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MONY GROUP INC  
Form DEF 14A  
March 31, 2003

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant [X]

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The MONY Group Inc.

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(Name of Registrant as Specified In Its Charter)

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The MONY Group Inc.  
1740 Broadway  
New York, NY 10019  
www.mony.com

April 7, 2003

To Our Shareholders:

It is a pleasure to invite you to attend the 2003 Annual Meeting of Shareholders of The MONY Group Inc. The meeting will be held at The St. Regis Hotel, 2 East 55th Street at Fifth Avenue, New York City, New York, on Wednesday, May 14, 2003, at 9:30 a.m., Eastern time. The formal notice of the meeting, the Proxy Statement, our 2002 Annual Report and your proxy card are enclosed in this mailing.

At the meeting, you will be asked to elect Directors, ratify the appointment of independent accountants and vote on two shareholder proposals if presented by their proponents.

**Your vote is important.** Whether or not you plan to attend the Annual Meeting in person, we ask that you execute and return your proxy promptly, using the postage-paid envelope we have provided for your convenience. Also, you may submit your proxy by telephone or through the Internet if you wish. Please see the information included on the enclosed proxy card for information on how to vote by telephone or over the Internet. Submitting your vote promptly will save your Company the cost of additional proxy solicitation.

Thank you for your continued support.

Sincerely,

Michael I. Roth  
*Chairman and Chief Executive Officer*

Samuel J. Foti  
*President and Chief Operating Officer*

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**THE MONY GROUP INC.**  
**1740 Broadway**  
**New York, NY 10019**

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

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TIME	9:30 a.m. on Wednesday, May 14, 2003
PLACE	The St. Regis Hotel 2 East 55th Street at Fifth Avenue New York, New York
WEBCAST	Our Annual Meeting will also be webcast on our web site at <a href="http://www.mony.com">www.mony.com</a> at 9:30 a.m., Eastern time, on May 14, 2003. Information included on our web site, other than our Proxy Statement, is not a part of the proxy soliciting material.
ITEMS OF BUSINESS	<ol style="list-style-type: none"><li>(1) Election of five members of the Board of Directors for a term of three years.</li><li>(2) Ratification of the appointment of independent accountants.</li><li>(3) Vote on two shareholder proposals if presented by their proponents.</li><li>(4) Such other business as may properly come before the meeting or any adjournment thereof.</li></ol>
RECORD DATE	Shareholders of record as of the close of business on March 17, 2003 are entitled to notice of, and to vote at the Annual Meeting.
ANNUAL MEETING ADMISSION	If you are a shareholder of record, you will need a form of personal identification, including a photo, for admission to the Annual Meeting. If your shares are held in the name of a bank, broker or other holder of record, you must bring a brokerage statement or other proof of ownership with you for admission to the Annual Meeting.
April 7, 2003	Lee M. Smith Vice President & Corporate Secretary

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**THE MONY GROUP INC.**

**1740 Broadway**

**New York, New York 10019**

**PROXY STATEMENT**

**GENERAL INFORMATION**

This Proxy Statement is being furnished in connection with the solicitation of proxies by the Board of Directors of The MONY Group Inc., a Delaware corporation (the "Company"), for use at the Annual Meeting of the Company's shareholders (the "Annual Meeting") to be held at The St. Regis Hotel, 2 East 55th Street at Fifth Avenue, New York City, New York on Wednesday, May 14, 2003, commencing at 9:30 a.m., Eastern time, and at any adjournment or postponement, for the purpose of considering and acting upon the matters set forth in the accompanying Notice of Annual Meeting of Shareholders.

This Proxy Statement and accompanying form of proxy are first being mailed on or about April 7, 2003 to shareholders entitled to vote at the Annual Meeting.

### **Voting at the Annual Meeting; Record Date**

Only holders of record of the Company's Common Stock, par value \$0.01 per share, as of the close of business on March 17, 2003, the record date, are entitled to notice of and to vote at the Annual Meeting. On the record date, there were 47,005,377 shares of the Company's Common Stock outstanding. Each shareholder is entitled to one vote for each share of Common Stock registered in that person's name on the books of the Company on the record date.

The presence, in person or by proxy, of the holders of one-third of the Company's outstanding shares of Common Stock is necessary to constitute a quorum for the transaction of business at the Annual Meeting.

### **Required Vote**

- A plurality of the votes duly cast is required for the election of Directors.
- The affirmative vote of a majority of the votes duly cast by the holders of Common Stock is required to approve the other matters to be acted upon at the Annual Meeting.

An abstention is deemed "present," but is not deemed a "vote cast." As a result, abstentions and broker "non-votes" are not included in the tabulation of the voting results on the election of Directors or issues requiring approval of a majority of the votes cast and, therefore, do not have the effect of votes in opposition. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that proposal and has not received instructions from the beneficial owner. Broker "non-votes" and the shares with respect to which a shareholder abstains are included in determining whether a quorum is present.

### **Proxies and Voting Procedures**

All shares entitled to vote and represented by properly executed proxies received prior to the Annual Meeting, and not revoked, will be voted as instructed on those proxies. If no instructions are indicated, the shares will be voted as recommended by the Board of Directors.

If any other matters are properly presented at the Annual Meeting for consideration, the persons named in the enclosed form of proxy will have discretion to vote on those matters in accordance with their own judgment to the same extent as the person signing the proxy would be entitled to vote. In accordance with the Company's By-laws, the Annual Meeting may be adjourned in order to permit the solicitation of additional proxies. The Company does not currently anticipate that any other matters will be raised at the Annual Meeting.

Many shareholders will have the option to submit their proxies or voting instructions electronically by telephone or through the Internet. Shareholders should check their proxy card or voting instructions forwarded by their broker, bank or other holder of record to see which options are available. Shareholders submitting proxies or voting instructions through the Internet should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, that would be borne by the shareholder.

