

WEBMEDIABRANDS INC.
50 Washington Street, 9th Floor
Norwalk, Connecticut 06854
(203) 662-2800

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held on June 16, 2011

Dear Stockholders:

You are hereby cordially invited to attend the 2011 Annual Meeting of Stockholders of WebMediaBrands Inc., a Delaware corporation, at the offices of WebMediaBrands Inc. located at 475 Park Avenue South, 9th Floor, New York, New York on June 16, 2011, at 10:00 a.m. local time. This meeting is being held for the following purposes:

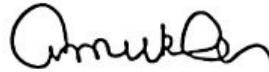
1. To elect six directors to the Board of Directors of WebMediaBrands Inc. with terms expiring at the Annual Meeting of Stockholders to be held in 2012 or until their successors are duly elected;
2. To approve the appointment of Rothstein, Kass & Company, P.C., independent registered public accounting firm, to act as independent auditors for WebMediaBrands Inc. for the fiscal year ending December 31, 2011; and
3. To transact such other business as may properly come before the meeting, or any adjournment or adjournments thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting of Stockholders. Only stockholders of record at the close of business on April 25, 2011 are entitled to receive notice of, and to vote at, the Annual Meeting or any adjournment or adjournments thereof.

YOUR VOTE IS IMPORTANT

Whether or not you expect to be present at the Annual Meeting, please complete, date, sign and return the enclosed proxy promptly in the postage-prepaid envelope provided for your convenience. If you attend the Annual Meeting, you may revoke your proxy and vote your shares in person if you wish.

By Order of the Board of Directors,



Alan M. Meckler
Chairman of the Board
And Chief Executive Officer

Dated: May 12, 2011

WebMediaBrands Inc.
50 Washington Street, 9th Floor
Norwalk, Connecticut 06854
(203) 662-2800

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS

To Be Held on June 16, 2011

The Board of Directors of WebMediaBrands Inc. (the "Company") is soliciting proxies from the Company's stockholders for the 2011 Annual Meeting of Stockholders to be held on June 16, 2011 at the offices of WebMediaBrands Inc. located at 475 Park Avenue South, 9th Floor, New York, New York.

You are entitled to vote at the meeting if you were a stockholder of record at the close of business on April 25, 2011. On or about May 12, 2011, the Company will begin mailing to all such stockholders a proxy card, this proxy statement and the Company's 2010 Annual Report. On April 25, 2011, there were 38,103,513 shares of the Company's Common Stock outstanding, which are the only shares of the Company's stock entitled to vote at this meeting. Each such share of Common Stock will be entitled to one vote at the meeting.

Your signed proxy card will appoint Alan M. Meckler and Mitchell S. Eisenberg, as proxy holders, or your representatives, to vote your shares.

If you sign and return your proxy card without giving voting directions, the proxy holders will vote your shares:

(i) *for* all of the nominees for director listed on pages 2, 3 and 4; and

(ii) *for* the appointment of Rothstein, Kass & Company, P.C. as independent auditors for the fiscal year ending December 31, 2011.

The proxy card permits you to direct the proxy holders to:

(i) withhold your votes from particular nominees; and/or

(ii) vote "for" or "against" or "abstain" from voting on the appointment of auditors referred to above.

Signing and returning your proxy card will not prevent you from voting in person at the meeting. If you vote in person at the meeting, your previously voted proxy will be automatically revoked. You may also revoke your proxy any time before it is voted by delivering written notice prior to the meeting to:

WebMediaBrands Inc.
50 Washington Street, 9th Floor
Norwalk, Connecticut 06854
Attn: Corporate Secretary

If you submit more than one proxy, each later-dated proxy will revoke all previous proxies.

The Board of Directors expects all nominees named below to be available for election. In case any nominee is not available, the proxy holder may vote your shares for a substitute if you have submitted a signed proxy card.

As far as the Company knows, the only matters to be brought before the meeting are those referred to in this proxy statement. As to any other matters presented at the meeting, if you send in a signed proxy card, the proxy holders may vote your shares at their discretion.

No business may be conducted at the meeting unless a majority of all outstanding shares entitled to vote are either present at the meeting in person or represented by proxy. All matters voted on at the meeting will be determined by the "for" vote of a majority of the shares present at the meeting in person or represented by proxy and entitled to vote on the subject matter of the vote, except for the election of directors, which will be determined by the "for" vote of a plurality of such shares.

Abstentions and broker non-votes are counted as shares present for determining if there are sufficient shares present to hold the meeting and are entitled to vote on matters at the meeting. Therefore, abstentions have the same legal effect as a vote against a matter.

A list of stockholders entitled to vote at the meeting will be available at the meeting and for ten days prior to the meeting, between the hours of 9:00 a.m. and 5:00 p.m., at the Norwalk offices of the Company, 50 Washington Street, 9th Floor, Norwalk, Connecticut, by contacting the Corporate Secretary.

ITEM 1. ELECTION OF DIRECTORS

Item 1 is the election of all six current members of the Company’s Board of Directors to another term. The persons named in the enclosed proxy intend to vote the proxy for the election of each of the six nominees, unless you indicate on the proxy card that your vote should be withheld from any or all such nominees. Each nominee elected as a director will continue in office until his successor has been elected, or until his death, resignation or retirement.

The Board of Directors has proposed the following nominees for election as directors with terms expiring at the Annual Meeting in 2012: Alan M. Meckler, Gilbert F. Bach, Michael J. Davies, Wayne A. Martino, John R. Patrick and William A. Shutzer.

The Board of Directors recommends a vote FOR the election of these nominees as directors.

The following table sets forth information with respect to each nominee for director. Except as otherwise indicated, each nominee has held his present occupation or occupations for more than the past five years and has not been principally employed by any subsidiary or affiliate of the Company. There are no family relationships among any nominee, director or executive officer of the Company and there are no arrangements or understandings between the director nominees and any other person pursuant to which the director nominees were selected as directors or nominees. References below to the nominees’ respective ages are as of the date of the Annual Meeting. References below to periods of service to the Company include, where applicable, service to the Company’s predecessor business, internet.com LLC, prior to its 1999 merger with and into the Company.

<u>Name</u>	<u>Age</u>	<u>Principal Occupation or Occupations and Directorships</u>
Alan M. Meckler	65	<p>Alan M. Meckler has been Chairman of the Board and Chief Executive Officer of the Company since its inception. Previously, Mr. Meckler had been Chairman of the Board of Mecklermedia Corporation from 1973 and was its Chief Executive Officer from December 1993 until it was acquired by Penton Media in November 1998. He also served as President of Mecklermedia from 1971 through November 1998.</p> <p>Among other experiences, qualifications, attributes and skills, Mr. Meckler’s executive experience in the digital media industry and his unique perspective on the Company led to the conclusion of the Nominating and Corporate Governance Committee and of the full Board that he should serve as a director of the Company.</p>
Gilbert F. Bach	79	<p>Gilbert F. Bach has been a director of the Company since its inception. Mr. Bach retired on January 1, 1997 from Lehman Brothers, where he held various positions from 1979 through 1996, most recently as a Managing Director. From 1955 to 1979, Mr. Bach held various positions at Hirsch & Co. and Loeb Rhoades & Co. Mr. Bach was also a director of Mecklermedia from February 1997 until it was acquired by Penton Media in November 1998.</p> <p>Among other experiences, qualifications, attributes and skills, Mr. Bach’s experience in the areas of finance, marketing and securities led to the conclusion of the Nominating and Corporate Governance Committee and the full Board that he should serve as a director of the Company and Chairman of the Nominating and Corporate Governance Committee.</p>

