

**TIX CORPORATION**  
**12711 Ventura Blvd., Suite 340**  
**Studio City, California 91604**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**  
**TO BE HELD ON SEPTEMBER 27, 2019**

Notice is hereby given that the 2019 Annual Meeting of Stockholders of Tix Corporation, a Delaware corporation (the “**Company**”), will be held at 10:00 A.M., local time, on September 27, 2019 at The Sportsmen’s Lodge Hotel, 12825 Ventura Boulevard, Studio City, California 91604 (including any adjournments or postponements thereof, the “**Annual Meeting**”), for the following purposes:

- to elect eight members of the Board of Directors of the Company (the “**Board**”);
- to ratify the appointment of Weinberg & Company, P.A. as the Company’s independent registered public accountant for the fiscal year ending December 31, 2019; and
- to transact any other business as may properly come before the Annual Meeting.

The Board has fixed August 5, 2019 as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting (the “**Record Date**”). A list of the stockholders entitled to vote at the Annual Meeting will be made available for examination by stockholders for any purpose germane to the Annual Meeting at least ten days prior to the date of the Annual Meeting during ordinary business hours at the principal place of business of the Company located at 12711 Ventura Blvd., Suite 340, Studio City, California 91604, and will be produced and kept at the Annual Meeting during the whole time thereof and may be examined by any stockholder present. Only stockholders of record at the close of business on the Record Date will be entitled to notice of and to vote at the Annual Meeting.

Enclosed is a Proxy Statement describing the matters to be considered and voted upon by stockholders at the Annual Meeting. You may vote in person or by valid proxy at the Annual Meeting. If you do not plan to attend the Annual Meeting in person, the Board encourages you to vote by valid proxy in accordance with the instructions provided in the enclosed proxy card or voting instruction form, in order to be certain your shares are represented at the Annual Meeting.

The Board recommends that you vote “**FOR**” the election of each of Mitch Francis, Aaron S. Bregman, Norman Feirstein, Andrew Pells, Steven L. Zelinger, Jordan Fiksenbaum, David Saxe and Mesfin Eyob to the Board and “**FOR**” the ratification of the appointment of Weinberg & Company, P.A. as the Company’s independent registered public accountant for the fiscal year ending December 31, 2019, in each case, as more fully described in the enclosed Proxy Statement.

Dated: August 8, 2019

For the Board of Directors,

/s/ Mitch Francis  
Mitch Francis  
President, CEO & Chairman

**TIX CORPORATION**  
**12711 Ventura Blvd., Suite 340**  
**Studio City, California 91604**

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**PROXY STATEMENT**  
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**2019 ANNUAL MEETING OF STOCKHOLDERS**

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<p><b>IMPORTANT NOTICE REGARDING THE 2019 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON SEPTEMBER 27, 2019</b></p>
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This Proxy Statement and our 2018 Annual Report are available online at <http://www.tixcorp.com/>.

**Your Vote is Important** — Please vote as promptly as possible by signing, dating, and returning the WHITE PROXY CARD enclosed with this Proxy Statement. Instructions to vote are printed directly on the enclosed WHITE PROXY CARD or voting instruction form. If you have any questions or need assistance in voting your shares, please contact our proxy solicitor, Harkins Kovler, LLC, toll-free at (844) 218-8384 or at (212) 468-5380 or by email at [TIXC@harkinskovler.com](mailto:TIXC@harkinskovler.com). All stockholders of record on the record date for the Annual Meeting are invited to attend the Annual Meeting in person. Such stockholders who vote their proxy by executing a proxy card may nevertheless attend the meeting, revoke their proxy, and vote their shares in person, each as described in this Proxy Statement.

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**Forward-Looking Statements**

This Proxy Statement or its enclosures may contain “forward-looking statements” (as defined in the Private Securities Litigation Reform Act of 1995). These statements are based on our current expectations and involve risks and uncertainties, which may cause results to differ materially from those set forth in the statements. The forward-looking statements may include statements regarding actions to be taken by us. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. Forward-looking statements should be evaluated together with the many uncertainties that affect our business.

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## 2019 ANNUAL MEETING OF STOCKHOLDERS

This Proxy Statement is furnished in connection with the annual meeting of the stockholders of Tix Corporation, a Delaware corporation (the “**Company**” or “**we**” or “**us**”), to be held on September 27, 2019 at 10:00 A.M., local time, at The Sportsmen’s Lodge Hotel, 12825 Ventura Boulevard, Studio City, California 91604 (including any adjournments or postponements thereof, the “**Annual Meeting**”).

The Company intends to mail this Proxy Statement on or about the date hereof to the holders of shares of common stock, par value \$0.08 per share, of the Company (the “**Common Stock**” or “**shares**”) issued and outstanding as of the Record Date (as defined below).