Any shareholder of record may revoke a proxy at any time before it is voted by (i) filing with the Corporate Secretary of the Company, at or before the taking of the vote at the Annual Meeting, a written notice of revocation or a duly executed proxy, in either case dated later than the prior proxy relating to the same shares or (ii) attending the Annual Meeting and voting in

York 10019, Attention: Corporate Secretary, or hand delivered to the Corporate Secretary, before the taking of the vote at the Annual Meeting. To revoke a proxy previously submitted electronically by telephone or through the Internet, a shareholder may simply submit a new proxy at a later date before the taking of the vote at the Annual Meeting, in which case the later submitted proxy will be recorded and the earlier proxy will be revoked.

A copy of the Company's 2002 Annual Report, including financial statements, has been sent simultaneously with this Proxy Statement or has been previously provided to all shareholders entitled to vote at the Annual Meeting.

### **Shareholders Sharing the Same Address**

The Company has adopted a procedure approved by the Securities and Exchange Commission (the "Commission") called "householding" that is intended to reduce the Company's printing and postage costs. Under this procedure, shareholders of record who have the same address and last name and do not participate in the Company's electronic delivery of proxy materials will receive only one copy of the Company's Annual Report and Proxy Statement unless one or more of these shareholders notifies the Company that they wish to continue receiving individual copies.

Shareholders who participate in householding will continue to receive separate proxy cards. In addition, householding will not affect any dividend check mailings.

If you and any other shareholders of record with whom you share an address currently receive multiple copies of Annual Reports and/or Proxy Statements, or if you hold Company Common Stock in more than one account and, in either case, you wish to receive only a single copy of the Annual Report or Proxy Statement for your household, please contact the Company's transfer agent with the names in which all accounts are registered. Our transfer agent, EquiServe Trust Company, N.A., can be contacted by phone at 1-800-926-MONY, by email at [mony@equiserve.com](mailto:mony@equiserve.com) or in writing addressed to EquiServe Trust Company, N.A., P.O. Box 43076, Providence, Rhode Island 02940-3076.

If you participate in householding and wish to receive a separate copy of the Company's 2002 Annual Report or this Proxy Statement, or if you wish to receive separate copies of future Annual Reports and/or Proxy Statements, please contact EquiServe at the above phone number or address. The Company will deliver the requested documents promptly upon receipt of your request.

Beneficial shareholders can receive information about householding from their banks, brokers or other holders of record.

### **Electronic Delivery of Proxy Materials and Annual Reports**

The Notice of Annual Meeting and Proxy Statement and the 2002 Annual Report are available on our website at [www.mony.com](http://www.mony.com). Instead of receiving paper copies of the Annual Report and Proxy Statement in the mail, shareholders can elect to receive an e-mail, which will provide an electronic link to these documents. Opting to receive your proxy materials online will save us the cost of producing and mailing documents to your home or business, and also will give you an electronic link to the proxy voting site.

*Shareholders of Record.* If you vote on the Internet at [www.eproxyvote.com/mny](http://www.eproxyvote.com/mny), simply follow the prompts for enrolling in the electronic proxy delivery service. You also may enroll in the electronic proxy delivery service at any time in the future by going directly to [www.eproxyvote.com/mny](http://www.eproxyvote.com/mny) and following the Vote By Net instructions.

*Beneficial Shareholders.* If you hold your shares in a brokerage account, you also may have the opportunity to receive copies of the Annual Report and Proxy Statement electronically. Please check the information provided in the proxy materials mailed to you by your bank or broker regarding the availability of this service.

### **Recommendations of the Board of Directors**

The Board of Directors recommends a vote FOR the election of the nominees for election as Directors; FOR approval of the appointment of PricewaterhouseCoopers LLP as independent auditors of the Company for 2003; and AGAINST the two shareholder proposals described in this Proxy Statement.

## **CORPORATE GOVERNANCE**

## Board of Directors Information

The business and affairs of the Company are managed under the direction of the Board of Directors. The Board currently consists of 14 Directors. All the Directors of the Company also serve as Directors of MONY Life Insurance Company (["MONY Life"]), a wholly owned subsidiary of the Company.

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The Company's Board of Directors consists of three classes of Directors: one class to hold office for a term expiring at the Annual Meeting of Shareholders to be held on May 14, 2003, another class to hold office for a term expiring at the Annual Meeting of Shareholders to be held in 2004, and another class to hold office for a term expiring at the Annual Meeting of Shareholders to be held in 2005, with the members of each class to hold office until their successors are duly elected and qualified. At each Annual Meeting of the Shareholders of the Company, the successors to the class of Directors whose term expires at that meeting shall be elected to hold office for a term expiring at the Annual Meeting of Shareholders held in the third year following the year of their election.

## Corporate Governance and Nominating Committee

In addition to the Compensation Committee and the Audit Committee (which are comprised solely of independent Directors, as explained in more detail elsewhere in this Proxy Statement), the Company's Board of Directors has appointed a Corporate Governance and Nominating Committee, which, too, is comprised solely of independent Directors (at present, Mr. Durham, Mr. Johnson, Mr. Thomas and Ms. Foran). These three committees are referred to in this report as the ["Independent Committees"].

## Corporate Governance Principles

On January 14, 2003, the Corporate Governance and Nominating Committee approved and, on January 15, 2003, the Company's Board of Directors adopted new corporate governance principles (the ["Corporate Governance Principles"]) to replace in its entirety the Policy on Composition and Function of the Board of The MONY Group Inc., which had been adopted by the Company's Board of Directors on September 27, 2000, to replace the Policy on Composition and Function of the Board of Trustees of The Mutual Life Insurance Company of New York adopted in May of 1989.

The Corporate Governance Principles are available for inspection by anyone at any time on the Company's web site ([www.mony.com](http://www.mony.com)) under Corporate Governance Principles. Important features of the Corporate Governance Principles and certain other aspects of the Company's corporate governance policies and procedures are summarized below.