Name	Age	Principal Occupation or Occupations and Directorships
Michael J. Davies	66	<p>Michael J. Davies has been a director of the Company since its inception. Mr. Davies has been President of Fox Hill Consulting LLC since February 1998 and has also been a director of Boxwood Technology, Inc. since May 2000. He was Chairman and CEO of Amazing Media, Inc. from February 2002 until January 2005. From February 2001 until March 2002 he was Chairman of Saltmine, Inc. Mr. Davies was also a director of PROVANT, Inc. from 1998 to 2001. Mr. Davies was also a director of Mecklermedia from January 1996 until it was acquired by Penton Media in November 1998. He was a special limited partner with American Business Partners from July 1997 to April 1998. Prior to that he was a Managing Director, Corporate Finance, of the investment bank Legg Mason Wood Walker, Incorporated from 1993 to 1996. Before joining Legg Mason, Mr. Davies was the Publisher of the Baltimore Sun from 1990 through 1993.</p> <p>Among other experiences, qualifications, attributes and skills, Mr. Davies' knowledge and experience in corporate finance as well as his prior experiences in leading media and Internet companies led to the conclusion of the Nominating and Corporate Governance Committee and the full Board that he should serve as a director of the Company and Chairman of the Compensation Committee.</p>
Wayne A. Martino	52	<p>Wayne A. Martino was appointed as a director of the Company in January 2010. Mr. Martino has been a principal of the law firm Brenner, Saltzman & Wallman, LLP since 1991. Mr. Martino was formerly a director of Ziplink, Inc. from 1999 until 2001 and Mecklermedia Corporation from 1993 until 1998. He served on the State of Connecticut Nanotechnology Advisory Panel from 2005 to 2010 and serves on the Board of Trustees of the Hamden Hall Country Day School since 2008. Mr. Martino received a B.A. from American University and a J.D. from the University of Connecticut Law School.</p> <p>Among other experiences, qualifications, attributes and skills, Mr. Martino's experience in advising clients in business transactions and knowledge of legal requirements of public companies led to the conclusion of the Nominating and Corporate Governance Committee and the full Board that he should serve as a director of the Company.</p>
John R. Patrick	65	<p>John R. Patrick has been a director of the Company since January 2003. Mr. Patrick has been President of Attitude LLC since 2001. Prior to that, he worked at IBM Corporation from 1967 to 2001. Mr. Patrick was Vice President of Internet Technology at IBM from 1995 to 2001. He is a member of the board of directors of Knovel Corporation, OCLC, and Western Connecticut Healthcare Network.</p> <p>Among other experiences, qualifications, attributes and skills, Mr. Patrick's knowledge of and experience in the Internet industry and ability to serve as Audit Committee financial expert led to the conclusion of the Nominating and Corporate Governance Committee and the full Board that he should serve as a director of the Company and Chairman of the Audit Committee.</p>

Name	Age	Principal Occupation or Occupations and Directorships
William A. Shutzer	64	<p>William A. Shutzer has been a director of the Company since January 2000. Mr. Shutzer has been a partner of Evercore Group Holdings, a financial advisory and private equity firm since 2004. He previously served as a Managing Director of Lehman Brothers from 2000 through 2003, as a Partner in Thomas Weisel Partners LLC from 1999 through 2000, as Executive Vice President of ING Baring Furman Selz LLC from 1998 through 1999, as President of Furman Selz Inc. from 1995 through 1997, and as a Managing Director of Lehman Brothers and its predecessors from 1978 through 1994. Mr. Shutzer is also a member of the board of directors of Tiffany & Co., ExamWorks Group, Inc. and Evercore Trust Co.</p>

Among other experiences, qualifications, attributes and skills, Mr. Shutzer's knowledge of and experience in finance, mergers and acquisitions, investor relations and strategic development led to the conclusion of the Nominating and Corporate Governance Committee and the full Board that he should serve as a director of the Company.

**PRINCIPAL STOCKHOLDERS AND SECURITY
OWNERSHIP OF MANAGEMENT**

Security Ownership of Directors, Nominees for Director, Named Executive Officers and all Directors and Executive Officers as a Group

The following table sets forth, as of March 31, 2011, information with respect to the outstanding shares of the Company's Common Stock, par value \$.01 per share (the "Common Stock"), beneficially owned by each director of the Company, each nominee for director, the Chief Executive Officer (who is also a director), the Chief Financial Officer and by all persons presently serving as directors and officers of the Company as a group. Except as otherwise indicated, all shares are owned directly. The business address for all of those parties is c/o WebMediaBrands Inc., 50 Washington Street, 9th Floor, Norwalk, CT 06854. For purposes of this table, a person is deemed to have "beneficial ownership" of any shares as of a given date (i) which such person has the right to acquire within 60 days after such date, (ii) over which such person has voting power or (iii) over which such person has investment power, including disposition power. For purposes of computing the percentage of outstanding shares held by each person named above on a given date, any security that such person has the right to acquire within 60 days after such date is deemed to be outstanding, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Alan M. Meckler	17,069,598 ⁽¹⁾	43.8%
William A. Shutzer	497,481 ⁽²⁾	1.3%
John R. Patrick	299,235 ⁽³⁾	*
Gilbert F. Bach	267,250 ⁽⁴⁾	*
Michael J. Davies	170,193 ⁽⁵⁾	*
Wayne A. Martino	64,817 ⁽⁶⁾	*
Donald J. O'Neill	251,452 ⁽⁷⁾	*
All directors and executive officers as a group (seven persons)	18,620,026	46.6%

* Less than one percent

⁽¹⁾ Includes: 1,000,000 shares held in the Alan M. Meckler 2010 Grantor Retained Annuity Trust; 1,465,815 shares held in the Alan M. Meckler 2009 Grantor Retained Annuity Trust; 456,432 shares held by The Meckler Foundation, Inc. a non-profit charitable foundation founded by Mr. Meckler and for which he acts as president; 2,808,360 shares held by Mr. Meckler's wife; and 313,600 shares held in a trust for the benefit of Mr. Meckler's mother. Mr. Meckler exercises shared voting and investment control over all of these shares except the shares held by the 2009 and 2010 Grantor Retained Annuity Trusts, over which Mr. Meckler exercises investment control but not voting control. Also includes 972,693 shares issuable upon exercise of currently exercisable options.

⁽²⁾ Includes 154,084 shares issuable upon exercise of currently exercisable options.

⁽³⁾ Includes 219,325 shares issuable upon exercise of currently exercisable options.

⁽⁴⁾ Includes 175,750 shares issuable upon exercise of currently exercisable options.

⁽⁵⁾ Includes 163,693 shares issuable upon exercise of currently exercisable options.

⁽⁶⁾ Includes 1,667 shares issuable upon exercise of currently exercisable options.

⁽⁷⁾ Includes 251,452 shares issuable upon exercise of currently exercisable options.

Security Ownership of Certain Beneficial Owners as of March 31, 2011

The following table sets forth, as of March 31, 2011, information with respect to the outstanding shares of the Company's Common Stock beneficially owned by each person (including any "group" as that term is used in section 13(d)(3) of the Exchange Act) who is known to the Company to be the beneficial owner of more than five percent of any class of the Company's voting securities and who is not a director or executive officer of the Company. Except as otherwise indicated, all shares are owned directly. For purposes of this table, a person is deemed to have "beneficial ownership" of any shares as of a given date (i) which such person has the right to acquire within 60 days after such date, (ii) over which such person has voting power or (iii) over which such person has investment power, including disposition power. For purposes of computing the percentage of outstanding shares held by each person named above on a given date, any security that such person has the right to acquire within 60 days after such date is deemed to be outstanding, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.

Name of Beneficial Owner	Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Federated Investors, Inc. ⁽¹⁾	5800 Corporate Dr. Pittsburgh, PA 15222	2,698,200	7.2%
Royce & Associates, LLC ⁽²⁾	745 Fifth Avenue New York, NY 10051	2,458,087	6.5%
S Squared Technology ⁽³⁾	515 Madison Avenue New York, NY 10022	2,407,700	6.4%

⁽¹⁾ Based upon information set forth in a Schedule 13G filed under the Securities Exchange Act of 1934 dated February 9, 2011. John F. Donahue, Rhodora J. Donahue and J. Christopher Donahue, as co-trustees of the trust holding all shares of Federated, the parent of investment companies holding our stock, share voting and dispositive control.