### Purpose of the Annual Meeting

At the Annual Meeting, stockholders of the Company as of the Record Date (the “**stockholders**” or “**you**”) will be asked to consider and vote upon the following matters:

- the election of eight members of the Board of Directors of the Company (the “**Board**”);
- the ratification of the appointment of Weinberg & Company, P.A. (“**Weinberg**”) as our independent registered public accountant for the fiscal year ending December 31, 2019; and
- the transaction of any other business as may properly come before the meeting or at the Annual Meeting.

### Recommendation of the Board

The Board recommends that you vote “**FOR**” the election of each of Mitch Francis, Aaron S. Bregman, Norman Feirstein, Andrew Pells, Steven L. Zelinger, Jordan Fiksenbaum, David Saxe and Mesfin Eyob to the Board and “**FOR**” the ratification of the appointment of Weinberg as the Company’s independent registered public accountant for the fiscal year ending December 31, 2019.

### Stockholders Entitled to Vote and Notice

The Board has fixed August 5, 2019 as the record date for the determination of stockholders of the Company entitled to receive notice of and to vote at the Annual Meeting (the “**Record Date**”).

### Quorum and Voting Requirements

Pursuant to our Second Amended and Restated By-laws (as amended through the date hereof, the “**Bylaws**”), a majority in voting power of the issued and outstanding shares of Common Stock, present in person or represented by proxy, is necessary to constitute a quorum for the transaction of business at the Annual Meeting. In the absence of a quorum, the Annual Meeting may be adjourned from time to time until stockholders holding the requisite number of shares of Common Stock are present in person or represented by proxy.

Assuming the presence of a quorum, a plurality of the votes properly cast for the election of directors at the Annual Meeting is required to elect directors. Accordingly, the eight director-nominees receiving the most votes at the Annual Meeting will be elected; “withhold” votes are ineffective.

Assuming the presence of a quorum, the ratification of the appointment of Weinberg as the Company's independent registered public accountant for the fiscal year ending December 31, 2019 and the transaction of any other business (other than the election of directors) at the Annual Meeting requires the affirmative vote of a majority in voting power of the issued and outstanding shares of Common Stock present in person or by proxy at the Annual Meeting. Holders of shares of Common Stock do not have cumulative voting rights. "Against" and "abstain" votes represent negative votes with respect to such matters.

### **Voting in Person or by Proxy**

Stockholders as of the Record Date may vote at the Annual Meeting in one of the following ways:

- Sign, date and return the enclosed WHITE PROXY CARD in the enclosed postage-paid envelope; we recommend that you vote on the WHITE PROXY CARD even if you plan to attend the Annual Meeting;
- If your shares are held for you by your bank, broker, nominee or other holder of record, sign, date and return the enclosed voting instruction form in the enclosed postage-paid envelope;
- If your shares are held for you by your bank, broker, nominee or other holder of record, vote by following the voting instructions provided by your bank, broker, nominee or other holder of record; or
- Vote in person by attending the Annual Meeting.

Written ballots will be distributed to stockholders or proxyholders present at the Annual Meeting and entitled to vote thereat who wish to vote in person at the Annual Meeting. If you hold your shares of Common Stock through a bank, broker or other custodian, you must obtain a legal proxy from such custodian in order to attend and vote in person at the Annual Meeting.

Shares of Common Stock represented by a valid proxy received at or prior to the vote at the Annual Meeting, unless properly revoked prior to such time, will be voted in accordance with the instructions on the proxy. A stockholder may revoke any proxy by: (i) delivering to our corporate secretary, prior to the vote at the Annual Meeting, a written notice revoking the proxy; (ii) delivering to our corporate secretary, prior to the vote at the Annual Meeting, a duly executed proxy relating to the same shares and bearing a later date; or (iii) voting in person at the Annual Meeting. All written notices of revocation and other communications with respect to the revocation of a proxy should be addressed to:

Tix Corporation  
12711 Ventura Blvd., Suite 340  
Studio City, CA 91604  
Attn: Norman Feirstein, Corporate Secretary

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**NO MATTER WHAT METHOD YOU ULTIMATELY DECIDE TO USE TO VOTE YOUR SHARES, WE URGE YOU TO VOTE PROMPTLY.**

## PROPOSAL I – ELECTION OF DIRECTORS

Article III, Section 1 of the Bylaws provides that the number of directors which shall constitute the whole Board shall be eight. Our Board currently is comprised of eight directors, consisting of Mitch Francis, Aaron S. Bregman, Norman Feirstein, Andrew Pells, Steven L. Zelinger, Jordan Fiksenbaum, David Saxe and Mesfin Eyob. The Board proposes that each of the eight director-nominees described in this Proxy Statement, each of whom currently serve on the Board, be elected as directors to serve for a term ending on the date of the next annual meeting of stockholders and until their successors are duly elected and qualified, subject to their earlier death, disqualification, resignation or removal. In connection with the election of directors at the Annual Meeting, the Nomination and Governance Committee of the Board and the Board, in each case, after considering the relevant facts and circumstances, have recommended and approved for election as directors at the Annual Meeting the nominees described in this Proxy Statement.

