

SECURITIES AND EXCHANGE COMMISSION

FORM DEF 14A

Definitive proxy statements

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SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant [X]

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Check the appropriate box:

[] Preliminary Proxy Statement

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

[X] Definitive Proxy Statement

[] Definitive Additional Materials

[] Soliciting Material Pursuant to Rule 14a-12

THESTREET.COM, INC.

(Name of Registrant as Specified In Its Charter)

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[X] No fee required.

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May 13, 2005

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders (the "Meeting") of TheStreet.com, Inc. (the "Company") to be held at the offices of Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, New York 10004, on Wednesday, June 22, 2005, commencing at 10:00 a.m., New York City time. All stockholders of record as of the close of business on April 28, 2005 are entitled to vote at the Meeting. I urge you to be present in person or represented by proxy at the Meeting.

The enclosed Notice of Annual Meeting and Proxy Statement fully describe the business to be transacted at the Meeting, which includes (i) the election of two directors of the Company and (ii) the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2005.

The Company's Board of Directors believes that a favorable vote on each of the matters to be considered at the Meeting is in the best interests of the Company and its stockholders and unanimously recommends a vote "FOR" each such matter. Accordingly, I urge you to review the accompanying material carefully and to vote as soon as possible. You may vote by marking, signing, dating and returning the enclosed proxy card. Alternatively, you may vote over the Internet or by telephone.

Directors and officers of the Company will be present to help host the Meeting and to respond to any questions that our stockholders may have. I hope you will be able to attend. Even if you expect to attend the Meeting, please sign, date and return the enclosed proxy card or indicate your vote over the Internet or by telephone without delay. If you attend the Meeting, you may vote in person even if you have previously mailed a proxy or voted over the Internet or by telephone.

Sincerely,



Thomas J. Clarke, Jr.
Chairman of the Board

TheStreet.com

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS To Be Held June 22, 2005

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders (the "Meeting") of TheStreet.com, Inc. (the "Company") will be held at the offices of Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, New York 10004, on Wednesday, June 22, 2005, commencing at 10:00 a.m., New York City time. A proxy card and a Proxy Statement for the Meeting are enclosed.

The Meeting is for the purpose of considering and acting upon:

1. The election of two Class III Directors for three-year terms expiring at the Company's Annual Meeting of Stockholders in 2008;
2. The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2005; and
3. Such other matters as may properly come before the Meeting or any adjournment or postponement thereof.

The close of business on April 28, 2005 has been fixed as the record date for determining stockholders entitled to notice of and to vote at the Meeting or any adjournment or postponement thereof.

Information concerning the matters to be acted upon at the Meeting is set forth in the accompanying Proxy Statement.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO BE PRESENT AT THE MEETING IN PERSON, YOU ARE URGED TO COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY CARD IN THE ACCOMPANYING ENVELOPE, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES, OR, ALTERNATIVELY, TO INDICATE YOUR VOTING INSTRUCTIONS OVER THE INTERNET OR BY TELEPHONE, IF AVAILABLE.

By Order of the Board of Directors,



Jordan Goldstein
Secretary

New York, New York
May 13, 2005

THESTREET.COM, INC.

14 Wall Street

New York, NY 10005

(212) 321-5000

**PROXY STATEMENT
FOR
ANNUAL MEETING OF STOCKHOLDERS
To Be Held June 22, 2005**

SOLICITATION AND VOTING OF PROXIES

This Proxy Statement is being first mailed on or about May 13, 2005 to stockholders of TheStreet.com, Inc. (the "Company" or "TheStreet.com") at the direction of the Board of Directors of the Company (the "Board of Directors") to solicit proxies in connection with the Annual Meeting of Stockholders (the "Meeting"). The Meeting will be held at the offices of Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, New York 10004, on Wednesday, June 22, 2005, commencing at 10:00 a.m., New York City time, or at such other time and place to which the Meeting may be adjourned or postponed.

All shares represented by valid proxies at the Meeting, unless the stockholder otherwise specifies, will be voted (i) FOR the election of the two persons named under "Proposal I Election of Directors" as nominees for election as Class III directors of the Company for three-year terms expiring at the Company's Annual Meeting of Stockholders in 2008, (ii) FOR the ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2005, and (iii) at the discretion of the proxy holders, with regard to any matter not known to the Board of Directors on the date of mailing this Proxy Statement that may properly come before the Meeting or any adjournment or postponement thereof. Where a stockholder has appropriately specified how a proxy is to be voted, it will be voted accordingly.

Any person giving a proxy pursuant to this solicitation has the power to revoke it at any time before it is voted. It may be revoked by filing with the Secretary of the Company at the Company's principal executive office, 14 Wall Street, New York, New York 10005, a written notice of revocation or a duly executed proxy bearing a later date, or it may be revoked by attending the Meeting and voting in person. Attendance at the Meeting will not, by itself, revoke a proxy.

RECORD DATE AND VOTING SECURITIES

The close of business on April 28, 2005 is the record date (the "Record Date") for determining the stockholders entitled to notice of and to vote at the Meeting. As of April 28, 2005, the Company had issued and outstanding 24,744,512 shares of common stock. The common stock constitutes the only outstanding class of voting securities of the Company entitled to be voted at the Meeting.

QUORUM AND VOTING

The presence at the Meeting, in person or by proxy relating to any matter, of the holders of a majority of the outstanding shares of common stock is necessary to constitute a quorum. For purposes of the quorum and the discussion below regarding the vote necessary to take stockholder action, stockholders of record who are present at

the Meeting in person or by proxy and who abstain, including brokers holding customers' shares of record who cause abstentions to be recorded at the Meeting, are considered stockholders who are present and entitled to vote at the Meeting, and thus, shares of common stock held by such stockholders will count toward the attainment of a quorum. If a quorum should not be present, the Meeting may be adjourned from time to time until a quorum is obtained. Each share of common stock is entitled to one vote with respect to each proposal to be voted on at the Meeting. Cumulative voting is not permitted with respect to the election of directors.

The accompanying proxy card (or the electronic equivalent thereof) is designed to permit each holder of common stock as of the close of business on the Record Date to vote on each of the matters to be considered at the Meeting. If your shares are registered in the name of a bank or brokerage firm, you may be able to vote your shares over the Internet or by telephone. A large number of banks and brokerage firms are participating in online programs that allow eligible stockholders to vote over the Internet or by telephone. If your bank or brokerage firm is participating in such a program, your voting form will provide instructions. If your voting form does not contain Internet or telephone voting information, please complete and return the paper proxy card in the self-addressed, postage paid envelope provided by your bank or brokerage firm.

A stockholder is permitted to vote in favor of, or to withhold authority to vote for, any or all nominees for election to the Board of Directors and to vote in favor of or against or to abstain from voting with respect to the proposal to ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2005.

Under Delaware law, directors are elected by a plurality of the outstanding shares of common stock, and thus, the two nominees for election as Class III directors who receive the most votes cast will be elected. Approval of the proposal to ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm requires the affirmative vote of holders of a majority of shares present in person or by proxy at the Meeting, provided a quorum is present. Under current rules of the New York Stock Exchange to which its members are subject, these proposals are considered "discretionary" items upon which brokerage firms holding shares of common stock in "street name" may vote in their discretion on behalf of their clients if such clients have not furnished voting instructions. Accordingly, instructions withholding authority will not affect the outcome of the election of directors and, in the case of the ratification of the selection of Ernst & Young LLP, abstentions will have the effect of a vote against this proposal.

Stockholder ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm is not required by the Company's Bylaws or otherwise. However, the Audit Committee of the Board of Directors is submitting the selection of Ernst & Young LLP to the stockholders for ratification as a matter of good corporate practice. If the stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its stockholders.

PROPOSAL I

ELECTION OF DIRECTORS

In accordance with our Certificate of Incorporation, our Board of Directors has been divided into three classes, denominated Class I, Class II and Class III, which are as equal in number as possible. Members of each class hold office for staggered three-year terms. At each annual meeting of our stockholders, the successors to the directors whose terms expire are elected to serve from the time of their election and qualification until the third annual meeting of stockholders following their election or until a successor has been duly elected and qualified.