⁽²⁾ Based upon information set forth in a Schedule 13G filed under the Securities Exchange Act of 1934 dated January 26, 2011.

⁽³⁾ Based upon information set forth in a Schedule 13G filed under the Securities Exchange Act of 1934 dated February 11, 2011. S Squared Technology, a Delaware limited liability company, and S Squared Technology Partners, L.P., a Delaware limited partnership, are registered investment advisers. Seymour L. Goldblatt is the President of each and owns a majority of the interests in the LLC. Kenneth A. Goldblatt owns a majority of the interests in the partnership. Both Goldblatts are U.S. citizens.

FURTHER INFORMATION REGARDING THE BOARD OF DIRECTORS

Director Independence

Each year, the Company reviews any and all relationships that each director has with the Company, and the Board of Directors subsequently reviews those findings in accordance with the elements of independence standards of the Nasdaq stock market. As a result of this review, the Board of Directors has determined that none of the directors has any material business relationships with the Company, except for the Company's Chairman and Chief Executive Officer, Mr. Alan M. Meckler. The Board affirmatively determined that each of the following non-employee directors is independent and has no relationship with the Company, except as a director and stockholder: Gilbert F. Bach, Michael J. Davies, Wayne A. Martino, John R. Patrick, and William A. Shutzer.

Code of Business Conduct and Ethics

We have adopted a World Wide Business Conduct Policy that is designed to promote high standards of ethical conduct by our directors and employees. The Code requires that our directors and employees avoid conflicts of interest, comply with all laws and other legal requirements, conduct business in an honest and ethical manner, and otherwise act with integrity and in the Company's best interest. It includes a code of ethics for our chief executive officer and chief financial and chief accounting officer, and persons performing similar functions.

As a mechanism to encourage compliance with the World Wide Business Conduct Policy, we have established procedures to receive, retain, and address complaints regarding accounting or auditing matters. These procedures ensure that individuals may submit concerns regarding accounting or auditing matters in a confidential and anonymous manner.

In addition, our CEO and CFO are subject to additional corporate governance policies. These policies are available for review under the *Corporate Governance* section on our Website at www.webmediabrands.com.

Board Leadership Structure and Risk Oversight Role

Our Board of Directors is led by our Chairman, Mr. Alan M. Meckler. The Board believes that having our CEO serve as Chairman of the Board is suitable for the Company at its present stage. Mr. Meckler, who also is our largest stockholder, possesses detailed and in-depth knowledge of the issues, opportunities and challenges facing the Company and its business, and is well positioned to develop agendas that ensure the Board’s time and attention are focused on the most critical matters. Furthermore, the Board believes that having our CEO serve as Chairman of the Board strengthens his ability to develop and implement strategic initiatives and respond efficiently to various situations. The Board is aware of potential conflicts that might arise when an employee chairs the Board, but believes these potential conflicts are offset by the fact that independent directors comprise each of the Board’s committees and the remainder of the Board. Additionally, the Board believes Mr. Meckler’s combined role enables decisive leadership and ensures clear accountability.

As part of its oversight function, the Board and its committees regularly undertake reviews of the significant risks in respect of our business. These reviews are supplemented as necessary by outside professional advisers with expertise in the substantive areas of our business. The committees facilitate deeper analysis of various matters and promote regular monitoring of our activities in their advisory role to the Board. Specifically, the Audit Committee oversees the Company’s risk policies and processes relating to our financial statements and financial reporting, as well as liquidity risks, market risks, and the policies and procedures for monitoring and mitigating these risks. The Audit Committee also reviews, monitors and decides upon all related party transactions. Similarly, the Compensation Committee oversees risks related to the Company’s compensation policies.

The Board believes that its current structure effectively maintains independent oversight of management and that having a lead independent director is unnecessary. The Board has the ability to quickly adjust its leadership structure should business or managerial conditions change.

Committees of the Board

The Board of Directors has established a Compensation Committee, an Audit Committee and a Nominating and Corporate Governance Committee. The current members of the Compensation Committee, the Audit Committee and the Nominating and Corporate Governance Committee are as follows:

<u>Compensation Committee</u>	<u>Audit Committee</u>	<u>Nominating and Corporate Governance Committee</u>
Gilbert F. Bach	Gilbert F. Bach	Gilbert F. Bach (Chair)
Michael J. Davies (Chair)	Michael J. Davies	Michael J. Davies
Wayne A. Martino	Wayne A. Martino	Wayne A. Martino
John R. Patrick	John R. Patrick (Chair)	John R. Patrick
William A. Shutzer	William A. Shutzer	William A. Shutzer

Compensation Committee

The Compensation Committee of the Board of Directors is responsible for discharging the responsibilities of the Board of Directors relating to the compensation of the Company’s executive officers and advising the Board on the Company’s compensation philosophy, programs and objectives. The Compensation Committee oversees the Company’s compensation programs, which include components that are designed specifically for the Company’s Chief Executive Officer and Chief Financial Officer. Mr. Davies serves as the Chairman of the Compensation Committee. The Compensation Committee may delegate its authority to subcommittees, as the Compensation Committee deems appropriate, so long as any actions taken by such subcommittees are not otherwise inconsistent with the obligations and responsibilities of the Compensation Committee. The Company’s Board of Directors has adopted a written charter for the Compensation Committee that is available for review under the *Investor Relations* section on our Website at www.webmediabrands.com. The Compensation Committee met four times during the fiscal year ended December 31, 2010.

Consistent with the listing requirements of Nasdaq, the Compensation Committee is composed entirely of independent non-management members of the Board of Directors. No Compensation Committee member participates in any of the Company's employee compensation programs. For further discussion on the Compensation Committee see "Compensation Discussion and Analysis".

Audit Committee

The Audit Committee has the responsibility to review audited financial statements and accounting practices of the Company, to consider and recommend the employment of, and approve the fee arrangements with, independent accountants for both audit functions and for advisory and other consulting services and to oversee the Company's systems of disclosure controls and procedures, internal controls over financial reporting and compliance with ethical standards adopted by the Company. The Board has determined the members of the Audit Committee are each independent pursuant to Nasdaq and SEC rules. The Board of Directors has determined that Mr. John R. Patrick, Chairman of the Audit Committee, qualifies as an "audit committee financial expert" as defined by the Securities and Exchange Commission. The Company's Board of Directors has adopted a written charter for the Audit Committee that is available for review under the *Investor Relations* section on our Website at www.webmediabrands.com. The Audit Committee met four times during the fiscal year ended December 31, 2010.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee identifies individuals qualified to become members of the Board of Directors and recommends such candidates to the Board and stockholders for consideration. Mr. Gilbert F. Bach has served as the Chairman of the Nominating and Corporate Governance Committee since the committee was formed in 2005. The Board has determined each member of the Nominating and Corporate Governance Committee is independent pursuant to Nasdaq listing standards. In considering candidates for election to the Board, the Nominating and Corporate Governance Committee evaluates the qualifications and performance of the incumbent directors, including consideration of whether the director continues to satisfy the minimum qualifications for director candidates, and reviews the performance of the director during the preceding term. In identifying and evaluating new candidates for election to the Board, the Nominating and Corporate Governance Committee will solicit recommendations from members of the Board and the management of the Company. The Nominating and Corporate Governance Committee will assemble information concerning the background and qualifications of each candidate and determine if each candidate satisfies the minimum qualifications required of candidates and possesses any of the specific qualities that must be possessed by one or more members of the Board. The Nominating and Corporate Governance Committee will consider the contribution that the candidate can be expected to make to the overall functioning of the Board and the extent to which the membership of the candidate would promote diversity on the Board, with regard to professional background, experience, expertise, age, gender, ethnicity and country of citizenship.