Each of the nominees described in this Proxy Statement has consented to serve if elected. If any of them becomes unavailable to serve as a director, the Board may designate a substitute nominee. In that case, the persons named as proxies in the enclosed WHITE PROXY CARD will vote for the substitute nominee designated by the Board.

Assuming the presence of a quorum at the Annual Meeting, the affirmative vote of a plurality of votes properly cast for the election of directors at the Annual Meeting is required to elect directors at the Annual Meeting. Accordingly, the eight director-nominees receiving the most votes at the Annual Meeting will be elected.

The following table sets forth each of the Company’s eight director-nominee’s name, age, officer position at the Company, if applicable, and biography:

Name	Age	Position	Biography
Mitch Francis	64	President, Chief Executive Officer and Chairman of the Board of Directors	Mitch Francis founded our company in 1993 and has been a director and the President, Chief Executive Officer and Chairman of the Board of Directors since inception. Mr. Francis is an innovative leader whose inventions have yielded four United States patents. All of these inventions have contributed to our unique businesses and success. Mr. Francis was one of the first real estate majors in the United States at the University of Colorado and developed numerous shopping centers, office buildings and condominium projects prior to founding our company. We believe that Mr. Francis’ qualifications to serve on the Board include his long tenure as our Chief Executive Officer, President, director and Chairman, during which time he gained a unique and extensive understanding of our business and long-term strategy. His long and extensive relationships with Las Vegas resort management, entertainment officers, show producers and real estate professionals are of critical value to Tix and have been a significant component of our success.
Aaron S. Bregman	57	Director	Aaron S. Bregman has been a director since October 2013. Mr. Bregman has been a practicing attorney from 1989 to the present. Since 1995, Mr. Bregman has been practicing law as a sole practitioner at the Aaron S. Bregman Law Offices. Mr. Bregman has extensive litigation and

negotiating experience. In addition to his professional endeavors, Mr. Bregman is a founding director of the Grossman Burn Foundation and has been on their board of directors since its inception. We believe that Mr. Bregman's qualifications to serve on the Board include his extensive experience as a lawyer and a board member.

Norman Feirstein	71	Director, Corporate Secretary
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Norman Feirstein has been a director since March 1995. Mr. Feirstein has been practicing law as a sole practitioner from 1978 to the present. Mr. Feirstein currently practices law at The Feirstein Law Firm. Prior to practicing law, Mr. Feirstein supervised or assisted in numerous financial statement audits with a mid-sized CPA firm. Mr. Feirstein also previously served as a member of the Board of Directors for several privately-owned companies. We believe that Mr. Feirstein's qualifications to serve on the Board include his extensive experience as a lawyer along with his many years assisting with the Company's corporate governance.

Andrew Pells	63	Director
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Andrew Pells has been a director since July 2007. From 1990 to December 2003, Mr. Pells served as an executive of Hotels.com and its predecessors in various management capacities. From January 2004 to the present, Mr. Pells has been an independent consultant to the internet/travel industry. We believe that Mr. Pells' qualifications to serve on the Board include his extensive experience in the hospitality field.

Steven L. Zelinger	60	Director
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Steven L. Zelinger has been a director since August 2013. Mr. Zelinger started his career at the law firm of Baker and McKenzie, serving as an associate attorney from 1985 until 1987. From 1987 until 1992, Mr. Zelinger served as Senior Trial Attorney for the U.S. Department of Justice in Washington, D.C. From 1992 until 1998, Mr. Zelinger was a partner at the law firm of Manatt, Phelps & Phillips, in Washington, D.C. From 1998 until 2002, Mr. Zelinger served as Senior Vice President, Senior Counsel and Global Chief of Litigation, Regulatory, Risk, Brand & Product Affairs of Visa International, in northern California. From 2003 until March 2008, Mr. Zelinger served as Executive Vice President, General Counsel and Corporate Secretary at Solidus Networks, Inc. d/b/a Pay By Touch, a biometric authentication and payments company. From March 2008 until April 2012, Mr. Zelinger served as General Counsel and a member of senior management of the healthcare company, Balance Health Corporation, and an advisor to its affiliates. From April 2012 through November 2012, and again in 2013, Mr. Zelinger served as interim General Counsel, board secretary and advisor to Starfish Holding, Inc. d/b/a YourOffers.com, a company providing coupon, loyalty and rewards platforms. In addition, in 2012 through 2014, Mr. Zelinger worked as an attorney with Axiom Global, Inc., providing legal services to Axiom's Fortune 100 clients. From 2009 until 2012, Mr. Zelinger served as an advisor to Carbon Tracing Inc., an early-stage company developing an online platform to monetize global carbon assets. From 2008 until 2013, when it was acquired by Lifelock, Mr. Zelinger served as an advisor to Bling Nation, Inc. a/k/a Lemon, Inc., an innovative mobile, online receipts, payment and loyalty company. From 2008 until 2017, Mr. Zelinger served as an advisor to Shift Systems, LLC, and co-founded and advised Clarity Systems, LLC, both early-stage cybersecurity companies authorized by the Federal Energy Regulatory Commission to certify, authenticate and license online access to the U.S.