The names of the nominees and current directors, their ages as of the date of the Meeting, and certain other information about them are set forth below. On April 12, 2005, Douglas A. McIntyre resigned from our Board of Directors. The Board has resolved to reduce the number of directors from eight to seven, rather than fill the vacancy created by his resignation.

Nominees for Director

Thomas J. Clarke, Jr. and Jeffrey A. Sonnenfeld have each been nominated for election at the Meeting to serve as a director for a three-year term expiring at our Annual Meeting of Stockholders in 2008, or until his respective successor has been duly elected and qualified. Each of these nominees has consented to being named in this Proxy Statement as a nominee of the Board of Directors and to serve if elected. It is intended that the persons named in the proxy will vote for the election of each of the two nominees. In case any of the two nominees should become unavailable for election to the Board of Directors prior to the Meeting for any reason not presently known or contemplated, the proxy holders will have discretionary authority in that instance to vote for a substitute nominee.

The nominees for election at the Meeting as Class III directors are as follows:

Thomas J. Clarke, Jr., age 48. Mr. Clarke is the chairman and chief executive officer of TheStreet.com. He joined TheStreet.com in October 1999 as president and chief operating officer and was appointed chief executive officer and made a director of the Company in November 1999. In October 2001, Mr. Clarke was appointed chairman of the Board. From 1984 through 1998, Mr. Clarke served in several capacities at Technimetrics, Inc. (a subsidiary of Knight-Ridder, Inc. from 1994 through 1998 and now part of Thomson Financial), most recently as chief executive officer. During his tenure, he helped to significantly enhance the value of Technimetrics, Inc., culminating in its sale to The Thomson Corporation in 1998. Mr. Clarke is a business information adviser for Plum Holdings LP, a venture capital fund based in Philadelphia that focuses on investing in early-stage media companies.

Jeffrey A. Sonnenfeld, age 51. Dr. Sonnenfeld has served as a director of TheStreet.com since January 2003. Dr. Sonnenfeld has been the associate dean for executive programs at Yale University's School of Management since 2001. From 1998, when he founded the Chief Executive Leadership Institute in Atlanta, Georgia, through the Institute's 2001 acquisition by Yale, he served as the Institute's president & chief executive officer. From 1988 to 1998, he was a professor at the Goizueta Business School of Emory University. Prior to this, he spent ten years as a professor at the Harvard Business School.

The Board of Directors recommends that stockholders vote FOR each named nominee.

Current Directors

The current Class I directors of the Company, who are not standing for re-election at the Meeting and whose terms will expire at our Annual Meeting of Stockholders in 2006, are as follows:

James J. Cramer, age 50. Mr. Cramer is a co-founder of TheStreet.com and has served as a director since May 1998. In addition, Mr. Cramer has served as markets commentator and as advisor to the Company's chief executive officer since his retirement from Cramer, Berkowitz & Co., a hedge fund, at the end of 2000. Mr. Cramer served as co-host of the "Kudlow & Cramer" program (originally called "America Now") on the CNBC television network from 2003 through December 2004 and currently hosts the "Mad Money" program and appears frequently on CNBC business news programs. In addition, since July 2001, he has hosted the syndicated radio program, "RealMoney with Jim Cramer." From June 1996 to December 1998, he served as co-chairman of the Company. He has been a columnist and contributor to the Company's publications since its formation in 1996.

Martin Peretz, age 65. Dr. Peretz is a co-founder of TheStreet.com and has served as a director since May 1998. He served as co-chairman of the Company from June 1996 to December 1998. Since 1974, Dr. Peretz has served as the editor-in-chief of The New Republic and was its chairman from 1974 through 2001. He was a member of the faculty of Harvard University from 1966 through 2002. Dr. Peretz also serves as a director of 11 mutual funds managed by the Dreyfus-Mellon Bank Group.

The current Class II directors of the Company, who are not standing for re-election at the Meeting and whose terms will expire at our Annual Meeting of Stockholders in 2007, are as follows:

James M. Meyer, age 46. Mr. Meyer has served as a director of TheStreet.com since June 2001. Mr. Meyer is a managing director at Novantas, a customer-management consulting firm, where he specializes in financial services and the Internet. Prior to joining Novantas in 2002, Mr. Meyer was president of Golden Square, a branding and marketing consulting firm he founded, and senior advisor to The Cambridge Group, a strategy consulting firm. From January 1999 to February 2001, he served as president and chief strategy officer of M&C Saatchi, an advertising agency in New York. From 1988 to 1998, Mr. Meyer was a senior vice president of three New York advertising agencies, Publicis, J. Walter Thompson, and D' Arcy Masius Benton & Bowles, Inc. ("DMB&B"). While at DMB&B, he led the development of the first national advertising campaign for TheStreet.com.

Daryl Otte, age 43. Mr. Otte has served as a director of TheStreet.com since June 2001. Mr. Otte is a founding partner of Montefiore Partners, a venture capital investment fund management firm. Prior to founding Montefiore Partners in 2000, Mr. Otte was senior vice president and member of the executive committee of Ziff-Davis, Inc., a leading media company. During his service at Ziff-Davis from 1995 through 2000, Mr. Otte initiated and managed acquisition and development projects and venture investments, including some of the early commercialization efforts of the Internet. Prior to Ziff-Davis, Mr. Otte also worked at various development and finance positions at Reed Elsevier PLC in the United States and abroad and in management consulting for Arthur Young & Company.

William R. Gruver, age 61. Mr. Gruver has served as a director of TheStreet.com since October 2003. Since 1993, Mr. Gruver has been on the faculty of Bucknell University, where he serves as a Visiting Professor and Distinguished Executive-in-Residence. Prior to this, he spent 20 years at Goldman, Sachs & Co., where he was a general partner and served as Chief Administrative Officer of the equities division from 1988 until his retirement from the firm in 1992.

Executive Officers

The following sets forth certain information regarding executive officers of the Company including their ages as of the date of the Meeting. Information pertaining to Mr. Clarke, who is both chairman of the Board of Directors and chief executive officer of the Company, may be found in the section entitled "Nominees for Director."

James Lonergan, age 43, President and Chief Operating Officer. Mr. Lonergan joined TheStreet.com in February 2001 from Worldly Information Network, an online publisher of investment information, where he served as chief operating officer from January 2000 to February 2001. Prior to joining Worldly, Mr. Lonergan served as executive vice president, chief operating officer for Thomson Financial Investor Relations (formerly Technimetrics, Inc.) from 1998 to January 2000 and as executive vice president and chief operating officer at Technimetrics, Inc. from 1996 until its acquisition by Thomson Financial in 1998.

Lisa A. Mogensen, age 41, Chief Financial Officer and Vice President, Finance. Ms. Mogensen joined TheStreet.com in December 1999 as vice president of corporate development. In April 2000, she was named interim chief financial officer and in July 2000 was appointed chief financial officer of the Company. From April 1997 through December 1999, Ms. Mogensen was with NBC, serving most recently as senior finance director for business development and strategic planning. From 1996 through 1997, Ms. Mogensen served as director of financial planning and analysis for American Sky Broadcasting, a subsidiary of The News Corporation Limited.

Jordan Goldstein, age 38, Vice President, General Counsel and Secretary. Mr. Goldstein joined TheStreet.com in October 1999 as associate counsel. In April 2000, he was named acting general counsel and appointed corporate secretary of the Company and in July 2000 was appointed vice president and general counsel. From June 1997 through October 1999, Mr. Goldstein was an associate with the law firm of Proskauer Rose LLP. From November 1995 through May 1997, Mr. Goldstein was an associate with the law firm of Rivkin Radler & Kremer LLP.