*Independence of Directors; Executive Sessions of Non-Management Directors.* A majority of the Directors must be independent as provided for in the Corporate Governance Principles and the proposed new independence rules of the New York Stock Exchange. At present, 71% of the Directors are independent. They are Messrs. Barrett, Call, Durham, Johnson, Holland, Kiley, Theobald and Thomas, Mrs. Pfeiffer and Ms. Foran. The independent Directors and any other non-management Directors will meet in regularly scheduled executive sessions without management present. The executive sessions of the non-management Directors are chaired, on a rotating basis, by the chairpersons of the Company and MONY Life board committees (all of whom are independent Directors).

*Direct Communications with Non-Management Directors.* Persons wishing to communicate with the Company's non-management Directors over a secure Internet connection may do so by logging onto the Company's website at [www.mony.com](http://www.mony.com) and following the instructions given for communications with non-management Directors. Each non-management Director will have direct access to all messages left. In addition, the Company's Corporate Secretary and General Counsel will be notified by e-mail when such messages are posted, will have access to (but will not be able to delete or edit) such messages, and thus will be in a position to follow up with non-management Directors or with the Board as a whole, or to bring urgent matters to their immediate attention, as may be appropriate.

Persons wishing to send such messages may (a) do so anonymously, in which case their anonymity will be protected through appropriate security measures, or (b) leave their names and e-mails addresses or telephone numbers. Such persons will be prompted to indicate whether they wish to receive a response. If so, they will be required to give their names and telephone numbers or e-mail addresses. If not, they may communicate anonymously (recognizing that neither the Company nor the non-management Directors will be able to contact them for further information or to follow up on their concerns if they do not leave their names and either e-mail addresses or telephone numbers).

*Other Boards; Director Qualification Standards.* Without the express approval of the Board, no management Director may serve on the board of any other for-profit corporation.

The Corporate Governance Principles include detailed independence standards, which fully accord with the Director independence standards included in the proposed New York Stock Exchange corporate governance rules pending before the Commission for approval. For details, the reader is directed to the Company's website. Among other things, to be considered "independent" for purposes of the Corporate Governance Principles (including for eligibility to serve on any of the Independent Committees), a Director must be determined, by resolution of the Board as a whole, after due deliberation, to have no material relationship with the Company other than as a Director.

In addition, non-management Directors will be chosen for nomination based on perspective, experience, knowledge, and independence of judgment, enabling them to contribute to the effective functioning of the Board and the fulfillment of its

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responsibilities. They will be expected to become familiar with the condition and operations of the Company, and to serve on at least one committee of the Board of the Company or of MONY Life (although only independent Directors meeting the more stringent requirements for independence set forth in the Corporate Governance Principles and the proposed New York Stock Exchange Corporate Governance rules may sit on the Independent Committees). Regional balance is desirable, and a high degree of interest and involvement are prime requisites. Directors will be selected without regard to race, religion, sex, or national origin.

*Mandatory Retirement.* Directors may not serve past June 1st following the attainment of age 70, provided, however, that the Board, in its business judgment, has extended and may extend the mandatory retirement age in individual cases, taking into account the factors listed below, to assure that the Board has the necessary and desirable overall continuity and expertise. At the time a Director comes up for re-election, or at a time that a substantial change in either the occupation or primary business affiliation of the Director takes place, the Corporate Governance and Nominating Committee will conduct a review, including the following:

- attendance at Board and Committee meetings;
- the mental and physical capacities of the individual;
- participation in the meetings and affairs of the Company; and
- any change in residence.

*Director Responsibilities.* Directors have a duty to act in what they believe to be the best interests of the Company and its shareholders. Directors must perform their duties as Directors, including their duties as members of committees, in good faith and with that degree of care that an ordinarily prudent person would use under similar circumstances.

The business and affairs of the Company are managed under the direction of the Board. The Board reviews and approves the Company's broad policies, strategic direction and overall priorities. The specific duties of the Board include:

- reviewing and approving key financial objectives, corporate strategies and capital allocations;



- approving senior management structure, personnel, succession planning and compensation;
- annually electing the executive officers of the Company;
- monitoring management performance and recommending improvements;
- approving major actions of the Company, including
  - capital expenditures over authorized limits;
  - acquisitions and divestitures over authorized limits;
  - decisions on major strategic directions of the Company; and
  - dividend actions;
- providing management with additional expertise and perspective based on the individual experience of the Directors; and
- assuring continuity of Board membership.

Directors are expected to attend at least 75% of all regularly scheduled and specially called Board meetings. Management or outside advisors to the Board are required to provide, and Directors are expected to review, any written materials relating to the agenda for each upcoming meeting sufficiently in advance of the meeting to afford sufficient time for reading and careful consideration.

*Director Access To Management and Independent Advisors.* Generally, presentations of matters to be considered by the Board are made by the manager responsible for that area of the Company's operations. In addition, Directors shall have free access to all other senior managers of the Company and its principal subsidiaries.

The non-management Directors, any Board Committee or the Board as a whole may retain and consult with independent legal, financial, accounting, executive compensation or other advisors as necessary and appropriate in their judgment, at the expense of the Company.

*Director Compensation.* Independent Directors of the Company are expected to hold Company stock as explained in detail elsewhere in this Proxy Statement. The Corporate Governance and Nominating Committee is responsible for recommending to the full board the compensation and benefits for non-management Directors. In discharging this duty, the Committee is guided by three principles: compensation should fairly pay Directors for work required in a company of the Company's size

and scope; compensation should align Directors' interests with the long-term interests of shareholders; and the structure of the compensation should be simple, transparent and easy for shareholders to understand. Annually, the Corporate Governance and Nominating Committee reviews non-management Director compensation and benefits.

*Director Orientation and Continuing Education.* The Company provides for Director orientation and continuing education through management briefings and presentations concerning the Company's key businesses and major issues.

*Management Succession and CEO Performance Review.* The Board must approve and maintain a succession plan for the Company's Chief Executive Officer and senior executives with the input, as appropriate, of the Corporate Governance and Nominating Committee. At least annually, the Compensation Committee must review and report to the full Board on the performance of the CEO.

