation Plan, participants may elect to have contributions during a given calendar year distributed as either:

- in-service distributions starting at least two years following the year of the applicable contributions in a single sum or in annual installment payments over a period of up to five years; or

- following a deemed retirement (which occurs when a participant reaches age 55 with at least five years of service) generally in a single sum or in annual installment payments over a period of up to 15 years.

Distribution of account balances in a single sum is automatically made on termination for reasons other than a deemed retirement. Participants elect to invest their account balances among a variety of investment options in an array of asset classes, and earnings are based on the equivalent returns from the elected investment options. Accounts are 100% vested at all times.

Potential Payments on Termination or Change of Control

LTIP Restricted Share Unit Awards

The fiscal 2013 performance-based equity compensation program, as described under *" Compensation Discussion and Analysis Long-Term Equity Incentive Compensation"* above, as well as the similarly structured fiscal 2012 performance-based equity compensation program, provides for a "double trigger" requiring a change of control of our company and a termination of the individual's employment either by the individual for good reason or us or our acquirer without cause (which we refer to as a "change of control termination") acceleration of vesting.

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The following table summarizes the value of the shares of our common stock that would be realized by each NEO if a change of control termination had occurred on February 1, 2014 (which for this purpose assumes that the change of control of our company occurred prior to the end of fiscal 2013):

Name	Fiscal 2012 RSUs That Would Vest upon a Change of Control Termination (#)	Fiscal 2013 RSUs That Would Vest upon a Change of Control Termination (#)(1)	Value Realized on Vesting Following a Change of Control Termination ($)(2)
Thomas C. Chubb III	6,553	10,000	1,249,255
K. Scott Grassmyer	2,663	5,000	578,327
Thomas E. Campbell	2,663	5,000	578,327
J. Wesley Howard, Jr.	2,640	4,000	501,121
Terry R. Pillow	8,738	10,000	1,414,157

(1) Pursuant to the terms of the fiscal 2013 program, if a change of control termination takes place where the change of control occurs prior to the end of fiscal 2013, the individual recipients would be entitled to receive the greater of (a) the number of shares of our common stock attributable to the recipient's target number of restricted share units pursuant to the program or (b) the actual number of restricted share units certified by our compensation committee as having been earned. Accordingly, the table assumes the target number of shares would vest.

(2) The value of the common stock realized upon a change of control termination is computed by multiplying the sum of (a) the actual number of restricted share units received by the individual pursuant to the fiscal 2012 performance-based equity compensation program and (b) the target number of restricted share units that would be received by the individual pursuant to the fiscal 2013 performance-based equity compensation program by $75.47, the per-share closing market price of our common stock on February 1, 2014. Based on our EPS for fiscal 2013, no restricted share units were awarded to individual NEOs under the fiscal 2013 performance-based equity compensation program.

Other Potential Post-Employment Payments

Executive Medical Insurance Plan; Other Benefit and Welfare Plans. Upon termination of employment, our NEOs are ineligible to continue participation under the Executive Medical Plan and our other benefit and welfare plans (subject to rights to participate in continuation coverage).

General. We did not have any other arrangement, policy or plan that would provide payments or benefits to any of our NEOs as a result of a termination of any kind, including following a change of control, other than benefits payable to salaried employees of our company on a non-discriminatory basis.

NOMINATING, COMPENSATION & GOVERNANCE COMMITTEE REPORT

In fulfilling its responsibilities, the Nominating, Compensation & Governance Committee reviewed and discussed with management the Company's Compensation Discussion and Analysis. Based on such review and discussions, the Nominating, Compensation & Governance Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into the Company's Fiscal 2013 Annual Report on Form 10-K.

Respectfully submitted,

Clarence H. Smith, Chairman
Dennis M. Love
Helen B. Weeks

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Dennis M. Love, Clarence H. Smith and Helen B. Weeks served on our NC&G Committee during fiscal 2013. None of them are current officers or employees of our company or any subsidiary, none of them are former officers of our company or any subsidiary and none of them have any other relationship requiring disclosure by us under any paragraph of Item 404 of Regulation S-K.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Our Board or Executive Committee reviews and approves all transactions that are disclosable under Item 404(a) of Regulation S-K. To help identify these related party transactions, each director and executive officer annually completes a questionnaire that requires the disclosure of any transaction or relationship that the individual, or any member of his or her immediate family, has or will have with our company. Our Legal Department, with the assistance of other members of senior management, also reviews our contemplated transactions to determine if one of our directors or executive officers, or a company with which one of our directors or executive officers is affiliated, proposes to engage in a transaction that our Board should review.

Our Board or Executive Committee will only approve those related party transactions that are in, or not inconsistent with, the best interests of our company and our shareholders. In determining whether to approve or reject a related party transaction, our Board considers such information as it deems important to determine whether the transaction is on reasonable and competitive terms and is fair to our company. Consistent with our process for reviewing related party transactions, our Board or Executive Committee reviewed and approved each of the agreements described below.

SunTrust; Mr. Wood

Mr. E. Jenner Wood III, one of our directors, is Chairman, President and Chief Executive Officer of the Atlanta division of SunTrust Bank. An affiliate of SunTrust acted as lead arranger and bookrunner in connection with our 2012 amendment and restatement of our $235 million syndicated, revolving credit facility, and acted as lead arranger and book manager in connection with our refinancing of that credit facility during fiscal 2013, and certain other subsidiaries of SunTrust act as agent and lender and provide other services under this facility. The loan was made in the ordinary course of business, was made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the lender and did not involve more than the normal risk of collectibility or present other unfavorable features. Our aggregate payments to SunTrust were less than $1.1 million during fiscal 2013, and these payments did not exceed 1% of our gross revenues during fiscal 2013 or 1% of SunTrust's gross revenues during its fiscal year ended December 31, 2013. Additional information relating to SunTrust's relationship with our company can be found under the caption "Related Party Transactions" in Note 11 in our Fiscal 2013 Annual Report on Form 10-K.