Corporate Governance and Related Matters

General

The following discussion summarizes corporate governance matters relating to the Company, including director independence, Board and Committee structure, function and composition, and other governance charters, policies and procedures. For information on the Company's corporate governance, including the text of the Company's Certificate of Incorporation and Bylaws, the charters approved by the Board for the Audit Committee and the Nominating and Corporate Governance Committee, and the Company's Code of Business Conduct and Ethics, please visit the investor relations section of the Company's web site at www.thestreet.com/ir, under "Investor Research—Corporate Governance."

Independence of Directors

The Board of Directors has determined that five of its seven members are independent under the independence standards of listing requirements of The Nasdaq Stock Market, Inc. ("Nasdaq"). Under these standards, a director is not independent if he has certain specified relationships with the Company or any other relationship which in the opinion of the Board would interfere with his exercise of independent judgment as a director. The independent directors are: Mr. Gruver, Mr. Meyer, Mr. Otte, Dr. Peretz and Dr. Sonnenfeld.

Board of Directors and Committees

The Board is responsible for directing and overseeing the business and affairs of the Company. The Board represents the Company's stockholders and its primary purpose is to build long-term shareholder value. The Board of Directors meets on a regularly scheduled basis during the year to review significant developments affecting the Company and to act on matters that in accordance with good corporate governance require Board approval. It also holds special meetings when an important matter requires action of the Board of Directors between scheduled meetings. The Board met eight times, including telephone conference meetings, and acted by written or electronic consent three times during the year ended December 31, 2004. During 2004, each member of the Board participated in at least 75% of all Board and applicable committee meetings held during the period for which he was a director.

The Board of Directors has established an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee to devote attention to specific subjects and to assist the Board in the discharge of its responsibilities. The functions of those committees, their current members and the number of meetings held during 2004 are set forth below.

Audit Committee. The Audit Committee assists the Board in its oversight of the Company's internal accounting and financial reporting procedures and reviews the qualifications, independence and performance of the Company's independent registered public accounting firm. The Audit Committee has sole authority to appoint and replace the Company's independent registered public accounting firm, to approve their fees and to evaluate their performance. The Company's chief executive officer does not attend audit committee meetings unless requested by the Committee. During 2004, the Audit Committee consisted of Mr. Otte, who served as chairman, Mr. Gruver and Dr. Sonnenfeld. Mr. Gruver replaced Douglas McIntyre, who resigned from the Audit Committee in March 2004. All of the current and former members of the Audit Committee satisfy Nasdaq and Securities and Exchange Commission ("SEC") independence requirements, as well as Nasdaq rules for financial literacy. In addition, the Board has determined that Mr. Otte, the Chairman of the Audit Committee, is an "audit committee financial expert" as defined under SEC rules. The Audit Committee met 13 times during fiscal 2004. The Audit Committee operates under a written charter adopted by the Board in May 2000 and amended in April 2003.

Compensation Committee. The Compensation Committee makes the final determination concerning the base salary and incentive compensation of senior level employees and certain other individuals compensated by the Company (other than directors), as well as awards granted to all employees, consultants and other individuals under the Company's amended and restated 1998 Stock Incentive Plan (the "Stock Incentive Plan"). Currently, the Compensation Committee consists of Dr. Sonnenfeld and Dr. Peretz. Dr. Peretz replaced Mr. Meyer, who resigned from the Compensation Committee in February 2005. During 2004, the Compensation Committee consisted of Mr. Meyer, who served as chairman, and Dr. Sonnenfeld, who replaced Mr. McIntyre in March 2004. All of the current and former members of the Compensation Committee are independent under Nasdaq corporate governance listing standards. The Compensation Committee met 10 times during the year ended December 31, 2004.



Nominating and Corporate Governance Committee. In March 2004, the Board established the Nominating and Corporate Governance Committee, consisting of Dr. Sonnenfeld, who serves as chairman, and Mr. Gruver. Each of the Committee's members is independent under Nasdaq corporate governance listing standards. The functions of the Nominating and Corporate Governance Committee include (i) identifying and evaluating potential director candidates, (ii) recommending candidates for appointment or election to the Board, and (iii) and advising the Board on matters of corporate governance. The Nominating and Corporate Governance Committee met three times during the year ended December 31, 2004. The Nominating and Corporate Governance Committee operates under a written charter adopted by the Board in April 2004.

Director Nominations

The Nominating and Corporate Governance Committee will consider candidates for director who are recommended by its members, by other Board members, by stockholders and by management. From time to time, the Committee may also engage third party search firms to assist it in identifying director candidates. Dr. Sonnenfeld, a nominee for election as a director who was appointed to the Board in January 2003 to fill the vacancy created by the resignation of Fred Wilson, was initially recommended to the Board of Directors by Mr. Cramer, a stockholder and non-management director.

In evaluating director candidates for purposes of recommending nominees to the Board, the Nominating and Corporate Governance Committee will consider (among other factors the Committee may deem relevant) the candidate's: (i) personal and professional ethics and integrity; (ii) business and professional experience in fields relevant to the Company's business (including whether that experience complements the expertise and experience of the other directors); (iii) commitment to representing the interests of all stockholders of the Company; (iv) ability to devote sufficient time to Board activities; and (v) status under applicable independence requirements.

To have a candidate considered by the Nominating and Corporate Governance Committee, a stockholder must submit the recommendation in writing and must include the following information: (i) name, address and biography of the candidate; (ii) statement from the candidate indicating his or her willingness to serve if elected; (iii) statement from the recommending stockholder indicating the particular skills or expertise the candidate would bring to the Board; (iv) name, address and phone number of the stockholder submitting the recommendation; (v) number of shares of the Company's stock owned by the stockholder submitting the recommendation and the length of time such shares have been held; (vi) description of all relationships or arrangements between the stockholder and the proposed candidate; and (vii) any additional information that would be required under applicable SEC rules to be included in the Company's proxy statement in the event the proposed candidate were to be nominated as a director.

Such submissions should be sent to TheStreet.com's Nominating and Corporate Governance Committee, c/o the Secretary, at the Company's principal executive offices. In order for a candidate to be considered for any annual meeting of stockholders, the submission must be received no later than the December 1st preceding such annual meeting.

The Nominating and Governance Committee will evaluate each potential candidate using publicly available information, biographical and other information obtained from the candidate (or the submitting stockholder), and may seek additional information from the potential candidate, the submitting stockholder, and/or other sources. The Committee and other members of the Board may hold interviews with selected candidates and contact the candidate's references and/or other sources of first-hand information about the candidate. Individuals recommended by stockholders will be considered under the same criteria as candidates recommended by other sources. However, the Committee may also take into consideration the number of shares held by the recommending stockholder and the length of time that such shares have been held.

Stockholder Communications with the Board of Directors

The Board of Directors has adopted the following policy concerning stockholder communications: Any stockholder wishing to contact the Board of Directors, any committee of the Board, or any individual director regarding bona fide issues or questions about the Company may do so by sending an email to boardcommunications@thestreet.com or a written communication to the Board of Directors or the appropriate

committee or director c/o the Secretary at the following address: TheStreet.com, Inc., 14 Wall Street, 15th Floor, New York, NY 10005.

The Secretary will review all such correspondence and forward it (or a summary) to the appropriate parties. Where the Secretary deems it appropriate, such forwarding will take place on an expedited basis. Communications raising concerns relating to the Company's accounting, internal controls, or audit matters will immediately be brought to the attention of the chairman of the Audit Committee and will be handled in accordance with the procedures established by the Audit Committee for such matters.

The Company believes that it is important for directors to directly hear concerns expressed by stockholders. Accordingly, Board members are encouraged to attend the Annual Meeting of Stockholders. Three of the eight members of the Board of Directors at the time of the Annual Meeting in 2004 attended such meeting in 2004.

Code of Business Conduct and Ethics

The Company has adopted a Code of Business Conduct and Ethics that applies to all of its directors, officers and employees. This code is publicly available in the investor relations section of the Company's web site at www.thestreet.com/ir, under "Investor Research—Corporate Governance." The code was amended in January 2005. Any substantive amendments to the code and any grant of a waiver from a provision of the code requiring disclosure under applicable SEC or Nasdaq rules will be disclosed in a report on Form 8-K.