*Annual Performance Evaluation of the Board.* As described more fully in the charters of the Independent Committees, each such Committee performs an annual self-evaluation. Annually, the Directors are requested to provide their assessments of the effectiveness of the Board and the Committees on which they serve.

*Committees of the Board.* The committees of the Board are the three Independent Committees and the Public Affairs Committee. The purposes and responsibilities of the Independent Committees and the required qualifications for their members are set forth in their charters. The Independent Committees may meet regularly in executive session without management Directors present. The agendas for the Independent Committees are set by their chairpersons, in consultation with the Corporate Secretary and the CEO as each committee chairperson deems necessary and appropriate.

*Board and Committees.* The Company's Board of Directors held 8 meetings during 2002. Each Director attended at least 75% of the total number of meetings of the Board of Directors and the Committees on which he or she served during the year.

The table below provides current membership and meeting information for each of the Board Committees.

Name	Audit	Compensation #	Corporate Governance And	
			Nominating	Public Affairs
Mr. Barrett	X*			
Mr. Call				X
Mr. Durham	X	X	X*	
Ms. Foran			X	
Mr. Holland		X		X
Mr. Johnson		X*	X	
Mr. Kanner				X
Mr. Kiley	X			X
Mrs. Pfeiffer				X*
Mr. Theobald	X			X
Mr. Thomas	X		X	
2002 Meetings	4	5	1	3

\* Chairperson

# Formerly Human Resources Committee

### The Audit Committee

The Audit Committee's primary responsibilities are to:

- monitor the integrity of the Company's financial reporting process and systems of internal controls;
- monitor the independence and performance of the Company's independent auditors and internal auditing department;
- provide an avenue of communication among the independent auditors, management, the internal auditing department and the Board of Directors; and
- review areas of potential significant financial risk to the Company.

The Audit Committee is also responsible for, among other things, reviewing the annual audit of the Company's financial statements before filing and distribution and reviewing the Company's quarterly financial results before filing or distribution and, in each case, discussing significant issues with management, the Company's internal auditors and the Company's independent auditors.

The Audit Committee operates under a written charter. A copy of the Audit Committee's current charter, as revised in 2002, is appended as Exhibit A to this Proxy Statement.

The Board has determined that each of the members of the Audit Committee — Messrs. Barrett, Durham, Kiley, Theobald and Thomas — is a financial expert within the meaning of Item 401(h)(2) of Regulation S-K, 17 CFR § 229.401(h). In addition, each such Director qualifies as "independent" within the meaning of Section 303.01(B)(2)(a) and (3) of the New York Stock Exchange Listed Company Manual. Information regarding relevant experience of the members of the Audit Committee may be found below under "Proposal 1 — Election of Directors."

### **The Compensation Committee**

The function of the Compensation Committee is to:

- oversee the administration of the Company's compensation plans and to make determinations with respect to compensation payable to officers and employees of the Company;
- evaluate the performance of the Chief Executive Officer of the Company as measured against pre-established performance criteria;
- recommend to the Board of Directors the selection and compensation of executive officers of the Company; and
- recommend to the Board of Directors any plan to issue options for the purchase of shares of stock.

### **The Corporate Governance and Nominating Committee**

The function of the Corporate Governance and Nominating Committee is to:

- identify individuals qualified to become Board members;
- select, or to recommend that the Board select, the Director nominees for the next annual meeting of shareholders;
- develop and recommend to the Board corporate governance principles applicable to the Company.
- recommend the establishment, authority, size and membership of Board committees;
- determine and recommend to the Board qualifications for membership on Board committees;
- oversee the evaluation of the Board and management of the Company; and
- review and, where appropriate, make recommendations to the Board regarding any proposals from shareholders relating to corporate governance matters, Board and Board committee compensation, and succession planning for the CEO and other senior executive officers of the Company.

The Committee will consider nominees recommended by the shareholders. The procedure for such nominations is described below under "2004 Meeting of Shareholders."

### **The Public Affairs Committee**

The function of the Public Affairs Committee is to review policies, programs and practices that are consistent with the Company's social obligation to its employees, society and especially the communities of its major locations.

### **Directors Compensation**

*Cash Compensation.* All Directors of the Company are also Directors of MONY Life. For serving on the Board of Directors of MONY Life, each Director who is not an employee of the Company receives an annual retainer fee of

\$40,000. No additional retainer fee is paid for service on the Board of Directors of the Company. In addition, each such Director also receives a meeting fee of \$1,500 for each meeting of the Company's Board or MONY Life's Board attended. Additionally, each such Director receives an annual retainer fee of \$3,500 per committee on which such Director serves as a member and each such member receives a meeting fee of \$1,000 for each committee meeting attended. The chairperson of each committee receives an additional annual retainer fee of \$1,500. For each joint meeting of the Company's Board and MONY Life's Board (or committees), non-management Directors receive only one meeting fee and also only one annual Committee or Chairperson retainer fee. The Directors may defer all or part of their compensation as Directors until retirement from the Board.

*Non-Management Director Restricted Stock Grants.* Pursuant to the Plan of Reorganization of MONY Life (the "Plan of Reorganization"), the Board may grant restricted Common Stock to non-management Directors of the Company. The purpose of these grants is to provide stock-based compensation to non-management Directors of the Company in order to encourage a high level of Director performance and to provide non-management Directors with a proprietary interest in the Company's success. Each non-management Director of the Company received a grant of 416 shares of restricted Company Common Stock in 2002 pursuant to the Plan of Reorganization.