It is the policy of the Nominating and Corporate Governance Committee that all persons nominated to serve as a director of the Company should possess certain minimum qualifications as threshold criteria. The Nominating and Corporate Governance Committee does not have a written policy regarding the consideration of diversity, however defined, and does not explicitly seek diversity in identifying and evaluating nominees for director. Instead, the Nominating and Corporate Governance Committee seeks such qualifications as, among others, the personal integrity and ethical character of the candidate; the absence of any conflicts of interest that would impair the candidate's ability to exercise independent judgment or discharge the fiduciary duties of a director; the ability to represent fairly and equally stockholders of the Company; demonstrated achievement in one or more fields of business, professional, governmental, communal, scientific or educational endeavor; a demonstrated ability to function effectively in an oversight role; a general business understanding of major issues facing public companies of comparable size and operational scope to the Company; and adequate time to devote to the Board and its committees. Only under exceptional and limited circumstances will the Nominating and Corporate Governance Committee approve a candidate who does not satisfy these requirements. The Nominating and Corporate Governance Committee will adhere to the applicable rules and guidelines of Nasdaq and the SEC.

The Nominating and Corporate Governance Committee will also consider director candidates recommended by stockholders. Any stockholder that wishes to nominate a director candidate should submit complete information as to the identity and qualifications of the director candidate pursuant to the procedures set forth below under "Stockholder Communication with the Board of Directors". The Nominating and Corporate Governance Committee will evaluate persons recommended by stockholders in the same manner as other candidates.

In addition, the Nominating and Corporate Governance Committee is responsible for, among other things, evaluating the effectiveness of the Board and its Committees, and for developing, updating as necessary, and recommending to the Board corporate governance principles and policies applicable to the Company. The Company's Board of Directors has adopted a written charter for the Nominating and Corporate Governance that is available for

review under the *Investor Relations* section on our Website at www.webmediabrands.com. The Nominating and Corporate Governance Committee met four times during the fiscal year ended December 31, 2010.

Directors' Attendance

The Company does not currently have a formal policy regarding director attendance at the Company's annual meetings. However, it is expected that, absent compelling circumstances, each director will be in attendance for each board meeting. The Board of Directors met four times during the fiscal year ended December 31, 2010. Each of the directors attended all of the Board of Directors' meetings and all of the meetings of each committee on which each such director serves.

Stockholder Communication with the Board of Directors

Generally, stockholders who have questions or concerns should visit our *Investor Relations* home page at www.webmediabrands.com/corporate/investors.html. However, any stockholders who wish to address questions or other communications regarding our business directly to the Board of Directors, a committee or any individual director, should direct their questions or other communications in writing to the Chairman of the Board at WebMediaBrands Inc., 50 Washington Street, 9th Floor, Norwalk, CT 06854. The Chairman will forward all such communications as appropriate.

EXECUTIVE OFFICERS

In addition to Alan M. Meckler, the Chairman of the Board and Chief Executive Officer, the following person is an executive officer of the Company.

Name	Age	Position with Company
Donald J. O'Neill	37	Donald J. O'Neill has been Vice President and Chief Financial Officer of the Company since May 2007. From May 2005 to May 2007, Mr. O'Neill served as Controller of the Company after having held various accounting staff and management positions with the Company since his hiring in April 2000. Prior to his tenure at the Company, Mr. O'Neill was employed by Arthur Andersen LLP.

EXECUTIVE COMPENSATION Compensation Discussion and Analysis

Overview of Compensation Philosophy and Program Objectives

In order to recruit and retain the most qualified and competent individuals to the Company's management team, the Company strives to maintain a compensation program that is competitive in the current labor market. The purposes of the Company's compensation program are to attract and retain highly qualified employees and to reward performance. The following compensation objectives were considered in determining the compensation of the Chairman and Chief Executive Officer, Alan M. Meckler, and Vice President and Chief Financial Officer, Donald J. O'Neill (referred to collectively herein as the Named Executive Officers or "NEOs"):

- designing competitive compensation and stock incentive plan to enhance the Company's ability to attract and retain knowledgeable and experienced executives;
- setting compensation and incentive levels that reflect competitive market practices and that are geared towards both the current and long-term performance of the Company; and
- ensuring that a significant portion of the total compensation package is determined by increases in stockholder value, in order to align the executives' interests with those of the Company's stockholders.

Oversight of Executive Compensation Program

Relating to NEO compensation, the responsibilities of the Compensation Committee include the following (subject, where applicable, to ratification by the Board of Directors):

- developing and promoting an effective compensation philosophy;

- reviewing and establishing long-term performance goals and objectives for the Company's NEOs;
- evaluating the performance of the Company's NEOs in light of approved goals and objectives;
- determining the compensation of the NEOs based on their performance evaluations, consisting of components of compensation such as annual salary and long-term incentive compensation and perquisites, and any other matters relating to the compensation of the NEOs that the Compensation Committee considers appropriate, such as considerations regarding employment, severance, change of control, or other compensation agreements or arrangements to be entered into or otherwise established between the Company and the NEOs; and
- administering all equity-based compensation plans and arrangements with an aim toward furthering the Company's long-term goals.

Comparative Compensation Data

The Compensation Committee has historically utilized information compiled by the Company specific to the media industry as a resource for determining competitive compensation for the Company's NEOs, which includes information on salaries and long-term equity incentives of companies of varying size and market capitalization within the media industry. The Compensation Committee uses the benchmark information as a general framework and attempts to ensure that the total compensation for the Company's NEOs is consistent with the range of total compensation being paid to executives at similarly sized companies in similar industries. It is important to note that the competitive compensation information is just one relevant consideration in the compensation assessment and decision process. As described in more detail in this compensation discussion and analysis, in addition to relevant market compensation information and each executive officer's total compensation, the Compensation Committee also considers the following factors in reviewing and determining compensation levels for our NEOs:

- Overall company performance measured in terms of financial performance, stockholder value creation, and execution of the Company's management objectives;
- Individual performance, including in particular, each individual executive's contribution to successful implementation of long-term strategic direction; and
- The relative mix between compensation elements as it relates to both fixed and variable, and cash and non-cash, compensation.

The Compensation Committee periodically meets with the CEO to discuss the information supplied and to discuss proposed compensation changes for the NEOs other than himself, along with its initial conclusions as to compensation for the subsequent year.

Compensation Elements

Although the Compensation Committee does not target a specific ratio between salary and equity awards, the Compensation Committee believes that the current mix of cash and equity-based compensation provided to the NEOs, by emphasizing incentive compensation that is at risk and tied to the Company's financial performance, furthers the Company's compensation philosophy and objectives stated above.

The key components of the NEO compensation are salary and stock option awards. A discussion of the various components of the NEO compensation for fiscal year 2010 follows.

Salary

Competitive base salaries are an important factor in a company's ability to attract and retain its executive officers. The Compensation Committee reviews salary-related information to ensure that the salary program is competitive, and determines base salaries for the NEOs each year based on a variety of factors in addition to salary-related data regarding similar positions requiring similar qualifications within the industry, such as the executive's experience, job responsibilities and the performance of such executive's duties and responsibilities during the relevant year.

Stock Incentive Plan

The Company's 2008 Stock Incentive Plan is intended to provide employees with long-term rewards designed to appreciate in value with the favorable future performance of the Company. During 2010, the Company awarded stock options to employees, including NEOs, as part of a Company-wide grant program. The criteria the Company used to determine the number of stock options that the Company awarded included, with respect to each employee, the amount and value of past awards, the number of years of service to the Company, the employee's position within the Company, the current base salary, the current number of stock options outstanding, and, with respect to the NEOs, the Compensation Committee's assessment of the applicable NEO's performance of regular duties and responsibilities during the calendar year, based on Board interaction with the NEOs and on the Company's CEO's assessment of their performance.