Compensation Committee Interlocks and Insider Participation

The Company's Compensation Committee currently consists of Dr. Sonnenfeld and Dr. Peretz. Dr. Sonnenfeld has never been an officer or employee of the Company. Dr. Peretz served as co-chairman of the Company from June 1996 to December 1998. Neither Dr. Sonnenfeld nor Dr. Peretz has any relationship requiring disclosure by the Company under any paragraph of Item 404 of Regulation S-K. The Compensation Committee makes compensation decisions as described above. None of the Company's executive officers serves as a member of the Board of Directors or compensation committee of any entity that has one or more of its executive officers serving as a member of the Company's Board of Directors or Compensation Committee.

Compensation of Directors

The Company provides cash compensation to non-employee directors for serving on the Company's Board of Directors and the Board's committees as follows:

Annual Fee. Each non-employee director receives an annual fee for service on the Company's Board of Directors, payable in arrears in equal quarterly installments (on March 31st, June 30th, September 30th, and December 31st) and prorated as necessary to reflect a termination of service during the quarter. The annual fee for any given year is equal to 25,000 multiplied by one-third of the closing price of the Company's common stock on The Nasdaq Stock Market on December 31st of the previous year. For 2005, this formula results in an annual fee for non-employee directors of \$34,000. The annual cash fee was adopted effective 2005 and replaces the Company's prior practice of annual option grants.

Meeting Fees. Each non-employee director is entitled to receive the following fees for participating in meetings of the Company's Board and committees other than the Nominating and Corporate Governance Committee:

\$1,500 for attending each Board meeting;

\$500 for attending each committee meeting; and

\$300 for participating in each Board or committee conference call.

Nominating and Corporate Governance Committee Fees. Due to the nature of their work, instead of receiving fees on a per-meeting or per-call basis, members of the Company's Nominating and Corporate Governance Committee receive a fee of \$200 per hour for meetings, calls and interviews.

Audit Committee Chairman. In addition to the fees set forth above, the Chairman of the Audit Committee is paid a fee of \$5,000 per quarter, to compensate him for the additional responsibilities and duties of that position.

During 2004, the Company paid its non-employee directors the meeting fees (and Nominating and Corporate Governance Committee fees) described above. Mr. Otte, the chairman of the Audit Committee, received the quarterly fee described above for the second, third and fourth quarters of 2004, for a total of \$15,000. Mr. Meyer also received a supplemental fee of \$12,000 for extra work he performed as chairman of the Compensation Committee during the last six months of 2004 and the first two months of 2005. In addition, in January 2004, each of our non-employee directors was granted an option under the Stock Incentive Plan to purchase 25,000 shares of the Company's common stock at an exercise price of \$4.06 per share, the closing price of the Company's common stock on The Nasdaq National Market on the trading day immediately preceding the date of grant. Each director's option has a term of five years and became exercisable in its entirety on the first anniversary of the grant date, if the individual was still serving as a director of the Company on such date. In the event a director's service on the Board of Directors terminates for any reason, the director has 90 days from the date of termination to exercise any vested directors options.

See "Certain Relationships and Related Transactions" for a discussion of certain agreements between the Company and a director of the Company.

Stock Ownership of Directors

The Board of Directors believes that director ownership of stock benefits the Company by aligning the interests of the Company's directors with those of stockholders. Accordingly, in March 2004, the Board adopted a guideline providing that, as of the date of the 2004 annual stockholders meeting, held on May 26, 2004, each non-employee director must beneficially own at least 5,000 shares of the Company's common stock (excluding shares underlying unexercised stock options). New directors must be in compliance with the guideline within six months of becoming a director. The Board recognizes that exceptions to this guideline may be necessary or appropriate in individual cases, and may approve such exceptions from time to time as it deems appropriate in the interests of the Company's stockholders. All non-employee directors were in compliance with this guideline as of the 2004 annual stockholders meeting.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth the compensation paid for all services rendered to the Company in all capacities during 2004, 2003 and 2002 to (i) our current chief executive officer, and (ii) our other executive officers who earned more than \$100,000 in 2004 and who were serving as executive officers at the end of 2004 (collectively, the “Named Executive Officers”).

<u>Name and Principal Position</u>	<u>Fiscal Year</u>	<u>Annual Compensation</u>			<u>Long-Term Compensation Awards(1) Securities Underlying Options(#)</u>
		<u>Salary</u>	<u>Bonus</u>	<u>Other Annual Compensation</u>	
Thomas J. Clarke, Jr. Chief Executive Officer and Chairman of the Board	2004	\$356,000	\$338,200	\$15,000 (2)	200,000
	2003	\$356,000	\$ 71,200	\$15,000 (2)	50,000
	2002	\$356,000	\$320,400	\$15,000 (2)	500,000
James Lonergan President and Chief Operating Officer	2004	\$265,000	\$251,750	--	70,000
	2003	\$250,000	\$ 50,000	--	40,000
	2002	\$250,000	\$225,000	--	75,000
Lisa A. Mogensen Chief Financial Officer and Vice President, Finance	2004	\$230,000	\$218,500	--	70,000
	2003	\$220,000	\$ 44,000	--	40,000
	2002	\$200,000	\$135,000	--	100,000
Jordan Goldstein Vice President and General Counsel	2004	\$195,000	\$185,250	--	40,000
	2003	\$175,000	\$ 35,000	--	30,000
	2002	\$175,000	\$118,125	--	100,000

(1) In addition to the options shown in the table, in January 2005, the Named Executive Officers were granted options to purchase the following number of shares: Mr. Clarke, 200,000; Mr. Lonergan, 70,000; Ms. Mogensen, 70,000; and Mr. Goldstein, 40,000. Mr. Clarke’s options to purchase shares of common stock were granted pursuant to his 2004 employment agreement with the Company. See “Arrangements with Named Executive Officers–Employment Agreements.”

(2) Cash reimbursement of unitemized expense account of Mr. Clarke.

OPTION GRANTS IN FISCAL YEAR 2004

The following table sets forth information regarding stock options granted to our Named Executive Officers in 2004. We have never granted any stock appreciation rights.

<u>Name</u>	<u>Individual Grants</u>					<u>Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term (2)</u>	
	<u>Number of Securities Underlying Options Granted (#)</u>	<u>Percent of Total Options Granted to Employees in Fiscal Year (1)</u>	<u>Exercise Price (\$) Per Share</u>	<u>Expiration Date</u>	<u>Annual Rates of Stock Price Appreciation</u>		
					<u>5% (\$)</u>	<u>10% (\$)</u>	
Thomas J. Clarke, Jr.	200,000 (3)	15.90%	4.06	1/1/09	224,341	495,734	
James Lonergan	70,000 (3)	5.56%	4.06	1/1/09	78,519	173,507	
Lisa A. Mogensen	70,000 (3)	5.56%	4.06	1/1/09	78,519	173,507	
Jordan Goldstein	40,000 (3)	3.18%	4.06	1/1/09	44,868	99,147	

- (1) Percentages are based on grants in 2004 to purchase an aggregate of 1,258,000 shares of our common stock, including options granted to outside contributors.
- (2) Potential realizable values are computed by multiplying the number of shares of common stock subject to a given option by the assumed value of our common stock, assuming that the aggregate stock value compounds from the fair market value of the stock on the date of grant at the annual 5% or 10% rate shown in the table for the entire five-year term of the option and subtracting from that result the aggregate option exercise price. These numbers are calculated based on Securities and Exchange Commission requirements and do not reflect our projection or estimate of future stock price growth.
- (3) These options were granted to the Named Executive Officers in January 2004 and become exercisable as follows: 33.33% on the first anniversary of the date of grant, 33.33% on the second anniversary of the date of grant, and 33.33% on the third anniversary of the date of grant. All options have a five-year term. The options also provide that, in the event of a "Change in Control" (as such term is defined in the Stock Incentive Plan), 50% of the then unexercisable portion will immediately become exercisable. Mr. Clarke's options also provide that 100% of the then unexercisable portion will immediately become exercisable in the event of a Change in Control or in the event Mr. Clarke's employment is terminated by the Company without "Cause" or by Mr. Clarke with "Good Reason" (as such terms are defined in the Employment Agreement, dated January 1, 2004, between Mr. Clarke and the Company).