The Board of Directors has discretion in determining the number of shares subject to each grant of restricted stock, provided that the fair market value (valued on the date of grant) of all shares granted to each non-management Director during any calendar year does not exceed the lesser of (i) one-half of the Directors' fees earned by such non-management Director for the immediately preceding calendar year and (ii) \$15,000, rounded upward to the nearest whole share. Grants of restricted stock must be in lieu of cash payment of Directors' fees equal in amount to the fair market value of the restricted stock granted. Each grant of restricted stock vests, based on the continued service of the grantee on the Board of Directors, in three approximately equal installments on each of the first three anniversaries on the date of grant thereof. In the event of the termination of the service on the Board of a grantee by reason of disability or death, any restricted stock previously granted to such grantee will continue to vest as if the grantee's service had not terminated. In the event of termination of service on the Board of Directors of a grantee for any reason other than disability or death, any unvested restricted stock will be forfeited.

The Board must obtain the prior approval of the New York State Superintendent of Insurance prior to making any other grants of restricted stock to non-management Directors until November 16, 2003, the fifth anniversary of the effective date of the Plan of Reorganization.

*2002 Stock Option Grants.* In July 2002, each non-management Director was granted a non-qualified stock option to acquire 5,000 shares of Company Common Stock pursuant to The MONY Group Inc. 2002 Stock Option Plan (the "2002 Stock Option Plan"). The options vest in three equal yearly installments on December 31, 2003, 2004 and 2005 and expire on July 30, 2012.

*Charitable Award Program for Directors.* Under the MONY Life Insurance Company Charitable Awards Program for Directors established in 1991, MONY Life will contribute a maximum amount of \$500,000 among up to five charitable organizations and/or educational institutions recommended by each participating Director. Donations are made in the name of the participating Director. The maximum donation payable on behalf of a participating Director is based on that Director's length of service as a Director. Participating Directors are paired for purposes of the Program. As to each pair of Directors, the donations will be made at the death of the last survivor; provided, that for the first paired Director to die, the applicable donation will be made not later than five years after his or her death. As of March 1, 2003, 17 active and retired Directors were participating in the Program. The Program may be funded by the purchase of life insurance policies on the lives of participating Directors, the premiums on which will be payable by MONY Life. Individual Directors accrue no financial benefit from the Program and any resulting charitable deductions accrue solely to MONY Life. In 2002, MONY Life paid \$259,920 in premiums on such policies.

## SECURITY OWNERSHIP

### Security Ownership of Certain Beneficial Owners

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The Company has no information that any person beneficially owns more than 5% of its outstanding Common Stock except as reported on Schedule 13G filed with the Commission by Goldman, Sachs & Co. (["Goldman Sachs"]) and certain affiliates pursuant to the Securities Exchange Act of 1934 (the ["Exchange Act"]). The following table and footnotes have been prepared in reliance upon such filing for the nature of ownership and an explanation of overlapping ownership.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership Reported on Schedule 13G	Percent of Class
The Goldman Sachs Group, Inc. 85 Broad Street New York, NY 10004(1)	3,564,775	7.1%

- (1) Consists of 3,564,775 shares beneficially owned by Goldman Sachs and The Goldman Sachs Group, Inc. (["GS Group"]); 2,227,198 shares beneficially owned by GS Mezzanine Partners, L.P.; 1,195,949 shares beneficially owned by GS Mezzanine Partners Offshore, L.P.; 3,423,147 shares beneficially owned by GS Mezzanine Advisors, L.L.C.; 76,169 shares beneficially owned by Stone Street Fund 1997, L.P.; 36,993 shares beneficially owned by Bridge Street Fund 1997, L.P. and 113,162 shares beneficially owned by Stone Street 1997, L.L.C. Includes an aggregate of 3,536,309

*(footnote continued on next page)*

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shares issuable upon exercise of currently exercisable warrants held by GS Mezzanine Partners, L.P., GS Mezzanine Partners Offshore, L.P., Stone Street Fund 1997, L.P., and Bridge Street Fund 1997, L.P. (collectively, the Investors), pursuant to the Investment Agreement (the Investment Agreement), dated as of December 30, 1997, by and among The Mutual Life Insurance Company of New York (now known as MONY Life Insurance Company), MONY Financial Services Corporation (now known as The MONY Group Inc.) and the Investors. The investment banking division (IBD) of GS Group disclaims beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which IBD or its employees have voting or investment discretion, or both and (ii) certain investment entities, of which IBD is the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than IBD.

Pursuant to the Investment Agreement, the Investors have been granted Board representation rights. The Company has agreed to use its best efforts to cause one of the persons proposed by the Investors to be elected to the Company's Board of Directors. The Investors' original nominee retired from the Company's Board of Directors on January 11, 2000. The Investors have not proposed a successor nominee at this time. The Investors have agreed not to propose any person who: (i) at the time of such proposal is either a member of the board of directors or board of trustees or a senior officer of an entity engaged in the life insurance business, or (ii) is not qualified to serve as a Director pursuant to the By-Laws of the Company. The Investors' Board representation rights granted by the Investment Agreement will terminate when the Investors and their subsidiaries and affiliates that acquire warrants or Common Stock upon the exercise thereof own an aggregate number of shares of Common Stock acquired upon exercise of Warrants plus the number of shares of Common Stock issuable upon exercise thereof that is less than 5% of the fully diluted Common Stock.

## **Security Ownership of Directors And Executive Officers**

The following table sets forth certain information regarding the beneficial ownership of Common Stock as of March 1, 2003 by each Director and Director nominee and the Company's Chief Executive Officer and the four other most highly compensated executive officers of the Company who served in such capacities as of December 31, 2002 (collectively, the ["named executive officers"]) and by all Directors and executive officers as a group. Unless otherwise indicated in a footnote, each person listed in the table possesses sole voting and investment power with respect to the shares shown in the table to be owned by that person.

As of March 1, 2003, the Directors, the Director nominees and the named executive officers of the Company:

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- owned beneficially, directly or indirectly, the number of shares of Common Stock indicated under "Shares Beneficially Owned;"
- held options, exercisable within 60 days after that date, to purchase the number of shares of Common Stock indicated in the applicable footnotes below; and
- held units equivalent to the number of shares of Common Stock indicated under "Benefit Plan Shares Beneficially Owned" pursuant to the Investment Plan Supplement for Employees and Field Underwriters of MONY Life (the "Investment Plan Supplement"), the Excess Benefit Plan for Employees of MONY Life (the "Excess Plan"), and/or the Deferred Compensation Plan for Directors of MONY Life (the "Directors Deferred Plan").