In addition, prior to 2007, the Company generally issued stock options with a life of ten years except for incentive stock options granted to the CEO. As a result of Mr. Meckler's status as an affiliate of the Company, incentive stock options granted to him expire five years following the date of grant to ensure that the stock options retain their tax-qualified status. Beginning in 2007, the Compensation Committee determined that all future stock option grants should have a five-year term because this would result in less stock-based compensation expense for the Company based on applicable accounting principles. In September 2010, due in part to the sale of its Jupiterimages and Internet.com businesses in February and November 2009, respectively, the Compensation Committee determined that all future stock option grants would have a ten-year life and be issued as non-qualified stock options. Stock option grants vest equally on each of the first three anniversaries of grant.

The Compensation Committee believes that the stock option awards and the period over which they vest provide a method of retention and motivation for the executives of the Company and also encourage the executives to manage the Company in an effective manner with a goal of achieving long-term stock price appreciation.

Perquisite and Other Personal Benefit

Mr. Meckler was provided use of a Company automobile and received reimbursement for expenses related to the automobile. This was a legacy benefit that was granted at the time of the Company's inception, and during its continuing review of total compensation, the Compensation Committee had determined that continuing to provide this benefit was reasonable and consistent with its overall goals of retaining highly qualified employees for key positions. However, at the request of the CEO, on November 14, 2010, the Company sold the automobile provided to Mr. Meckler for \$6,750 and the Company retained the proceeds. The Company no longer provides Mr. Meckler use of an automobile. During 2005, the Board of Directors granted lifetime post-employment medical benefits and prescription drug coverage to the CEO and his spouse. In December 2009, the Compensation Committee consented to and adopted, at the request of the CEO, a resolution that terminated the entitlement to post-employment medical benefits and prescription drug coverage for the CEO and his spouse. These perquisites and other personal benefits were considered by the Compensation Committee such that, when combined with base salary and the issuance of stock options, total compensation is consistent with the range of total compensation being paid to executives at similarly sized companies in similar industries. The specific perquisites provided to each NEO during 2009 and 2010 are shown in the footnotes to the Summary Compensation Table below.

Severance

The Company is party to an employment agreement with Donald J. O'Neill that provides six months of severance to be paid upon termination without cause.

Tax Implications

Section 162(m) of the Internal Revenue Code of 1986, as amended, places a limit of \$1,000,000 on the amount of compensation that the Company may deduct in any one year with respect to each of the NEOs. Certain performance-based compensation is not subject to this deduction limit. Options granted under the Company's 1999 Stock Incentive Plan and 2008 Stock Incentive Plan qualify as performance-based compensation exempt from the deduction limitation of Section 162(m). While tax deductions are an important consideration in determining compensation levels, because the non-exempt annual compensation paid to each of the NEOs does not exceed the \$1,000,000 limit, the Company has not adopted a formal policy requiring that all compensation must be deductible.

Summary Compensation Table

The following table sets forth all compensation paid to, or accrued by the Company for, the NEOs in respect of fiscal years 2010 and 2009. Alan M. Meckler and Donald J. O'Neill were the only NEOs of the Company during the periods presented.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary (\$)</u>	<u>Option Awards (\$)</u>	<u>Non-Equity Incentive Plan Compensation (\$)</u>	<u>All Other Compensation (\$)</u>	<u>Total (\$)</u>
Alan M. Meckler	2010	294,980	156,960 ⁽¹⁾	—	10,655 ⁽²⁾	462,595
Chairman and Chief Executive Officer	2009	360,291	176,393	—	64,406	601,090
Donald J. O'Neill	2010	200,608	52,320 ⁽¹⁾	—	—	252,928
Vice President and Chief Financial Officer	2009	196,077	71,800	—	—	267,877

⁽¹⁾ Amounts in the Option Awards column include the aggregate grant date fair value computed in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codifications ("ASC") Topic 718 for 2010 stock option awards based on a Black-Scholes value of \$0.52 for 300,000 stock options for Mr. Meckler and a Black-Scholes value of \$0.52 for 100,000 stock options for Mr. O'Neill. A discussion of assumptions relating to option awards may be found in Note 19 to the Consolidated Financial Statements in the Company's 2010 Form 10-K.

⁽²⁾ This amount represents the value attributable to the use of a Company-provided automobile, and reimbursement of related expenses during 2010. At the request of the CEO, on November 14, 2010, the Company sold the automobile provided to Mr. Meckler for \$6,750 and the Company retained the proceeds.

Grants of Plan-Based Awards Table

The following table sets forth stock options granted during the fiscal year ended December 31, 2010, to the Company's NEOs.

<u>Name</u>	<u>Grant Date</u>	<u>All Other Option Awards: Number of Securities Underlying Options (#)⁽¹⁾</u>	<u>Exercise or Base Price of Option Awards (\$/Sh)</u>	<u>Grant Date Fair Value of Option Awards (\$)</u>
Alan M. Meckler	09/27/10	300,000	\$0.80	\$156,960
Donald J. O'Neill	09/27/10	100,000	\$0.80	\$ 52,320

⁽¹⁾ The stock options will generally become exercisable in respect of one-third of the shares covered thereby on each of the first three anniversaries of their grant date or, if earlier, upon a change in control of the Company. Each unexercised stock option terminates automatically if the optionee ceases to be an employee of the Company for any reason. If an optionee undergoes a termination on account of retirement or disability, by the Company without cause, or with the written approval of the Compensation Committee, his vested options will remain exercisable until the earlier of the last day of the original option period and three months after the date of termination; upon an optionee's death, each of his vested stock options will expire on the last day of the option period or, if earlier, the date that is twelve months after the date of the optionee's death.

*Narrative Disclosure Relating to Summary Compensation Table
and Grants of Plan-Based Awards Table*

Employment Agreements

The Company is party to an employment agreement with Mr. O'Neill that provides for six months of severance and benefits to be paid upon termination without cause.

Stock Incentive Plan

The Company maintains its 1999 Stock Incentive Plan, as amended and restated as of March 5, 2008 (the "1999 Plan"), pursuant to which 12,000,000 shares of the Company's Common Stock are reserved for issuance (less previously issued shares thereunder), subject to adjustment in the event of any stock dividend or split, reorganization, recapitalization, merger, share exchange or any other similar corporate transaction or event. For purposes of determining the remaining shares of Common Stock available for grant under the plan, to the extent that an award expires or is canceled, forfeited, settled in cash, or otherwise terminated without a delivery to the participant of the full number of shares of Common Stock to which the award related, the undelivered shares of Common Stock will again be available for grant.

At the Annual Meeting of Stockholders of WebMediaBrands held on June 3, 2008, WebMediaBrands's stockholders approved the WebMediaBrands 2008 Stock Incentive Plan (the "2008 Plan"), under which 4,000,000 shares were reserved for issuance, plus any shares that would have returned to the 1999 Plan upon termination of awards. The 2008 Plan, along with the form of Incentive Stock Option Agreement and the form of Nonqualified Stock Option Agreement were approved and adopted by WebMediaBrands's Board on April 28, 2008. As of December 31, 2010 subject to certain antidilution adjustments, 3,950,998 shares of WebMediaBrands Common Stock remained available for issuance under the 2008 Plan and 5,173,911 shares of Common Stock were subject to outstanding awards granted under the 1999 Plan and 2008 Plan. In order to qualify certain awards under the plan as "performance-based compensation" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, no employee shall be eligible to be granted options or stock appreciation rights covering more than 500,000 shares of the Company's Common Stock during any calendar year.