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

The following table sets forth information concerning the exercise of stock options during the fiscal year ended December 31, 2004 by our Named Executive Officers and the fiscal year-end value of unexercised options.

<u>Name</u>	<u>Shares</u>		<u>Number of Securities Underlying Unexercised Options at December 31, 2004 (#)</u>		<u>Value of Unexercised In-the-Money Options at December 31, 2004 (\$)(1)</u>	
	<u>Acquired on Exercise (#)</u>	<u>Value Realized (\$)</u>	<u>Options at</u>		<u>Exercisable</u>	<u>Unexercisable</u>
			<u>Exercisable</u>	<u>Unexercisable</u>		

Thomas J. Clarke, Jr.	--	--	1,491,666	233,334	2,691,416	42,334
James Lonergan	--	--	300,833	134,167	601,708	63,192
Lisa A. Mogensen	39,347	141,212	107,486	96,667	186,391	32,067
Jordan Goldstein	40,000	128,280	94,250	60,000	198,065	23,800

(1) Based on TheStreet.com's share price as of December 31, 2004, which was \$4.08 per share.

Report of the Compensation Committee on Executive Compensation

The Compensation Committee sets the base salary and incentive compensation of the Company's executive officers, and is responsible for the administration of the Stock Incentive Plan.

Compensation Philosophy. The Company's compensation philosophy is geared toward attracting and retaining qualified executives and key employees. Compensation of the Company's executive officers comprises a mix of short- and long-term elements: base salary, annual incentive compensation in the form of cash, long-term incentive compensation in the form of equity, and various other Company-wide benefits, including a 401(k) plan and Company-subsidized medical and dental insurance. All of the determinations of the Committee regarding the appropriate form and level of executive compensation are ultimately judgments based on the Committee's assessment of three factors: (i) executive compensation at comparable companies; (ii) the performance of the Company against its financial and strategic goals; and (iii) the level of responsibility and individual performance of each executive officer.

The Committee sets the levels of executive compensation in accordance with the factors described above. The Company has few direct public competitors of its size against which to compare its compensation arrangements. Accordingly, the Committee uses its judgment to determine appropriate compensation levels for the Company's executives. To assist its future compensation determinations, in mid-2004, the Committee engaged an outside compensation expert to benchmark the base, incentive and equity compensation levels of the Company's executive officers against a peer group of roughly comparable companies.

Base Salary of Executive Officers. Upon the recommendation of the chief executive officer, the Committee approved base salary increases for 2004 for the Company's other executive officers ranging from approximately 4.5% to approximately 11.4%.

Annual Incentive Compensation for Executive Officers. Generally, a considerable portion of the Company's executive officers' total cash compensation is tied to annual bonus incentive arrangements that relate directly to the strategic goals of the Company, as established by the Board. In 2004, the Committee adopted an incentive bonus plan under which executives would receive cash bonuses equal to specified percentages of their annual base salaries upon the Company's achievement of specified financial objectives. The 2004 goals related to (i) the growth of the net revenue of the Company's electronic publishing segment over the previous fiscal year, (ii) growth of the net revenue of the Company's securities research and brokerage segment over the previous fiscal year, and (iii) the level of cash and cash equivalents on the Company's balance sheet at the end of the 2004 fiscal year, subject to a minimum threshold level of net revenue from the Company's securities research and brokerage segment. Potential bonus payments under the plan ranged from zero to 108% of base salary depending upon the extent to which the actual financial results of the Company were above or below certain specified target amounts in the areas described above. The achievement of the plan's base target amounts would have entitled each of the executives to receive a bonus equal to 33% of his or her base salary.

By adopting this incentive bonus plan, the Committee sought to focus management on growth of the Company's revenue in both of its business segments while engendering strong operational and fiscal discipline, which were judged by the Board to be critical business objectives in 2004. The Company's strong performance in 2004 achieved the goals set forth in the incentive bonus plan, and accordingly, the 95% bonuses shown in the Summary Compensation Table for 2004 were paid under this program in January 2005.

Long-Term Incentive Compensation. Having normalized equity compensation awards in 2003 consistent with what the Compensation Committee believes are appropriate “on-going” annual levels of equity compensation, the Compensation Committee awarded identical grants to its executive officers in 2004. As in years past, in establishing equity compensation awards, the Compensation Committee considered the three broad compensation criteria outlined above, as well as the additional critical goal of aligning the interests of executives with the interests of the Company and its stockholders by ensuring that executives have a direct and continuing stake in the long-term success of the Company. Equity compensation was made in the form of stock options. Stock options are granted at a price that is equal to the closing price of the Company’s common stock on The Nasdaq National Market on the trading day immediately preceding the date of grant, and vest over a three-year period as follows: 33.33% on the first anniversary of the date of grant, 33.33% on the second anniversary of the date of grant, and 33.33% on the third anniversary of the date of grant. The options have a term of five years. In all, options to purchase 380,000 shares of Company common stock were granted to executive officers for service to the Company in 2004.

Compensation of Chief Executive Officer. On January 1, 2004, the Committee approved a two-year employment agreement with Mr. Clarke, under which he continued to serve as chairman and chief executive officer of the Company through the end of 2005. Under his employment agreement, Mr. Clarke's base salary remained unchanged at \$356,000 with no guaranteed increase during the term, and he remained eligible for an annual cash bonus, according to the terms of the annual incentive bonus plan for executives, as set by the Committee. In addition, pursuant to the employment agreement, Mr. Clarke received awards of options to purchase 200,000 shares of Company common stock on January 2, 2004 and January 3, 2005. These awards exceeded what the Committee might typically award him on an “on-going” basis, in consideration of his accepting no increase in his base salary. Each option was granted at a price that was equal to the closing price of the Company’s common stock on The Nasdaq National Market on the trading day immediately preceding the date of grant, and will vest over a three-year period as follows: 33.33% on the first anniversary of the date of grant, 33.33% on the second anniversary of the date of grant, and 33.33% on the third anniversary of the date of grant. The options have a term of five years.