energy grid and compliance with cybersecurity protocols. Mr. Zelinger is the co-founder, and since May 2008, has served as an advisor and board member of SweetSpot, Inc., a company providing a WiFi-based mobile, adtech platform for delivery of rich media, including film, coupons, discounts, loyalty, location-based advertising and payments, to consumers’ smartphones in transit systems and the purchase point of decision in retail. From 2015 until 2017, when it was acquired by ReliaMax, Mr. Zelinger served as Chief Legal & Compliance Officer of FUTR, a higher education student finance platform. Since 2014, Mr. Zelinger has served as General Counsel of Hyperloop Transportation Technologies, Inc. Since 2017, Mr. Zelinger has served as an advisor to YOMBU, an early-stage biometric authentication payments company in Washington, D.C. Mr. Zelinger is an active member of his community and currently serves on and advises numerous nonprofit boards. We believe that Mr. Zelinger’s qualifications to serve on the Board include his extensive experience as a lawyer, general counsel, chief compliance officer and advisor in the fields of payments, financial services, loyalty, healthcare, technology, cybersecurity, and media and entertainment.

Jordan Fiksenbaum 48 Director

Jordan Fiksenbaum has been a director since August 2019. Mr. Fiksenbaum has been working in the live entertainment industry for more than 25 years, participating in over \$5 Billion of ticket revenue throughout his career, while serving in numerous senior management roles specializing in Sales and Marketing, Business and Strategic Planning, General Management, Event Programming and Operations. Previously, Mr. Fiksenbaum served as the Vice President of Marketing & Public Relations for the North American Resident Shows Division of *Cirque du Soleil*, overseeing the day-to-day Marketing, Sales and PR activities for nine resident shows. Mr. Fiksenbaum was responsible for the marketing programs for the sale of over 35 million tickets for approximately \$3.8 billion in revenue. We believe that Mr. Fiksenbaum’s qualifications to serve on the Board include his extensive experience as a senior manager and officer and advisor in the fields of live entertainment, marketing, sales and operations.

David Saxe 49 Director

David Saxe has been a director since August 2019. Mr. Saxe has 33 years of experience in the entertainment industry and is the owner of a Las Vegas based entertainment company, David Saxe Productions, which operates two theaters at Planet Hollywood Resort: V Theater, offering more shows than any other venue in the city, and Saxe Theater. Mr. Saxe creates, writes, directs and currently produces 14 original large-scale stage productions such as VEGAS! THE SHOW voted “Best Show in the City” and specializes in the development and promotion of tenant shows, leveraging his relationships with industry insiders to help partners navigate the fiercely competitive entertainment landscape. Mr. Saxe is highly involved in the promotion of his shows, creating marketing campaigns, staging and ticketing. Mr. Saxe has also served as an adjunct professor at UNLV, sharing knowledge of the showbusiness industry obtained from producing over 100 shows throughout the world during his career. We believe that Mr. Saxe’s qualifications to serve on the Board include his extensive experience in the Las Vegas entertainment and ticketing industry as well as Mr. Saxe’s in-depth knowledge of live entertainment, marketing, sales and operations.



Mesfin Eyob

63

Director

Mesfin Eyob has been a director since August 2019. Mr. Eyob is President/CEO and co-founder of Reservation Gateway Inc. and has held this position since 2005, with complete responsibility for the company's day-to-day performance and long-term strategic direction. Established in 2001, Rezgateway is a leader in software for the travel industry, providing a one vendor solution to airlines, tour operators, travel inventory distributors, receptors, event planners and destination management companies. Previously, Mr. Eyob served in the roles of President and CFO over a period of 3 years for Apex CoVantage's Middle East division. During Mr. Eyob's tenure, he successfully negotiated and concluded the company's acquisition of a competitor in the publishing industry. Prior to that, Mr. Eyob was with Wachovia Bank for 18 years, holding senior positions, including Vice president for Business Banking and City Executive (President) of Loudoun and Prince William Counties in Virginia. We believe that Mr. Eyob's qualifications to serve on the Board include Mr. Eyob's expertise in the travel, management, finance and international business industries as well as Mr. Eyob's extensive experience as a senior officer.