The 1999 and 2008 Plans permit the Compensation Committee to grant equity-based awards to participants, including non-qualified stock options, restricted stock, and other awards that are valued by reference to, or otherwise based on, the fair market value of the Company's Common Stock. The Compensation Committee establishes vesting and performance requirements that must be met at the time of the grant of an award, as well as other terms and conditions relating to such award.

Generally, the Compensation Committee may, in its sole discretion, provide for the termination of an award and the payment of a cash amount in exchange for the cancellation of an award upon the consummation of a merger, a sale of all or substantially all of our assets or a reorganization or liquidation of the Company. All unvested awards will immediately vest upon a change in control of the Company.

The Board of Directors has the ability to amend, subject to stockholder approval for certain types of amendments, or terminate the plan at any time, provided that no amendment or termination will be made that impairs the rights of the holder of any award outstanding on the date of such amendment or termination.

Outstanding Equity Awards at Fiscal Year-End

The following table shows outstanding stock option awards classified as exercisable and unexercisable as of December 31, 2010, for each NEO.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date ⁽¹⁾⁽²⁾⁽³⁾
Alan M. Meckler	320,000	—	0.26	06/07/2011
	13,744	—	16.01	06/07/2011
	175,000	—	0.26	06/04/2012
	13,949	—	7.89	06/04/2012
	175,000	—	0.26	12/12/2012
	175,000	—	0.48	03/04/2014
	100,000	200,000	0.77	12/09/2014
	—	300,000	0.80	09/27/2020
Donald J. O'Neill	2	—	0.26	05/15/2012
	1,667	—	2.28	05/15/2012
	37,167	—	0.26	06/04/2012
	37,167	—	7.17	06/04/2012
	40,000	—	0.26	12/12/2012
	1,063	—	4.14	12/12/2012
	5,150	—	0.26	06/09/2013
	5,150	—	3.23	06/09/2013
	100,000	—	0.44	03/04/2014
	3,000	—	0.26	06/14/2014
	3,000	—	11.55	06/14/2014
	33,334	66,666	0.77	12/09/2014
	2,000	—	0.26	06/09/2015
	2,000	—	18.03	06/09/2015
	3,000	—	0.26	06/07/2016
	2	—	2.01	06/07/2016
	3,000	—	14.55	06/07/2016
—	100,000	0.80	09/27/2020	

⁽¹⁾ Each stock option granted prior to 2007 has a ten-year term from date of grant except for stock options granted to Alan M. Meckler, which have a five-year term. Stock option grants vest equally on each of the first three anniversaries of their respective grant dates, but vesting will accelerate upon a change in control of the Company.

⁽²⁾ Each stock option granted from 2007 through 2009 has a five-year term from date of grant. Each stock option granted in 2010 has a ten year term from date of grant. Stock option grants vest equally on each of the first three anniversaries of their respective grant dates, but vesting will accelerate upon a change in control of the Company.

⁽³⁾ On May 20, 2008, all outstanding non-qualified stock options having an exercise price greater than \$4.00 per share were exchanged for new options with an exercise price of \$2.01 per share, the closing price of WebMediaBrands's Common Stock on May 20, 2008, on a one-for-one basis. The new options follow the vesting schedule of the original options that were exchanged. On November 17, 2008 all outstanding non-qualified stock options having an exercise price greater than \$2.00 per share were exchanged for new options with an exercise price of \$0.26 per share, the closing price of WebMediaBrands's Common Stock on November 17, 2008, on a one-for-one basis. The new options follow the vesting schedule of the original options that were exchanged.

Potential Payments Upon Termination or Change in Control

Pursuant to his employment agreement, upon termination of employment without cause by the Company, Mr. O'Neill is entitled to continue to receive his base salary and benefits for the period of six months following the date of such termination. The table below reflects the amount of compensation and benefits payable to Mr. Meckler and Mr. O'Neill in the event of a termination of employment or change in control. The amounts shown assume that the applicable triggering event occurred on December 31, 2010, and therefore, may differ from actual amounts paid upon a termination of employment on another date.

<u>Name</u>	<u>Type of Payment</u>	<u>Termination of Employment (\$)</u>	<u>Change in Control (\$)⁽²⁾</u>
Alan M. Meckler	Cash Severance	—	—
	Continued Benefits	—	—
	Equity Acceleration	—	\$ 230,167
	Total	<u>—</u>	<u>\$ 230,167</u>
Donald J. O'Neill	Cash Severance	\$ 101,000	—
	Continued Benefits ⁽¹⁾	12,054	—
	Equity Acceleration	—	\$ 77,526
	Total	<u>\$ 113,054</u>	<u>\$ 77,526</u>

⁽¹⁾ The calculation of continued benefits for Mr. O'Neill assumes the monthly cost of coverage equals \$2,009, which represents the monthly premiums to obtain coverage pursuant to the Consolidated Omnibus Budget Reconciliation Act.

⁽²⁾ Upon a change in control of the Company, all unvested equity awards under the 1999 and 2008 Stock Incentive Plans will vest in full. The amount disclosed represents the dollar amount that would have been recognized for financial statement reporting purposes for the year ended December 31, 2010 in accordance with ASC Topic 718 had there been a change in control of the Company on December 31, 2010.

DIRECTOR COMPENSATION

Directors of the Company who are also employees or officers of the Company do not receive any compensation specifically related to their activities as directors, other than reimbursement for expenses incurred in connection with their attendance at Board meetings.

Effective December 12, 2007, non-employee directors of the Company are granted, on an annual basis, stock options to purchase 16,000 shares of Common Stock. Non-employee directors also receive an annual cash stipend of \$20,000. In addition, each outside director receives a cash stipend of \$5,000 for attendance at each board meeting held beyond the four scheduled meetings. The directors are also reimbursed for their expenses incurred in connection with their attendance at Board meetings. In addition, each non-employee director receives, upon becoming a director, options for 5,000 shares of Common Stock

The Chairman of the Audit Committee is granted, on an annual basis, stock options to purchase 10,000 shares of Common Stock. The Chairman of the Audit Committee also receives an additional annual cash stipend of \$10,000. In addition, the Chairman of the Compensation Committee and the Chairman of the Nominating and Corporate Governance Committee each are granted, on an annual basis, additional stock options to purchase 5,000 shares of Common Stock. The Chairman of the Compensation Committee and the Chairman of the Nominating and Corporate Governance Committee each receive an additional annual cash stipend of \$5,000.

Director Compensation Table

The following table sets forth information with respect to total compensation paid by the Company during fiscal year 2010 to each non-management member of the Board of Directors.

Name	Fees Earned or Paid in Cash (\$)	Option Awards (\$)⁽¹⁾	All Other Compensation (\$)	Total (\$)
Gilbert F. Bach	25,000	10,987	—	35,987
Michael J. Davies	25,000	10,987	—	35,987
Wayne A. Martino ⁽²⁾	—	12,283	—	12,283
John R. Patrick	30,000	13,603	—	43,603
William A. Shutzer	20,000	8,371	—	28,371

⁽¹⁾ Amounts in the Option Awards column include the aggregate grant date fair value computed in accordance with ASC Topic 718 for 2010 stock option awards based on the Black-Scholes value of \$0.52 for 21,000 stock options for each of Messrs. Bach and Davies, 26,000 stock options for Mr. Patrick and 16,000 stock options for each of Messrs. Shutzer and Martino. In conjunction with his appointment to the Board of Directors in January, 2010, Mr. Martino also received 5,000 stock options based on the Black-Scholes value of \$0.78. A discussion of assumptions relating to option awards may be found in Note 19 to the Consolidated Financial Statements in the Company's 2010 Form 10-K.