As of March 1, 2003, (i) each Director, Director nominee and named executive officer beneficially owned less than one percent of the Company's outstanding Common Stock and (ii) all Directors and executive officers as a group beneficially owned 2.9% of the Company's outstanding Common Stock.

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Name of Beneficial Owner	Shares Beneficially Owned	Benefit Plans Shares Beneficially Owned(1)	Total Number of Shares Beneficially Owned
Tom H. Barrett	1,977(2)	2,973	4,950
David L. Call	2,327(2)(3)	□	2,327
Richard Daddario	114,557(4)	13,455	128,012
G. Robert Durham	2,054(2)	□	2,054
James B. Farley	1,977(2)(5)	□	1,977
Margaret M. Foran	1,000	□	1,000
Samuel J. Foti	202,766(6)	56,101	258,867
Robert Holland, Jr	2,144(2)(7)	12,628	14,772
James L. Johnson	2,000(2)	□	2,000
Frederick W. Kanner	3,447(8)	2,601	6,048
Robert R. Kiley	1,977(2)	68	2,045
Kenneth M. Levine	116,960(9)	10,817	127,777
Jane C. Pfeiffer	2,988(2)	□	2,988
Michael I. Roth	302,955(10)	55,892	358,847
Thomas C. Theobald	2,043(2)	3,700	5,743

David M. Thomas	593(11)	□	593
Victor Ugolyn	50,042(12)	10,539	60,581
All Directors and executive officers as a group (26 persons)	1,149,828	193,669	1,343,497(13)

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- (1) Indicates Common Stock equivalent of unitized interests held under the Retirement and Investment Plan Trust of MONY Life and the Deferred Compensation Trust of MONY Life. This represents the employees and non-management Directors' deferral of compensation and Company contributions under the Investment Plan Supplement, a tax-qualified 401(k) plan, the Excess Plan and the Directors' Deferred Plan.
- (2) Includes (i) 550 restricted shares granted on January 11, 2000, (ii) 418 restricted shares granted on January 17, 2001, (iii) 416 restricted shares granted on January 16, 2002 and (iv) 593 restricted shares granted on January 15, 2003.
- (3) Includes 250 shares owned in an IRA by Mr. Call's spouse.
- (4) Includes (i) 28,473 restricted shares subject to certain vesting and forfeiture provisions, (ii) 85,000 shares subject to options exercisable within 60 days after March 1, 2003 and (iii) 77 shares owned by Mr. Daddario's spouse. Mr. Daddario disclaims beneficial ownership of the shares owned by his spouse.
- (5) Mr. Farley retired as a Director of the Company and MONY Life effective March 17, 2003.
- (6) Includes (i) 52,179 restricted shares subject to certain vesting and forfeiture provisions, (ii) 150,000 shares subject to options exercisable within 60 days after March 1, 2003 and (iii) 165 shares owned by Mr. Foti's spouse. Mr. Foti disclaims beneficial ownership of the shares owned by his spouse.
- (7) Includes 7 shares owned by WorkPlace Integrators. Mr. Holland previously owned WorkPlace Integrators.
- (8) Includes (i) 418 restricted shares granted on January 17, 2001, (ii) 416 restricted shares granted on January 16, 2002 and (iii) 593 restricted shares granted on January 15, 2003.
- (9) Includes (i) 30,803 restricted shares subject to certain vesting and forfeiture provisions and (ii) 85,000 shares subject to options exercisable within 60 days after March 1, 2003.

*(footnotes continued on next page)*

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- (10) Includes (i) 66,520 restricted shares subject to certain vesting and forfeiture provisions, (ii) 236,000 shares subject to options exercisable within 60 days after March 1, 2003 and (iii) 428 shares owned by the Michael I. Roth Irrevocable Trust, an irrevocable life insurance trust of which Mr. Roth's three children are beneficiaries. Mr. Roth disclaims beneficial ownership of the shares owned by the trust.
- (11) Consists of 593 restricted shares granted on January 15, 2003.
- (12) Includes (i) 26,506 restricted shares subject to certain vesting and forfeiture provisions and (ii) 23,500 shares subject to options exercisable within 60 days after March 1, 2003.
- (13) Includes 3,459 shares of Common Stock for which beneficial ownership is disclaimed by certain Directors and executive officers.

### **PROPOSAL 1 □ ELECTION OF DIRECTORS** **(Item 1 on the Proxy Card)**

Five Directors will be elected at the Annual Meeting. The Board of Directors has proposed the following nominees for election as Directors at the Annual Meeting for terms ending in 2006 or until their respective successors shall have been elected and qualified: Tom H. Barrett, David L. Call, Margaret M. Foran, Samuel J. Foti and Jane C. Pfeiffer. All of the nominees are at the present time Directors of the Company, whose current terms will expire at the 2003 Annual Meeting. If any nominee should become unable to serve, the persons named as proxies on the proxy card will vote for the person or persons the Board recommends, if any. The Board knows of no reason why any nominee will be unavailable or unable to serve.

Set forth below is information about each Director nominee and each other Director, including business positions held during at least the past five years, age, other Directorships held and periods of service as a Director of the Company and MONY Life.

**The following Directors serve for terms that expire in 2003:**

**TOM H. BARRETT**, age 72, has been a Director of the Company since August 1998\*. He has also been a Director of MONY Life since July 1990. Mr. Barrett is a Partner in American Industrial Partners, a private investment partnership, since 1992. Mr. Barrett retired from The Goodyear Tire & Rubber Company in December 1993, after serving as Chairman of the Board, President & Chief Executive Officer of The Goodyear Tire & Rubber Company from April 1989 to July 1991 and President & Chief Executive Officer from December 1988 to April 1989.