### **Vote Required and Recommendation of Board of Directors**

The Bylaws provide that, assuming the presence of a quorum, directors are elected by a plurality of the votes properly cast at such election of directors. Stockholders entitled to vote at the Annual Meeting have the right to cast, in person or by proxy, all of the votes to which the stockholder's shares are entitled for each of the eight nominees for election to the Board. Under the plurality voting standard required for the election of directors, the only votes that count when director votes are being tabulated are "FOR" votes; "withhold" votes are ineffective. Unless otherwise instructed on your WHITE PROXY CARD, your shares of Common Stock will be voted "FOR" the election of all eight director-nominees recommended by the Board.

You likely have received our letter to stockholders dated July 16, 2019 and may have seen our press release dated July 5, 2019 regarding Haren S. Bhakta and his fund HSB Capital Partners, L.P. and their attempt to nominate four unqualified individuals for election at the Annual Meeting. The Company previously notified Mr. Bhakta's fund that the notice purporting to nominate these four individuals is incomplete and deficient under the Bylaws. We also advised our stockholders that because of these deficiencies, any proxy or vote with respect to these individuals may not be counted at the Annual Meeting. In all events, the Company's eight director-nominees are far better qualified to oversee the execution of the Company's strategy and represent our stockholders and therefore the Board has recommended the election of Mitch Francis, Aaron S. Bregman, Norman Feirstein, Andrew Pells, Steven L. Zelinger, Jordan Fiksenbaum, David Saxe and Mesfin Eyob – not any individual purported to be nominated by Mr. Bhakta or his fund – to the Board at the Annual Meeting.

**THE BOARD RECOMMENDS A VOTE "FOR" EACH OF MITCH FRANCIS,  
AARON S. BREGMAN, NORMAN FEIRSTEIN, ANDREW PELLIS,  
STEVEN L. ZELINGER, JORDAN FIKSENBAUM, DAVID SAXE AND MESFIN EYOB.**

**PROPOSAL II – RATIFICATION OF APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**Audit and Audit Related Fees**

Weinberg & Company, P.A. (“Weinberg”) was the Company’s independent registered public accounting firm for the years ended December 31, 2018 and 2017. Services provided to the Company by Weinberg with respect to the years ended December 31, 2018 and 2017 consisted of audits of the Company’s consolidated financial statements and audit services with respect to our 401(k) plan and our Employee Stock Ownership Plan. Charges by Weinberg with respect to these matters aggregated \$91,398 and \$67,075, respectively, for the years ended December 31, 2018 and 2017.

**Tax Fees**

Weinberg provided services to the Company with respect to the preparation of corporate income tax returns or tax planning matters. Charges by Weinberg with respect to these matters aggregated \$29,295 and \$50,975, respectively, for the years ended December 31, 2018 and 2017.

**All Other Fees**

Weinberg did not provide any services with respect to any matters other than those related to audit and audit-related matters.

**Vote Required and Recommendation of Board of Directors**

Pursuant to the Bylaws and assuming the presence of a quorum, the proposal to ratify Weinberg as our independent registered public accounting firm for the fiscal year ending December 31, 2019 requires the affirmative vote of a majority in voting power of our issued and outstanding shares of Common Stock present in person or represented by proxy at the Annual Meeting.

**THE BOARD RECOMMENDS A VOTE “FOR” THE RATIFICATION OF WEINBERG AS  
OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.**

## DIRECTOR-NOMINEES AND EXECUTIVE OFFICERS

The names, ages and positions of the eight director-nominees recommended by the Board for election at the Annual Meeting and of the executive officers of the Company, in each case, as of the date of this Proxy Statement, are set forth below. All eight director-nominees recommended for election by the Board at the Annual Meeting currently serve as members of the Board. The Board is comprised of only one class. All eight of the directors elected at the Annual Meeting will serve until the next annual meeting of stockholders and until their successors are elected and qualified, subject to their earlier death, disqualification, resignation or removal. There are no arrangements or understandings between any two or more of the Company's directors or executive officers.

<u>Name</u>	<u>Age</u>	<u>Position(s)</u>
Mitch Francis	64	Director, Chief Executive Officer, President and Chairman of the Board of Directors
Steve Handy	51	Chief Financial Officer
Kimberly Simon	51	Chief Operating Officer
Aaron S. Bregman	57	Director
Norman Feirstein	71	Director, Corporate Secretary
Andrew Pells	63	Director
Steven L. Zelinger	60	Director
Jordan Fiksenbaum	48	Director
David Saxe	49	Director
Mesfin Eyob	63	Director

Provided below is a brief description of the business experience of each of the Company's executive officers and director-nominees and an indication of directorships held by each such director-nominee in other companies subject to the reporting requirements under the federal securities laws, in each case, as of the date of this Proxy Statement.