⁽²⁾ Effective January 22, 2010, the Board of Directors of WebMediaBrands Inc. appointed Wayne A. Martino a member of the Board. Wayne A. Martino has served as a member of each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee of the Board, since his appointment.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis for the year ended December 31, 2010 with management, and based on such review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Michael J. Davies, Compensation Committee Chairman
Gilbert F. Bach
Wayne A. Martino
John R. Patrick
William A. Shutzer

The above report of the Compensation Committee will not be deemed to be incorporated by reference into any filing by the Company under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The following individuals served on the Compensation Committee during the 2010 fiscal year: Michael J. Davies, Compensation Committee Chairman; Gilbert F. Bach; Wayne A. Martino; John R. Patrick and William A. Shutzer. The Compensation Committee makes all compensation decisions with respect to the Company's NEOs. No interlocking relationship exists between the Board or Compensation Committee and the board of directors or compensation committee of any other company, nor has any such interlocking relationship existed in the past.

ITEM 2. APPROVAL OF AUDITORS

Grant Thornton LLP and Rothstein, Kass & Company, P.C. ("Rothstein Kass"), independent registered public accounting firms, audited the financial statements of the Company for the fiscal years ended December 31, 2009 and December 31, 2010. Such services consisted of the firm's audit of and report on the Company's annual financial statements and consultation on financial accounting and reporting matters as well as certain filings with the Securities and Exchange Commission.

On June 28, 2010, the Audit Committee of the Company's Board of Directors dismissed Grant Thornton LLP as its independent registered public accounting firm. Grant Thornton LLP reported on the Company's consolidated financial statements for the fiscal year ended December 31, 2009 and first quarter ended March 31, 2010 and did not contain an adverse opinion or a disclaimer of opinion, nor were such reports qualified or modified as to uncertainty, audit scope or accounting principles. During the fiscal years ended December 31, 2009, and first quarter ended March 31, 2010, (i) there were no disagreements with Grant Thornton LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the satisfaction of Grant Thornton LLP, would have caused Grant Thornton LLP to make a reference thereto in its reports on the Company's consolidated financial statements for such periods and (ii) there have been no "reportable events" as defined in Item 304(a)(1)(v) of Regulation S-K.

On July 14, 2010, the Audit Committee of the Company's Board of Directors engaged Rothstein, Kass & Company, P.C. as its independent registered public accountants, as of and for the fiscal year ending December 31, 2010 and the interim periods prior to such year-end except the first quarter ended March 31, 2010. During the fiscal year ended December 31, 2009 and through July 14, 2010, we did not consult with Rothstein, Kass & Company, P.C. regarding the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on its financial statements, nor did Rothstein, Kass & Company, P.C. provide advice to the Company, either written or oral, that was an important factor considered by us in reaching a decision as to an accounting, auditing or financial reporting issue. Further, during its two most recent fiscal years and through July 14, 2010, the Company did not consult with Rothstein, Kass & Company, P.C. on any matter described in Item 304(a)(2)(i) or (ii) of Regulation S-K.

During 2009 and 2010, the Company retained all of the below, to provide services, all of which were approved by the Audit Committee, in the following categories and amounts:

	<u>Grant Thornton LLP</u>		<u>Rothstein Kass & Company, P.C.</u>
	<u>2009</u>	<u>2010</u>	<u>2010</u>
Audit fees	\$ 376,424	\$ 31,500	\$ 87,500
Audit-related fees	\$ —	\$ 68,250	\$ —
All other fees	\$ 132,995	\$ —	\$ —

Audit Fees

Audit fees incurred or paid to Grant Thornton LLP were for services provided in conjunction with the audit of the annual consolidated financial statements included in the Company's 2009 Annual Report on Form 10-K, for the reviews of the consolidated financial statements included in the Company's Forms 10-Q for the quarters included in the year ended December 31, 2009 and for the first quarter ended March 31, 2010 and for other services related to Securities and Exchange Commission matters.

Audit fees incurred or paid to Rothstein Kass were for services provided in conjunction with the audit of the annual consolidated financial statements included in the Company's 2010 Annual Report on Form 10-K and for the review of the consolidated financial statements included in the Company's Forms 10-Q for the second and third quarters ended June 30 and September 30, 2010 respectively.

Audit-related Fees

Audit-related fees incurred or paid to Grant Thornton LLP were for services provided in conjunction with financial accounting and reporting consultations for the year ended December 31, 2010.

All Other Fees

Amounts paid to Grant Thornton LLP in 2009 were primarily for services associated with the sale of our Jupiterimages and Internet.com businesses in February and November, respectively.

The Audit Committee has considered whether the provision of non-audit services by the Company's principal auditor are compatible with maintaining auditor independence.

Based upon the recommendation of the Audit Committee, and subject to approval by the stockholders, the Board of Directors has appointed Rothstein Kass, independent registered public accounting firm, as auditors of the Company for the fiscal year ending December 31, 2011. In making its recommendation, the Audit Committee reviewed past audit results performed during 2010 and audit services proposed to be performed during 2011. In selecting Rothstein Kass, the Audit Committee and the Board of Directors carefully considered their independence. The Audit Committee has determined that any proposed performance of non-audit services would be evaluated to ensure that such non-audit services did not impair the independence of Rothstein Kass. Furthermore, Rothstein Kass has confirmed to the Company that they are in compliance with all rules, standards and policies of the Independence Standards Board and the Securities and Exchange Commission governing auditor independence. It is the Audit Committee's policy to pre-approve all audit and non-audit services performed by Rothstein Kass. The Audit Committee pre-approved all services provided by Rothstein Kass in 2010.

Representatives of Rothstein Kass, but not Grant Thornton, are expected to attend the Annual Meeting, will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions.

Approval by the stockholders of the appointment of Rothstein Kass as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011 will require the affirmative vote of a majority of the votes cast at the Annual Meeting in person or by proxy and entitled to be cast. However, if not approved by the stockholders, we might not change our auditors, and we reserve the right to change auditors even if approved by the stockholders.

The Board of Directors recommends a vote FOR the approval of the appointment of Rothstein, Kass & Company, P.C., independent registered public accounting firm, to act as independent auditors for the Company for the fiscal year ending December 31, 2011.

OTHER ACTIONS AT THE ANNUAL MEETING

The Board of Directors knows of no other matters that are likely to be brought before the Annual Meeting. However, if any other matters are brought before the Annual Meeting, the proxy holder will vote proxies granted by stockholders in accordance with their best judgment.

2011 STOCKHOLDERS' PROPOSALS

To be considered for inclusion in the Company's proxy statement relating to the Annual Meeting of Stockholders to be held in 2012, the Secretary of the Company must receive stockholder proposals no later than 120 days prior to May 12, 2012. To be considered for presentation at the Annual Meeting, although not included in the proxy statement, proposals must be received no later than 45 days prior to May 12, 2012. All stockholder proposals should be sent to the attention of Corporate Secretary, WebMediaBrands Inc., 50 Washington Street, 9th Floor, Norwalk, Connecticut 06854.

SECTION 16 (a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16 (a) of the Securities Exchange Act of 1934, as amended, requires the Company's executive officers and directors, and greater than 10% stockholders to file reports of ownership and changes in ownership of the Company's securities with the SEC. Specific due dates for these reports have been established by the SEC, and the Company is required to disclose in this Proxy Statement any failure by such persons to file these reports in a timely manner during the 2010 fiscal year. Copies of the reports are required by SEC regulation to be furnished to the Company. Based solely on its review of such reports furnished to it, the Company believes that all Section 16(a) filing requirements applicable to the Company's directors, executive officers and greater than 10% beneficial owners were complied with during the fiscal year ended December 31, 2010.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Audit Committee, among its other duties and responsibilities, reviews, monitors and approves all related party transactions. The Audit Committee is responsible for reviewing all related party transactions on a continuing basis and potential conflict of interest situations where appropriate. No director shall participate in any discussion or approval of a transaction for which he is a related party, except that this director shall provide all material information concerning the transaction to the Audit Committee.