**DAVID L. CALL**, age 71, has been a Director of the Company since August 1998\*. He has also been a Director of MONY Life since January 1993. Dr. Call joined the faculty of Cornell University in 1963. He became Dean of the College of Agriculture and Life Sciences in 1978. Dr. Call has been Dean Emeritus since his retirement in 1995. He also serves as a small business consultant.

**MARGARET M. FORAN**, age 48, has been a Director of the Company since February 2003. She has also been a Director of MONY Life since February 2003. Ms. Foran has been Vice President, Corporate Governance and Secretary of Pfizer Inc., the world's largest pharmaceutical company, since July 2002. She joined Pfizer Inc. in 1997 as Senior Corporate Counsel and Assistant Secretary and was named Vice President in 1999. Ms. Foran is a member of the Council of Institutional Investors.

**SAMUEL J. FOTI**, age 51, has been a Director, President and Chief Operating Officer of the Company since 1997\*\*. He is President and Chief Operating Officer (since February 1994) of MONY Life and has been a Director since January 1993. Mr. Foti is also a Trustee of The American College, where he served as Chair of the Board of Trustees from January 2000 to January 2002. He previously served on the Board of Directors of the Life Insurance Marketing and Research Association (LIMRA), where he served as Chairman from October 1996 through October 1997.

**JANE C. PFEIFFER**, age 70, has been a Director of the Company since August 1998\*. She has also been a Director of MONY Life since November 1988. Mrs. Pfeiffer is an independent management consultant. Mrs. Pfeiffer was Chairman of NBC from 1978 to 1981. Prior to that time, Mrs. Pfeiffer held various positions with IBM, including the position of Vice President of Communications and Government Relations. Mrs. Pfeiffer is a Director of Ashland, Inc., International Paper Company and J.C. Penney Company, Inc. She is a trustee of the University of Notre Dame and a member of The Council on Foreign Relations.

**The following Directors serve for terms that expire in 2004:**

**ROBERT HOLLAND, JR.**, age 62, has been a Director of the Company since August 1998\*. He has also been Director of MONY Life since May 1990. Mr. Holland is a business consultant. Mr. Holland was the owner and Chief Executive Officer of WorkPlace Integrators, an office furniture dealership in Southeast Michigan, from December 1996 to April 2001. Prior to that time, Mr. Holland was the President and Chief Executive Officer of Ben & Jerry's Homemade, Inc., an ice cream

company, from February 1995 to October 1996. Mr. Holland is a Director of Lexmark International Group Inc., Carver Bancorp Inc., YUM! Brands Inc., and Mazaruni Granite Products (Guyana). He also serves on the Ethnic Advisory Board of PepsiCo and the Advisory Board of Boardroom Consultants.

**ROBERT R. KILEY**, age 67, has been a Director of the Company since August 1998\*. He has also been Director of MONY Life since November 1995. Mr. Kiley has been the Commissioner of Transport for London since January 2001. Prior to that time, Mr. Kiley was President and Chief Executive Officer of the New York City Partnership and Chamber of Commerce, Inc. from May 1995 to January 2001. Mr. Kiley had been a Principal of Kohlberg & Co. from April 1994 to April 1999.

**MICHAEL I. ROTH**, age 57, has been a Director, Chairman of the Board and Chief Executive Officer of the Company since 1997\*\*. He is Chairman of the Board (since July 1993) and Chief Executive Officer (since January 1993) of MONY Life and has been a Director since May 1991. Mr. Roth is a Director of the American Council of



Life Insurance, The Life Insurance Council of New York, Insurance Marketplace Standards Association, Enterprise Foundation (a charitable foundation which develops housing and which is not affiliated with the Enterprise Group of Funds), Metropolitan Development Association of Syracuse and Central New York, Enterprise Group of Funds, Inc., Enterprise Accumulation Trust, Pitney Bowes, Inc., The Partnership for New York City, Committee to Encourage Corporate Philanthropy, The Twin Towers Fund and Interpublic Group of Companies. Mr. Roth also serves on the Board of Governors of the United Way of Tri-State and is a member of the Lincoln Center Consolidated Corporate Fund Leadership Committee.

**THOMAS C. THEOBALD**, age 65, has been a Director of the Company since August 1998\*. He has also been a Director of MONY Life since May 1990. Mr. Theobald is a managing Director of William Blair Capital Partners, L.L.C., a private equity group, since September 1994. Mr. Theobald is a Director of Anixter International, Inc., Jones Lang LaSalle, Inc., and Liberty Funds.

**The following Directors serve for terms that expire in 2005:**

**G. ROBERT DURHAM**, age 74, has been a Director of the Company since August 1998\*. He has also been a Director of MONY Life since June 1988. Mr. Durham retired from Walter Industries, Inc., a home building and financing, natural resources and industrial manufacturing company, in May 1996, after serving as Chairman of the Board and Chief Executive Officer from June 1991 to May 1996. He is a Director of The FINOVA Group, Inc.

**JAMES L. JOHNSON**, age 75, has been a Director of the Company since August 1998\*. He has also been a Director of MONY Life since October 1986. Mr. Johnson is Chairman Emeritus of GTE Corporation (presently known as Verizon Communications, Inc.), a telecommunications company, having served as Chairman and Chief Executive Officer from April 1988 to May 1992. He is also Non-Executive Chairman of the Board of CellStar Corporation, a wireless communications company, since July 2001. Prior to that time, Mr. Johnson held various executive management positions with GTE Corporation. Mr. Johnson is a Director of CellStar Corporation and Harte-Hanks Communications, Inc.

**FREDERICK W. KANNER**, age 59, has been a Director of the Company since March 2000. He has also been a Director of MONY Life since March 2000. Mr. Kanner is a member of the firm of Dewey Ballantine LLP, an international law firm headquartered in New York City, since October 1976. He serves on the Board of Trustees of the Lawyers<sup>2</sup> Alliance for New York and the Lawyers<sup>2</sup> Committee for Civil Rights Under Law.