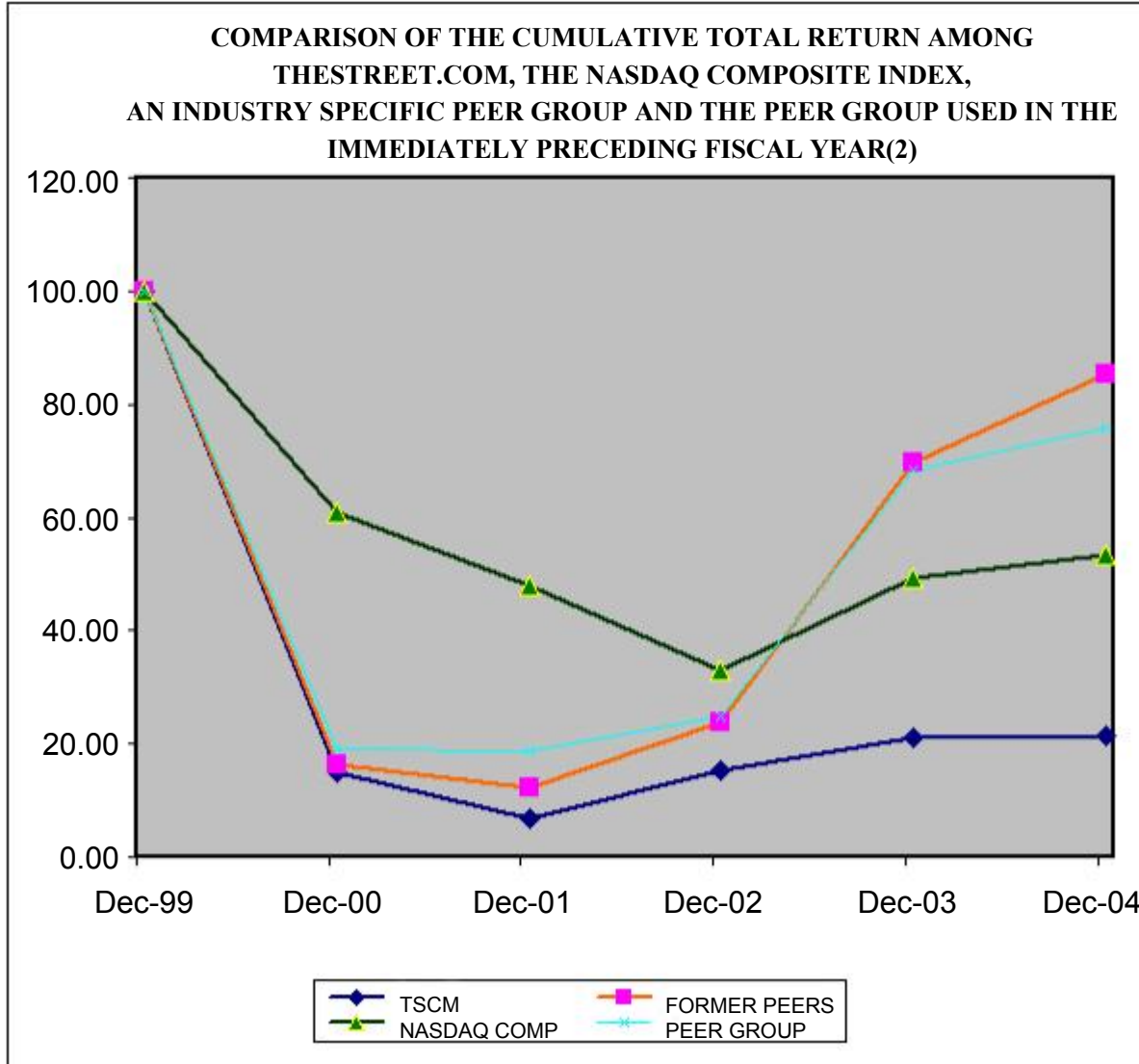
Internal Revenue Code Section 162(m) Limitation. As a result of Section 162(m) of the Internal Revenue Code, which was enacted into law in 1993, the Company will not be allowed a federal income tax deduction for compensation paid to certain executive officers to the extent that compensation exceeds \$1.0 million per officer in any one year. This limitation will apply to all compensation paid to the covered executive officers that is not considered to be performance-based. Compensation that does qualify as performance-based compensation will not have to be taken into account for purposes of this limitation. The Company’s incentive bonus plan is not intended to qualify as performance-based compensation because historically, the combined salary and bonus of each executive officer has been below the \$1.0 million limit. Stock options granted under the Stock Incentive Plan are intended to qualify as performance-based compensation.

Respectfully submitted by the members of the Compensation Committee:

James M. Meyer, Chairman
Jeffrey A. Sonnenfeld

COMMON STOCK PERFORMANCE GRAPH

Set forth below is a graph comparing the cumulative total stockholder return on the Company's common stock from December 31, 1999 through December 31, 2004 with the cumulative total return on the Nasdaq Composite Index, a self-constructed industry-specific peer group and the peer group used in the immediately preceding fiscal year (1). The performance graph is based on closing prices on the trading day specified. The comparison assumes \$100 was invested on December 31, 1999 in the Company's common stock and in each of the foregoing indices and assumes reinvestment of dividends. The closing price of TheStreet.com's common stock on such date was \$19.19.



	12/31/1999	12/29/2000	12/31/2001	12/31/2002	12/31/2003	12/31/2004
TheStreet.com, Inc.	\$ 100	\$ 14.98	\$ 6.67	\$ 15.27	\$ 21.16	\$ 21.26
Peer Group	\$ 100	\$ 19.14	\$ 18.80	\$ 24.96	\$ 68.46	\$ 75.77
Former Peer Group	\$ 100	\$ 16.21	\$ 12.12	\$ 23.91	\$ 69.59	\$ 85.39
Nasdaq Composite Index	\$ 100	\$ 60.71	\$ 47.93	\$ 32.82	\$ 49.23	\$ 53.46

- (1) Because the Company does not believe that it has a peer industry group of companies that have businesses in both of the segments in which the Company operates, it uses a self-selected peer group. As a result of consolidation in the electronic financial publishing industry, two of the five companies in the Company's self-selected peer group were acquired and their securities are no longer listed. Accordingly, the Company selected a new peer group consisting of the following companies: Bankrate, Inc., Cnet, Inc., iVillage Inc.,

and MCF Corporation. Four of the five companies in the selected group were chosen as representative of businesses that provide electronic publishing of financial and related content and

- one was chosen because it operates a broker dealer and provides equity research and other financial services to institutional clients.
- (2) The peer group used by the Company for the immediately preceding fiscal year consists of the following companies: Cnet, Inc., Bankrate, Inc. (formerly known as ilife.com, Inc.), iVillage Inc., Marketwatch.com, Inc. and Multex.com, Inc. For purposes of calculating the return on the peer group from March 27, 2004, the Company used \$7.35, the closing price of Multex.com, Inc. on that date, which was the date of its acquisition by Reuters. Additionally, Marketwatch.com, Inc. was acquired by Dow, Jones & Co. on January 24, 2005 for \$18.00 per share.

Arrangements with Named Executive Officers

The Company has from time to time entered into employment and severance arrangements with certain of its Named Executive Officers. A summary of the terms of these arrangements is set forth in the following paragraphs.

Employment Agreements

On January 1, 2004, the Company entered into a two-year employment agreement with Thomas J. Clarke, Jr., pursuant to which Mr. Clarke serves as Chairman and Chief Executive Officer of the Company. This agreement provides for an annual salary of \$356,000 and a bonus under the annual incentive plan for management and other significant employees of the Company, which is based upon achievement of the Company's annual financial goals as determined by the Compensation Committee. The annual salary may be increased during the term of the agreement in the sole discretion of the Compensation Committee. Mr. Clarke is also entitled to receive, in each year of the term, options to purchase 200,000 shares of Company common stock. Accordingly, in January 2004, the Company awarded Mr. Clarke an option to purchase 200,000 shares of common stock at an exercise price of \$4.06, the closing price of the Company's common stock on The Nasdaq National Market on the trading day immediately preceding the date of grant, and in January 2005, the Company awarded Mr. Clarke an option to purchase 200,000 shares of common stock at an exercise price of \$4.08, the closing price of the Company's common stock on The Nasdaq National Market on the trading day immediately preceding the date of grant. The employment agreement terminates on December 31, 2005.

Under Mr. Clarke's employment agreement, in the event Mr. Clarke's employment is terminated by the Company without "Cause" or by Mr. Clarke with "Good Reason" at any time during the term, he will be entitled to receive his annual salary and benefits for an additional 12 month period following the date of termination, or, at the Company's option, in a lump sum payment appropriately discounted for the time value of money. Mr. Clarke's employment agreement generally defines "Cause" to include willful misconduct or gross negligence, dishonesty or misappropriation of Company funds, properties or other assets, unauthorized disclosure of confidential information materially harmful to the Company, conviction of a crime involving fraud, dishonesty or moral turpitude, violation of federal or state securities laws or failure to perform his duties for a period of 30 days or more without cure. "Good Reason" is defined to include a material adverse change in Mr. Clarke's functions, duties, or responsibilities in his position with the Company or a reduction in his annual salary during the term of his employment with the Company, failure of the Company to cure a material breach of his employment agreement by the Company, a significant reduction of Mr. Clarke's duties or responsibilities in connection with a "Change of Control" (as such term is defined in the Stock Incentive Plan) of the Company (other than solely by virtue of the Company being acquired and made part of a larger entity), and Mr. Clarke's relocation by the Company to a location more than fifty (50) miles from the Company's current headquarters or his New Jersey home. In addition, Mr. Clarke is bound by a non-compete clause from the commencement date of his employment agreement through the first twelve months after the cessation of Mr. Clarke's employment.