### **Biographies of the Company's Director-Nominees and Executive Officers**

#### *Directors and Chief Executive Officer*

*Mitch Francis* founded our company in 1993 and has been a director and the President, Chief Executive Officer and Chairman of the Board of Directors since inception. Mr. Francis is an innovative leader whose inventions have yielded four United States patents. All of these inventions have contributed to our unique businesses and success. Mr. Francis was one of the first real estate majors in the United States at the University of Colorado and developed numerous shopping centers, office buildings and condominium projects prior to founding our company. We believe that Mr. Francis' qualifications to serve on the Board include his long tenure as our Chief Executive Officer, President, director and Chairman, during which time he gained a unique and extensive understanding of our business and long-term strategy. His long and extensive relationships with Las Vegas resorts, entertainment officers, show producers and real estate professionals are of critical value to Tix, and have been a significant component of our success.

*Aaron S. Bregman* has been a director since October 2013. Mr. Bregman has been a practicing attorney from 1989 to the present. Since 1995, Mr. Bregman has been practicing law as a sole practitioner at the Aaron S. Bregman Law Offices. Mr. Bregman has extensive litigation and negotiating experience. In addition to his professional endeavors, Mr. Bregman is a founding director of the Grossman Burn Foundation and has been on their board of directors since its inception. We believe that Mr. Bregman's qualifications to serve on the Board include his extensive experience as a lawyer and a board member.

*Norman Feirstein* has been a director since March 1995. Mr. Feirstein has been practicing law as a sole practitioner from 1978 to the present. Mr. Feirstein currently practices law at The Feirstein Law Firm. Prior to practicing law, Mr. Feirstein supervised or assisted in numerous financial statement audits with a mid-sized CPA firm. Mr. Feirstein also previously served as a member of the Board of Directors for several privately-owned companies. We believe that Mr. Feirstein's qualifications to serve on the Board include his extensive experience as a lawyer and in the field of corporate governance.

*Andrew Pells* has been a director since July 2007. From 1990 to December 2003, Mr. Pells served as an executive of Hotels.com and its predecessors in various management capacities. From January 2004 to the present, Mr. Pells has been an independent consultant to the internet/travel industry. We believe that Mr. Pells' qualifications to serve on the Board include his extensive experience in the hospitality field.

*Steven L. Zelinger* has been a director since August 2013. Mr. Zelinger started his career at the law firm of Baker and McKenzie, serving as an associate attorney from 1985 until 1987. From 1987 until 1992, Mr. Zelinger served as Senior Trial Attorney for the U.S. Department of Justice in Washington, D.C. From 1992 until 1998, Mr. Zelinger was a partner at the law firm of Manatt, Phelps & Phillips, in Washington, D.C. From 1998 until 2002, Mr. Zelinger served as Senior Vice President, Senior Counsel and Global Chief of Litigation, Regulatory, Risk, Brand & Product Affairs of Visa International, in northern California. From 2003 until March 2008, Mr. Zelinger served as Executive Vice President, General Counsel and Corporate Secretary at Solidus Networks, Inc. d/b/a Pay By Touch, a biometric authentication and payments company. From March 2008 until April 2012, Mr. Zelinger served as General Counsel and a member of senior management of the healthcare company, Balance Health Corporation, and an advisor to its affiliates. From April 2012 through November 2012, and again in 2013, Mr. Zelinger served as interim General Counsel, board secretary and advisor to Starfish Holding, Inc. d/b/a YourOffers.com, a company providing coupon, loyalty and rewards platforms. In addition, in 2012 through 2014, Mr. Zelinger worked as an attorney with Axiom Global, Inc., providing legal services to Axiom's Fortune 100 clients. From 2009 until 2012, Mr. Zelinger served as an advisor to Carbon Tracing Inc., an early-stage company developing an online platform to monetize global carbon assets. From 2008 until 2013, when it was acquired by Lifelock, Mr. Zelinger served as an advisor to Bling Nation, Inc. a/k/a Lemon, Inc., an innovative mobile, online receipts, payment and loyalty company. From 2008 until 2017, Mr. Zelinger served as an advisor to Shift Systems, LLC, and co-founded and advised Clarity Systems, LLC, both early-stage cybersecurity companies authorized by the Federal Energy Regulatory Commission to certify, authenticate and license online access to the U.S. energy grid and compliance with cybersecurity protocols. Mr. Zelinger is the co-founder, and since May 2008, has served as an advisor and board member of Sweetspot, Inc., a company providing a WiFi-based mobile, adtech platform for delivery of rich media, including film, coupons, discounts, loyalty, location-based advertising and payments, to consumers' smartphones in transit systems and the purchase point of decision in retail. From 2015 until 2017, when it was acquired by ReliaMax, Mr. Zelinger served as Chief Legal & Compliance Officer of FUTR, a higher education student finance platform. Since 2014, Mr. Zelinger has served as General Counsel of Hyperloop

Transportation Technologies, Inc. Since 2017, Mr. Zelinger has served as an advisor to YOMBU, an early-stage biometric authentication payments company in Washington, D.C. Mr. Zelinger is an active member of his community and currently serves on and advises numerous nonprofit boards. We believe that Mr. Zelinger's qualifications to serve on the Board include his extensive experience as a lawyer, general counsel, chief compliance officer and advisor in the fields of payments, financial services, loyalty, healthcare, technology, cybersecurity, and media and entertainment.