**KENNETH M. LEVINE**, age 56, has been a Director, Executive Vice President and Chief Investment Officer of the Company since 1997\*\*. He has also been a Director (since May 1994) and Executive Vice President (since February 1990) and Chief Investment Officer (since January 1991) of MONY Life.

**DAVID M. THOMAS**, age 53, has been a Director of the Company since March 2002. He has also been a Director of MONY Life since March 2002. Mr. Thomas is Chairman and Chief Executive Officer of IMS Health, a leading provider of information solutions to the pharmaceutical and healthcare industries, since November 2000. From 1998 to 2000, Mr. Thomas served as Senior Vice President and Group Executive at IBM, an information technologies company. Prior to that time, Mr. Thomas held various management positions with IBM since 1972. Mr. Thomas is a Director of IMS Health, Fortune Brands, Inc., and Trizetto Corporation.

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\* This Director was elected in anticipation of the demutualization of The Mutual Life Insurance Company of New York, the predecessor of MONY Life, that was completed in 1998. Directors of MONY Life served as Trustees on the Board of Trustees of The Mutual Life Insurance Company of New York, the predecessor of MONY Life, prior to the demutualization for the period indicated.

\*\* The Company was incorporated under the name MONYCO, Inc. on June 24, 1997, as a wholly owned subsidiary of MONY Life. This Director was appointed in connection with the original incorporation of the Company.

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On February 19, 2003 the Audit Committee appointed PricewaterhouseCoopers LLP independent accountants to audit and report on the consolidated financial statements of the Company for 2003. PricewaterhouseCoopers LLP has audited and reported on the consolidated financial statements of the Company for 2002.

Although ratification of the appointment of PricewaterhouseCoopers LLP by the shareholders is not required, the Board has determined that it is desirable to request ratification of such appointment. If ratification is not obtained, the Audit Committee will reconsider the appointment.

The Company has been advised that representatives of PricewaterhouseCoopers LLP will be present at the Annual Meeting. They will be afforded the opportunity to make a statement, should they desire to do so, and to respond to appropriate questions.

### AUDIT COMMITTEE REPORT

The Audit Committee of The MONY Group Inc. is comprised of five independent Directors and operates under a written charter adopted by the Board of Directors on May 17, 2000 and amended on July 30, 2002. In its corporate oversight role, the Audit Committee reviews the Company's financial reporting process on behalf of the Board. Management has the primary responsibility for the financial statements and the reporting process, including the system of internal controls.

The Audit Committee held five meetings during 2002. The meetings were designed to facilitate open communication between the Audit Committee, management and the Company's independent public accountants, PricewaterhouseCoopers LLP ("PricewaterhouseCoopers"). The Audit Committee reviewed and discussed the audited consolidated financial statements with management and PricewaterhouseCoopers during these meetings.

The Audit Committee discussed with PricewaterhouseCoopers matters to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees). PricewaterhouseCoopers also provided to the Audit Committee the written disclosures and the letter required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and the Audit Committee discussed with PricewaterhouseCoopers their independence under Independence Standards Board Standard No.1.

The Company contracted with PricewaterhouseCoopers for various engagements during the course of 2002 and the following represents a brief schedule of their professional fees:

Audit Fees	Financial Information Systems Design and Implementation Fees	All Other Fees □ Audit Related	All Other Fees □ Consulting Related
\$ 2,041,900	0	\$ 754,232	\$ 2,200,401* 688,128
			\$ 2,888,529

The (\*) relates to consulting work performed by PricewaterhouseCoopers personnel who were transferred to the IBM organization effective October 1, 2002.

In addition, the "All Other Fees □ Audit Related" category includes fees for regulatory filings and statutory audits of certain subsidiary organizations. The principal items covered within the \$688,128 amount relate to Anti-Money Laundering and Risk Assessment projects. Also, it should be noted that the Company has put procedures in place to provide for pre-approval of any PricewaterhouseCoopers Consulting engagement by the Audit Committee Chairperson. The Audit Committee has determined that PricewaterhouseCoopers' provision of the consulting related services itemized above is compatible with maintaining its independence.

Based upon the reviews and discussions noted above, the Audit Committee recommended to the Board of Directors that the Company's audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2002 for filing with the Securities and Exchange Commission.

Respectfully submitted,

THE AUDIT COMMITTEE OF THE BOARD  
OF DIRECTORS

Tom H. Barrett, Chairman

G. Robert Durham

Robert R. Kiley

Thomas C. Theobald

David M. Thomas

**EXECUTIVE COMPENSATION****Executive Summary Compensation Table**

The following table provides certain compensation information for Mr. Roth and the named executive officers. None of the named executive officers received any cash compensation during 2002 from the Company. All cash compensation received, earned or accrued by the named executive officers was paid by MONY Life.

**SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation		
		Salary	Bonus	Other Annual Compensation(1)	Securities Underlying Options Granted	LTIP Payouts(2)	All other Compensation(3)
		(\$)	(\$)	(\$)	(#)	(\$)	(\$)
Michael I. Roth,	2002	\$950,000	\$ 712,500	\$ 203,673	150,000	\$ 1,776,666	\$ 32,775
Chairman of the Board and	2001	950,000	0	175,333	0	1,479,167	143,163
Chief Executive Officer	2000	900,000	1,100,000	119,837	0	1,041,667	148,307
Samuel J. Foti,	2002	750,000	562,500	135,424	110,000	1,210,000	25,875
President and Chief	2001	730,000	0	136,470	0	1,062,500	108,384
Operating Officer	2000	705,000	800,000	121,852	0	770,833	110,599
Kenneth M. Levine,	2002	500,000	250,000	71,721	50,000	566,667	17,250
Executive Vice President	2001	500,000	0	60,658	0	562,500	49,843
and Chief Investment Officer							