Mr. Clarke's employment agreement also provides for him to receive severance if his employment terminates due to the Company's failure to offer to renew his employment agreement on commercially reasonable terms. In such event, Mr. Clarke is entitled to receive his annual salary and benefits for an additional 12 month period from the date of termination, or, at the Company's option, in a lump sum payment appropriately discounted

for the time value of money. Such payments are contingent on Mr. Clarke's good faith efforts to mitigate his damages by seeking replacement employment. In addition, if Mr. Clarke remains employed through the date of a final liquidation or dissolution of the Company, he is entitled to receive a payment in the amount of his then current annual salary.

On March 1, 2003, the Company entered into a two-year employment agreement with James Lonergan, as President and Chief Operating Officer of the Company. The agreement provides for an annual salary of \$250,000 and a bonus under the annual incentive plan for management and other significant employees of the Company, which is based upon achievement of the Company's annual financial goals as determined by the Compensation Committee. The annual salary was increased to \$265,000 on January 1, 2004 and to \$275,000 on January 1, 2005. The employment agreement expired on February 28, 2005 and was renewed for one year at the current salary, expiring on February 28, 2006.

Under Mr. Lonergan's employment agreement, in the event Mr. Lonergan's employment is terminated by the Company without "Cause" or by Mr. Lonergan with "Good Reason" at any time during the term, he will be entitled to receive his annual salary and benefits for an additional 12 month period following the date of termination, or, at the Company's option, in a lump sum payment appropriately discounted for the time value of money. Mr. Lonergan's employment agreement generally defines "Cause" to include willful misconduct or gross negligence, inexcusable, repeated or prolonged absence from work, dishonesty or misappropriation of Company funds, properties or other assets, unauthorized disclosure of confidential information materially harmful to the Company, conviction of a crime involving fraud, dishonesty or moral turpitude, violation of federal or state securities laws or failure to perform his duties for a period of 30 days or more without cure. "Good Reason" is defined to include a material adverse change in Mr. Lonergan's functions, duties, or responsibilities in his position with the Company, a reduction in his compensation during the term of his employment with the Company, failure of the Company to cure a material breach of his employment agreement by the Company, or the relocation of Mr. Lonergan to a location more than fifty (50) miles from either the Company's current headquarters or his New Jersey home. In addition, Mr. Lonergan is bound by a non-compete clause from the commencement date of his employment agreement through the first twelve months after the cessation of Mr. Lonergan's employment.

Severance and Change of Control Arrangements

On October 31, 2000, the Company entered into an arrangement with Lisa A. Mogensen, its Chief Financial Officer. Under this arrangement, in the event her employment is terminated without Cause (as such term is defined therein), the Company will provide severance in the form of continued payment of her salary for an additional 12 month period, contingent upon her good faith efforts to find replacement employment similar in duties and responsibilities to her position with the Company. "Cause" is defined to include willful misconduct or gross negligence, dishonesty or misappropriation of Company funds, properties or other assets, inexcusable, repeated or prolonged absence from work, unauthorized disclosure of confidential information likely to result in material harm to the Company, conviction of a crime involving fraud, dishonesty or moral turpitude, or involving a violation of federal or state securities laws, or failure to perform faithfully her duties to the Company, provided that such failure is not cured, to the extent cure is possible.

In addition, under the arrangement with Ms. Mogensen described above, in the event of a change of control of the Company in which Ms. Mogensen is not offered a comparable position in the new entity or chooses not to continue her employment with such entity, the Company will provide continued payment of her salary for an additional 12 month period, contingent upon her good faith efforts to find replacement employment similar in duties and responsibilities to her position with the Company.

All of the option agreements between the Company and the Named Executive Officers provide that in the event of a Change of Control (as such term is defined in the Stock Incentive Plan) of the Company, 50% of the then unvested portion of their options will immediately vest and become exercisable. A "Change of Control" under the Stock Incentive Plan occurs upon (1) the acquisition of a majority of the voting power of the Company's stock by a person, entity, or group (with certain exceptions) that owned less than 5% of such voting power immediately prior to the Company's initial public offering; (2) the date on which a majority of the members of the Board of Directors are not "Current Directors" (which term is defined to mean the Company's current directors and directors whose nomination or election was approved by a majority of the directors who at the time were "Current Directors"); (3) a merger or consolidation with another entity where the Company's stockholders immediately prior to the merger or consolidation would no longer comprise a majority of the voting shares of the surviving corporation in substantially the same proportions as their prior ownership, or where the directors of the Company would not constitute

a majority of the board of directors of the surviving corporation; (4) a sale of substantially all of the assets of the Company; or (5) approval by the stockholders of a plan of complete liquidation of the Company.

In January 2005, the Company established a Retention Program (the “Program”) with certain eligible employees (as defined in the Program). In connection with Program, the Company entered into a retention agreement with each of our Named Executive Officers. Under their retention agreements, each Named Executive Officer will receive (1) a retention benefit equal to 100% of his or her 2004 base salary in the event of a Change of

Control (as such term is defined in the Program), and (2) if such individual's employment is terminated without Cause (as such term defined in the Program) or if such individual resigns for Good Reason (as such term defined in the Program) in connection with a Change of Control, within 18 months following a change of control, a termination benefit equal to 100% of his or her 2004 base salary plus an additional 5% of 2004 base salary (to compensate for the expected six month delay in making the termination payment due to tax law requirements), plus continuation of specified health and welfare benefits for a period of 12 months following the date of termination. In order to receive the retention payment, each Named Executive Officer must continue active employment with the Company until the 30th day following the occurrence of the Change of Control. In order to receive a termination payment, each Named Executive Officer must execute and deliver a release in favor of the Company. The Program will terminate on December 31, 2005 in the absence of a Change of Control on or before that date. In addition, the retention agreement for each of Mr. Clarke and Mr. Lonergan amends his employment agreement to provide that following the occurrence of a change of control, his right to receive termination benefits under the Program supercedes the severance benefit rights that remain available under his employment agreement in the absence of the Program.

A "Change of Control" under the Program is deemed to have occurred in the event any of the following occurs (in each case interpreted in a manner consistent with the requirements of Section 409A of the Internal Revenue Code):

(a) the acquisition by any one person or more than one person acting as a group (as defined in Q&A 12(b) of IRS Notice 2005-1) (other than the Company and its subsidiaries as determined immediately prior to that date and any of its or their employee benefit plans) of ownership of stock of the Company that, together with stock held by such person or group, constitutes more than fifty percent of the total fair market value or total voting power of the stock of the Company if such person or group was not an owner of at least five percent of the total fair market value or total voting power of the stock of the Company immediately prior to the Company's initial public offering;

(b) a majority of the members of the Company's Board of Directors being replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Company's Board of Directors prior to the date of the appointment or election;

(c) any one person or more than one person acting as a group (as defined in Q&A 14(c) of IRS Notice 2005-1) acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value equal to or more than 40 percent of the total gross fair market value of all of the assets of the Company immediately prior to such acquisition or acquisitions, other than an acquisition of assets of the Company by (i) a shareholder of the Company (immediately before the acquisition) in exchange for or with respect to the Company's stock, (ii) an entity fifty percent or more of the total value or voting power of which is owned, directly or indirectly, by the Company, (iii) a person, or more than one person acting as a group, that owns, directly or indirectly, fifty percent or more of the total value or voting power of all the outstanding stock of the Company, or (iv) an entity at least fifty percent of the total value or voting power of which is owned, directly or indirectly, by a person described in clause (iii).