*Jordan Fiksenbaum* has been a director since August 2019. Mr. Fiksenbaum has been working in the live entertainment industry for more than 25 years, participating in over \$5 Billion of ticket revenue throughout his career, while serving in numerous senior management roles specializing in Sales and Marketing, Business and Strategic Planning, General Management, Event Programming and Operations. Previously, Mr. Fiksenbaum served as the Vice President of Marketing & Public Relations for the North American Resident Shows Division of *Cirque du Soleil*, overseeing the day-to-day Marketing, Sales and PR activities for nine resident shows. Mr. Fiksenbaum was responsible for the marketing programs for the sale of over 35 million tickets for approximately \$3.8 billion in revenue.

*David Saxe* has been a director since August 2019. Mr. Saxe has 33 years of experience in the entertainment industry and is the owner of a Las Vegas based entertainment company, David Saxe Productions, which operates two theaters at Planet Hollywood Resort: V Theater, offering more shows than any other venue in the city, and Saxe Theater. Mr. Saxe creates, writes, directs and currently produces 14 original large-scale stage productions such as VEGAS! THE SHOW voted "Best Show in the City" and specializes in the development and promotion of tenant shows, leveraging his relationships with industry insiders to help partners navigate the fiercely competitive entertainment landscape. Mr. Saxe is highly involved in the promotion of his shows, creating marketing campaigns, staging and ticketing. Mr. Saxe has also served as an adjunct professor at UNLV, sharing knowledge of the showbusiness industry obtained from producing over 100 shows throughout the world during his career. We believe that Mr. Saxe's qualifications to serve on the Board include his extensive experience in the Las Vegas entertainment and ticketing industry as well as Mr. Saxe's in-depth knowledge of live entertainment, marketing, sales and operations.

*Mesfin Eyob* has been a director since August 2019. Mr. Eyob is President/CEO and co-founder of Reservation Gateway Inc. and has held this position since 2005, with complete responsibility for the company's day-to-day performance and long-term strategic direction. Established in 2001, Rezgateway is a leader in software for the travel industry, providing a one vendor solution to airlines, tour operators, travel inventory distributors, receptors, event planners and destination management companies. Previously, Mr. Eyob served in the roles of President and CFO over a period of 3 years for Apex CoVantage's Middle East division. During Mr. Eyob's tenure, he successfully negotiated and concluded the company's acquisition of a competitor in the publishing industry. Prior to that, Mr. Eyob was with Wachovia Bank for 18 years, holding senior positions, including Vice president for Business Banking and City Executive (President) of Loudoun and Prince William Counties in Virginia. We believe that Mr. Eyob's qualifications to serve on the Board include Mr. Eyob's expertise in the travel, management, finance and international business industries as well as Mr. Eyob's extensive experience as a senior officer.

#### *Other Executive Officers*

*Steve Handy* was formerly employed by us as Chief Financial Officer from March 2010 to October 2017, and is currently holding the same position and providing comparable services to us under a

consulting agreement. Mr. Handy currently provides senior financial and executive advisory services to both private and publicly traded companies. Since October 2018, Mr. Handy has been a director of Veritec Inc., a publicly traded company involved in mobile banking prepaid debit card solutions. From 2002 to 2007, Mr. Handy held positions of increasing responsibility, including Senior Vice President, Chief Financial Officer and Corporate Secretary of SM&A, a former publicly traded professional services firm. Previous to his employment with SM&A, Mr. Handy held various management roles in high technology manufacturing and service companies, including working abroad for a U.S. high technology manufacturer. Mr. Handy also served as Senior Auditor, Business Advisory and Audit Services, for Deloitte & Touche LLP. Mr. Handy holds the designations of Certified Public Accountant (CPA) and Chartered Global Management Accountant (CGMA).

*Kimberly Simon* has been employed by the Company for over twenty-one years. Ms. Simon started her career with the Company in September 1997 as the general manager of the Company's Las Vegas ride simulator facility. Effective March 1, 2007, Ms. Simon was promoted to Chief Operating Officer and is responsible for all day-to-day operations. Prior to joining the Company, Ms. Simon gained managerial experience with several national companies. Ms. Simon graduated from Northern Illinois University with a Bachelor of Science Degree. Ms. Simon's extensive operational expertise has greatly assisted the Company in maximizing revenue while maintaining efficient operating costs. Ms. Simon, a resident of Las Vegas, has close working relationships with our entire operational staff and with Las Vegas box office management, resort entertainment management, and attraction and tour operators and these relationships are of critical value to Tix and have been a significant component of our success.