Earnout Agreement; Mr. Beaumont

In connection with our acquisition of Sugartown Worldwide, Inc. in 2010, we entered into an earnout agreement pursuant to which the beneficial owners of the capital stock of Sugartown prior to the acquisition would be entitled to earn up to $20 million in cash, in the aggregate, over the four years following the closing of the acquisition based on our Lilly Pulitzer Group's achievement of certain performance targets. Mr. Scott A. Beaumont, one of our executive officers who was appointed CEO, Lilly Pulitzer Group, in connection with our acquisition of Sugartown, together with various trusts for the benefit of certain of his family members, held a 50% ownership interest in the capital stock of Sugartown prior to the acquisition. We have paid the maximum $2.5 million in earnout payments in respect of the Lilly Pulitzer Group's operating results for each of fiscal 2011, fiscal 2012 and fiscal 2013.

AUDIT-RELATED MATTERS

Report of the Audit Committee

The Audit Committee, which operates under a written charter adopted by the Board of Directors of Oxford Industries, Inc., is composed of independent directors and oversees, on behalf of the Board of Directors, the Company's financial reporting process and system of internal control over financial reporting.

In fulfilling its responsibilities, the Audit Committee has:

- reviewed and discussed with management the audited financial statements included in the Company's Fiscal 2013 Annual Report on Form 10-K;

discussed with Ernst & Young LLP, the Company's independent registered public accounting firm, the matters required to be discussed under Statement on Auditing Standards No. 61, as amended, *Communications with Audit Committees*;

received from Ernst & Young LLP the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding Ernst & Young LLP's communications with the Audit Committee concerning independence, and considered whether the independent auditors' provision of other non-audit services to

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the Company is compatible with the auditors' independence and discussed with Ernst & Young LLP its independence; and

based on the reviews and discussions referred to above, recommended to the Board that the audited financial statements be included in the Company's Fiscal 2013 Annual Report on Form 10-K.

Respectfully Submitted,

George C. Guynn, Chairman
Thomas C. Gallagher
John R. Holder
Clyde C. Tuggle

Fees Paid to Independent Registered Public Accounting Firm

The following table summarizes certain fees that we paid during each of fiscal 2013 and fiscal 2012 to Ernst & Young LLP, our independent registered public accounting firm, for professional services:

Fee Category	**Fiscal 2013 ($)**	**Fiscal 2012 ($)**
Audit fees	1,317,527	1,253,773
Audit-related fees	10,635	17,977
Tax fees	437,518	58,460
All other fees		
Total fees	1,765,680	1,330,210

Audit Fees. "Audit fees" are fees for the audit of our consolidated financial statements, reviews of our quarterly consolidated financial statements included in Forms 10-Q filed with the SEC, statutory audits of subsidiaries and services provided in connection with statutory and regulatory filings and reviews of SEC comment letters.

Audit-Related Fees. "Audit-related fees" are fees for audit-related services such as services related to potential business acquisitions and dispositions, assistance with implementation of recently adopted rules and regulations, compliance with rules and regulations applicable to accounting matters and audits performed pursuant to certain royalty and lease agreements.

Tax Fees. "Tax fees" are fees for tax compliance, planning and advisory services, including fees associated with tax planning and related advisory services associated with business acquisitions.

The Audit Committee considered the effects that the provision of the services described above under the subheadings *"Audit-related fees"* and *"Tax fees"* may have on the auditors' independence and has determined that such independence has been maintained.

Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors

Our Audit Committee has adopted a policy for the pre-approval of services provided by our independent registered public accounting firm. Unless a service to be provided by our independent registered public accounting firm has received general pre-approval under the policy, it requires specific pre-approval by our Audit Committee or the chair of our Audit Committee before the commencement of the service. The pre-approval policy is detailed as to the particular services to be provided, and our Audit Committee is to be informed about each service provided.

Specific pre-approval is required for significant recurring annual engagements, such as engagements for the required annual audit and quarterly reviews (including the audit of internal control over financial reporting) and statutory or employee benefit plan audits. Any individual engagement with an estimated cost of more than $75,000 must be specifically pre-approved before the commencement of the engagement, even if the service in question has received general pre-approval. In addition, further Audit Committee pre-approval is required if the aggregate fees for such engagements would exceed $200,000. As appropriate, at each Audit Committee meeting, the entire Audit Committee reviews services performed since the prior meeting pursuant to the general pre-approvals granted under the policy, as well as services, if any, pre-approved by the chair of our Audit Committee.

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The nature and dollar value of services performed under the general pre-approval guidelines are reviewed with our Audit Committee on at least an annual basis. All of the fees detailed above paid to Ernst & Young LLP for fiscal 2013 and fiscal 2012 were pre-approved (either specifically or pursuant to the general pre-approvals granted under the policy) by our Audit Committee.

COMMON STOCK OWNERSHIP BY MANAGEMENT AND CERTAIN BENEFICIAL OWNERS

The table below sets forth certain information, as of April 17, 2014 (except as noted), regarding the beneficial ownership of shares of our common stock by owners of 5% or more of our common stock; our directors; our NEOs; and our directors and executive officers as a group. Except as set forth below, the shareholders named below have sole voting and investment power with respect to all shares of our common stock shown as being beneficially owned by them. Unless otherwise indicated, the address for each shareholder on this table is c/o Oxford Industries, Inc., 999 Peachtree Street, N.E., Suite 688, Atlanta, Georgia 30309.

	Beneficial Ownership of Common Stock	
Name	**Number of Shares[1]**	**Percent of Class[1]**