On May 29, 2009, WebMediaBrands entered into a loan agreement in the amount of \$7.2 million with the Company's Chief Executive Officer, Alan M. Meckler (the "Meckler Loan").

In conjunction with the Meckler Loan, the Company (1) entered into a promissory note jointly and severally payable by the Company and its subsidiary, Mediabistro, to Mr. Meckler (the "Note"), (2) entered into a Security Agreement by and between the Company and Mr. Meckler (the "Security Agreement") pursuant to which the Company granted to Mr. Meckler a security interest in the Company's assets, (3) entered into an Intellectual Property Security Agreement by and between the Company and Mr. Meckler (the "IP Security Agreement") pursuant to which the Company granted to Mr. Meckler a security interest in the Company's intellectual property, (4) entered into a Pledge Agreement by the Company in favor of Mr. Meckler (the "Pledge Agreement") pursuant to which the Company granted to Mr. Meckler a security interest in and an assignment of all of the shares of stock or other equity interest of Mediabistro owned by the Company, and (5) agreed to enter into a Blocked Account Control Agreement by and among the Company, Mr. Meckler and a depository bank, to further secure the Note (the "Control Agreement," and together with the Note, the Security Agreement, the IP Security Agreement and the Pledge Agreement, the "Company Loan Documents").

Simultaneously, Mediabistro (1) entered into a Security Agreement by and between Mediabistro and Mr. Meckler pursuant to which Mediabistro granted to Mr. Meckler a security interest in Mediabistro's assets (the "Mediabistro Security Agreement"), (2) entered into an Intellectual Property Security Agreement by and between Mediabistro and Mr. Meckler pursuant to which Mediabistro granted to Mr. Meckler a security interest in Mediabistro's intellectual property (the "Mediabistro IP Security Agreement"), and (3) agreed to enter into a Blocked Account Control Agreement by and among Mediabistro, Mr. Meckler and a depository bank, to further secure the Note (the "Mediabistro Control Agreement" and, together with the Mediabistro Security Agreement and the Mediabistro IP Security Agreement, the "Mediabistro Documents").

To fund the Meckler Loan, Mr. Meckler used a portion of the proceeds of a residential mortgage loan that Bank of America, N.A. ("BOA") granted to Mr. Meckler and Mrs. Ellen L. Meckler (the "BOA Loan"). Pursuant to a Collateral Assignment of the Note dated May 29, 2009, by Mr. Meckler to BOA, Mr. Meckler collaterally assigned the Note to BOA as additional collateral for the BOA Loan. Payment terms of the Meckler Loan reflect pass through of the BOA Loan payment terms (excluding those funds borrowed pursuant to the BOA Loan for Mr. Meckler's personal use). As a result, the interest rate, amortization schedule and maturity date of each loan are identical.

The original principal amount of the Meckler Loan equaled the amount that was required to pay off and terminate an interest rate swap agreement between the Company and KeyBank and related transactional expenses. On September 1, 2010, WebMediaBrands entered into a note modification agreement with Mr. Meckler. The note modification reduced the interest rate of the Note from 4.7% to 3.4% per annum. Interest on the outstanding principal amount is due and payable on the first day of each calendar month through June 2014. Thereafter, principal and interest is due and payable in equal monthly payments in an amount sufficient to pay the loan in full based on an amortization term of 15 years. The Note is due and payable in full on May 29, 2016, and may be prepaid at any time without penalty or premium. WebMediaBrands made one principal payment on the Meckler Loan in the amount of \$1.0 million during the year ended December 31, 2009 and three principal payments totaling \$250,000 during the year ended December 31, 2010. So long as any amount remains outstanding under the Meckler Loan, the Company must pay Mr. Meckler a monthly accommodation fee of \$40,000 in order to adjust the effective interest rate of the Note. The effective interest rate on the Note was 11.4% at December 31, 2010. Interest expense on the Note was \$481,000 and \$781,000 during the years ended December 31, 2009 and 2010, respectively.

In addition to the interest rate reduction noted above, the note modification agreement also reduced the required minimum monthly principal and interest payments that commence on July 1, 2014. Although there are no future minimum principal payments due under the Meckler Loan for the years ended December 31, 2010 through December 31, 2013, the Company had repaid approximately \$1.3 million of the Meckler Loan as of December 31, 2010. There are future minimum payments due in the amount of \$158,000 for the year ended December 31, 2014; \$323,000 for the year ended December 31, 2015 and \$5.5 million for the year ended December 31, 2016. As of March 31, 2011, the outstanding balance of the Meckler Loan was \$5.9 million.

The Company Loan Documents were approved by all of the independent members of the Company's Board of Directors, each of whom also has no direct or indirect interest in the Company Loan Documents or Mediabistro Documents, following Mr. Meckler's disclosure to those disinterested directors of the terms of the Company Loan Documents and Mediabistro Documents.

DELIVERY OF MATERIALS

The rules of the SEC allow for householding, which is the delivery of a single copy of an annual report and proxy statement to any address shared by two or more stockholders. This combined mailing must be addressed to the security holders as a group. Duplicate mailings can be eliminated by allowing stockholders to consent to such elimination, or through implied consent if: (1) it is believed that the stockholders are members of the same family, (2) the stockholders are notified that householding is to be used, (3) the stockholders do not request continuation of duplicate mailings and (4) proxy materials are posted online at www.webmediabrands.com by clicking on the Investor Relations option. If you own shares of Common Stock in your own name as a holder of record, householding will not apply to your shares. If your shares of Common Stock are held in street name, depending upon the practices of your broker, bank or other nominee, you may need to contact them directly to discontinue duplicate mailings to your address. If you wish to revoke your consent to householding, and instead want mailings made to each individual at the shared address, you must contact your broker, bank or other nominee.

If you wish to request extra copies free of charge of our Annual Report or proxy statement, please either send your request in writing to WebMediaBrands Inc., 50 Washington Street, 9th Floor, Norwalk, CT 06854, Attention: Investor Relations; make your request by calling 203-662-2800; or find our materials on our website at www.webmediabrands.com.

REPORT OF AUDIT COMMITTEE

We have reviewed and discussed with management the Company's audited financial statements as of and for the year ended December 31, 2010 as well as management's report on internal control over financial reporting.

We have discussed with the independent auditors the matters required by the Auditing Standards Board of the American Institute of Certified Public Accountants Statement on Auditing Standards No. 61, "Communication with Audit Committees".

We have received and reviewed the written disclosures and the letter from the independent auditors required by Independence Standard No. 1, "Independence Discussions with Audit Committees", as amended, by the Independence Standards Board, and have discussed with the auditors the auditors' independence.

Based on the reviews and discussions referred to above, we recommended to the Board of Directors, and the Board of Directors approved, that the financial statements referred to above be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

John R. Patrick, Audit Committee Chairman
Gilbert F. Bach
Michael J. Davies
Wayne A. Martino
William A. Shutzer

ADDITIONAL INFORMATION

The Company will pay all of the expenses involved in preparing, assembling and mailing this Proxy Statement and the accompanying materials. In addition to the solicitation of proxies by mail, the Company will request brokers and securities dealers to obtain proxies from and send proxy materials to their principals. The Company will reimburse expenses incurred in connection therewith. The Company has retained American Stock Transfer & Trust Company at an estimated cost of \$5,000 to assist in its solicitation of proxies. Proxies may be solicited personally, by telephone or telegraph, by the directors and officers of the Company without additional compensation.

FORM 10-K REPORT

Interested stockholders may obtain a copy of the Company's Annual Report on Form 10-K for fiscal year 2010 filed with the Securities and Exchange Commission, including all financial statements, schedules and exhibits, without charge by writing to:

Investor Relations
c/o WebMediaBrands Inc.
50 Washington Street, 9th Floor
Norwalk, CT 06854

Or by a telephone call to: 203-662-2800