### **Selection and Evaluation of Director Candidates**

The Nomination and Governance Committee is responsible for identifying candidates for membership on the Board and makes determinations as to whether to recommend such candidate's nomination to the Board based on such nominee's character, judgment, and business and financial experience, as well as their ability to add to the Board's existing strengths. This assessment typically includes issues of expertise in industries important to us, functional expertise in areas such as marketing, ticketing, entertainment, travel, human resources, operations, real estate, finance, and information technology and an assessment of an individual's abilities to work constructively with the existing Board and management, all in the context of an assessment of the perceived needs of the Board at that point in time. The Nomination and Governance Committee recommended each of the currently serving members of the Board for re-election at the Annual Meeting.

## DIRECTOR COMPENSATION

### Director Compensation

Members of the Board who are not employees of the Company receive quarterly payments totaling \$25,000 annually and reimbursement for any expenses incurred in attending meetings of the Board or its committees. The Chairman of the Audit Committee receives an additional \$6,000 annually and the director serving as Corporate Secretary receives an additional \$6,000 annually. Beginning January 1, 2019, each of the Chairman of the Audit Committee and the Corporate Secretary (which, for 2019, is the same person - Norman Feirstein) is entitled to receive an additional \$6,000 annually. Directors who are employees of the Company receive no additional compensation for serving on the Board or its committees.

The following table provides certain information concerning compensation earned by the directors who were not named executive officers during the year ended December 31, 2018.

<u>Name (1) (2)</u>	<u>Year</u>	<u>Stock Awards (\$)</u>	<u>All Other Compensation (\$)</u>	<u>Total (\$)</u>
Aaron S. Bregman	2018	-	\$25,000	\$25,000
Norman Feirstein	2018	-	\$37,000	\$37,000
Andrew Pells	2018	-	\$25,000	\$25,000
Steven L. Zelinger	2018	-	\$25,000	\$25,000

- (1) Non-employee directors of the Company received \$6,250 per quarter in 2018. Mr. Feirstein received an additional \$3,000 per quarter for performing the Corporate Secretary responsibilities in 2018 and acting as chairman of the Audit Committee.
- (2) As Messrs. Fiksenbaum, Saxe and Eyob became directors on or about August 2019, they did not receive any compensation as directors during the year ended December 31, 2018.

### DIRECTOR AND OFFICER SECURITY OWNERSHIP

As of July 31, 2019, approximately 25.6% of our issued and outstanding Common Stock is beneficially owned<sup>1</sup> by our directors and officers as a group, which percentage ownership increases to 35.9% when treating shares subject to stock options and warrants that are exercisable as of or within 60 days after July 31, 2019 as outstanding for purposes of computing the share amount and the percentage ownership of the person holding such awards.

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<sup>1</sup> As used in this section, the term beneficial ownership with respect to a security is defined as consisting of sole or shared voting power (including the power to vote or direct the vote) and/or sole or shared investment power (including the power to dispose of or direct the disposition of) with respect to the security through any contract, arrangement, understanding, relationship or otherwise, subject to community property laws where applicable.

## OTHER MATTERS

The Board of Directors does not intend to present any other items of business at the Annual Meeting. Whether or not you plan to attend the Annual Meeting, please sign and date the enclosed WHITE PROXY CARD and return it in the enclosed envelope to ensure your representation at the Annual Meeting.

### WHERE YOU CAN FIND MORE INFORMATION

A copy of our annual report for the fiscal year ended December 31, 2018, which includes the Company's consolidated financial statements for the fiscal year then ended and other information about the Company is incorporated herein by reference and available on the Company's website at [www.tixcorp.com/](http://www.tixcorp.com/).

**PLEASE SIGN AND DATE THE ENCLOSED *WHITE PROXY CARD* AND RETURN IT IN THE ACCOMPANYING ENVELOPE AS PROMPTLY AS POSSIBLE. YOU MAY REVOKE SUCH PROXY BY GIVING WRITTEN NOTICE OF REVOCATION TO THE COMPANY'S CORPORATE SECRETARY PRIOR TO THE VOTE AT THE ANNUAL MEETING, BY EXECUTING A LATER DATED PROXY AND DELIVERING IT TO COMPANY'S CORPORATE SECRETARY PRIOR TO THE VOTE AT THE ANNUAL MEETING, OR BY ATTENDING THE ANNUAL MEETING AND VOTING IN PERSON.**

For the Board of Directors,

/s/ Mitch Francis

**Mitch Francis**

President, CEO & Chairman

August 8, 2019