For purposes of the Program, "Cause" means, with respect to any participant:

(a) willful misconduct or gross negligence in the performance of such participant's obligations to the Company or one of its subsidiaries,

(b) dishonesty or misappropriation relating to the Company or one of its subsidiaries or any funds, properties, or other assets of the Company or any such subsidiary,

(c) inexcusable repeated or prolonged absence from work (other than as a result of, or in connection with, a disability),

(d) any unauthorized disclosure of confidential or proprietary information of the Company or one of its subsidiaries which is reasonably likely to result in material harm to the Company or such subsidiary,

(e) a conviction (including entry of a guilty or nolo contendere plea) involving fraud, dishonesty, or moral turpitude, or involving a violation of federal or state securities laws, or

(f) failure to perform faithfully such participant's duties to the Company or one of its subsidiaries following written notice and a reasonable opportunity to cure.

For purposes of the Program, "Good Reason" means, with respect to any participant:

(a) a reduction in base salary,

(b) a significant reduction of the functions, duties or responsibilities of such participant relative to the functions, duties or responsibilities of such participant in effect immediately prior to such reduction, or

(c) relocation by the Company or a successor thereto to a location more than fifty (50) miles from the Company's current headquarters.

Additionally, upon a change of control (as such term is defined under the Program), each of the named executive officers would receive a cash payment under the Company's annual incentive plan based on (1) their salary earned during the portion of the year completed prior to the change of control and (2) performance targets as adjusted through the end of the month next preceding the completion of the change of control.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of April 28, 2005 (except as otherwise noted), the beneficial ownership of our common stock by (i) each person known by us to own beneficially more than 5% of our common stock, (ii) each of our current directors and nominees for director, (iii) the Named Executive Officers; and (iv) all of our current executive officers and directors as a group.

<u>Name and Address of Beneficial Owner (1)</u>	<u>Amount and Nature of Beneficial Ownership (2)</u>	<u>Percent of Class (2)</u>
Thomas J. Clarke (3)	1,444,999	5.5%
James Lonergan (4)	388,599	1.6%
Lisa A. Mogensen (5)	119,152	*
Jordan Goldstein (6)	105,083	*
James J. Cramer (7)	3,980,117	16.0%
Cramer Partners, L.L.C. (8)	1,754,538	7.1%
Martin Peretz (9)	3,400,624	13.7%
Peretz Partners L.L.C. (10)	2,430,508	9.8%
William R. Gruver (11)	62,000	*
James M. Meyer (12)	95,000	*
Daryl Otte (13)	107,300	*
Jeffrey A. Sonnenfeld (14)	55,000	*
David A. Rucker (15)	2,049,493	8.3%
Compass Holdings, Ltd. (16)	1,467,883	5.9%
All executive officers and directors as a group (10 persons)	9,757,814	35.9%

* Represents beneficial ownership of less than 1%.

- (1) Except as otherwise indicated, the address for each stockholder is c/o TheStreet.com, Inc., 14 Wall Street, New York, NY 10005. Other addresses in the notes below are based on recent filings with the SEC.
- (2) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission. Percentage ownership is based on 24,744,512 shares outstanding as of April 28, 2005. Shares of common stock subject to options currently exercisable or exercisable within 60 days of April 28, 2005 are deemed outstanding for the purpose of computing the percentage ownership of the person holding such options but are not deemed outstanding for computing the percentage ownership of any other person. Except as noted, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable.
- (3) Consists of 20,000 shares owned by Mr. Clarke and 1,424,999 shares issuable to Mr. Clarke upon exercise of options within 60 days of April 28, 2005.
- (4) Consists of 13,600 shares owned by Mr. Lonergan and 374,999 shares issuable to Mr. Lonergan upon exercise of options within 60 days of April 28, 2005.
- (5) Consists of 119,152 shares issuable to Ms. Mogensen upon exercise of options within 60 days of April 28, 2005.

- (6) Consists of 105,083 shares issuable to Mr. Goldstein upon exercise of options within 60 days of April 28, 2005.
- (7) Includes 2,078,913 shares owned directly by Mr. Cramer, 1,754,538 shares owned by Cramer Partners, L.L.C. and 146,666 shares issuable to Mr. Cramer upon exercise of options within 60 days of April 28, 2005.
- (8) Shares owned by Cramer Partners, L.L.C. are also included in the total for James J. Cramer.
- (9) Includes 167,474 shares owned directly by Dr. Peretz and 65,000 shares issuable to Dr. Peretz upon exercise of options within 60 days of April 28, 2005. Also includes the following shares, over which Dr. Peretz has sole voting and

dispositive power: 2,430,508 shares owned by Peretz Partners, L.L.C., of which Dr. Peretz is manager; and 254,504 shares held by Peretz Family Investments, L.P., of which Dr. Peretz is general partner. Dr. Peretz disclaims beneficial ownership of such shares. Also includes the following shares, over which Dr. Peretz has shared voting and dispositive power: 310,257 shares owned by the family of Dr. Peretz, including his spouse and children; 18,174 shares held by a trust for which Dr. Peretz is a co-trustee; 73,618 shares held by a trust for the benefit of Dr. Peretz; 79,089 shares held by a trust for the benefit of Dr. Peretz's spouse; and 1,000 shares held by each of two trusts for the benefit of Dr. Peretz's children, for each of which Dr. Peretz is a co-trustee.

- (10) Shares owned by Peretz Partners, L.L.C. are also included in the total for Martin Peretz.
- (11) Consists of 16,200 shares owned directly by Mr. Gruver, 20,800 shares owned by Mr. Gruver's spouse and 25,000 shares issuable to Mr. Gruver upon exercise of options within 60 days of April 28, 2005.
- (12) Consists of 2,500 shares owned directly by Mr. Meyer, 2,500 shares held by a family trust of which Mr. Meyer is the trustee, and 90,000 shares issuable to Mr. Meyer upon exercise of options within 60 days of April 28, 2005.
- (13) Consists of 42,300 shares owned directly by Mr. Otte and 65,000 shares issuable to Mr. Otte upon exercise of options within 60 days of April 28, 2005.
- (14) Consists of 5,000 shares owned directly by Dr. Sonnenfeld and 50,000 shares issuable to Dr. Sonnenfeld upon exercise of options within 60 days of April 28, 2005.
- (15) According to David A. Rocker's filing with the SEC on Schedule 13G/A dated as of December 31, 2004, consists of 581,610 shares owned by Rocker Partners, L.P. and 1,467,883 shares owned by Compass Holdings, Ltd. Mr. Rocker has sole voting and dispositive power over the shares by virtue of his respective positions as the sole managing partner of Rocker Partners, L.P. and as the president of Rocker Offshore Management Company, Inc., the investment advisor to Compass Holdings, Ltd. The principal business address of David A. Rocker is c/o Rocker Partners, L.P., Suite 1759, 45 Rockefeller Plaza, New York, NY 10111.
- (16) Shares owned by Compass Holdings, Ltd. are also included in the total for David A. Rocker. The principal business address of Compass Holdings, Ltd. is c/o Rocker Partners, L.P., Suite 1759, 45 Rockefeller Plaza, New York, NY 10111.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires the Company's directors and executive officers, and persons who own more than 10% of the Company's outstanding common stock, to file initial reports of ownership and reports of changes in ownership of common stock with the SEC. Such persons are required by SEC regulations to furnish the Company with copies of all Section 16(a) reports they file.

Based solely on its review of such reports received by the Company with respect to fiscal year 2004 and written representations from such reporting persons, the Company believes that all reports required to be filed under Section 16(a) have been timely filed by such persons.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Employment Agreement with James Cramer

On February 22, 2004, the Company and its co-founder, director and columnist James Cramer entered into a new employment agreement (the "2004 Agreement") upon expiration of his prior agreement. The 2004 Agreement had a term of one year and provided for an annual salary of \$400,000 and bonus compensation, in the form of cash or equity compensation, in accordance with the annual incentive plan for management and other significant employees of the Company as determined by the Compensation Committee of the Company's Board.

On January 2, 2004, Mr. Cramer was granted a non-qualified option under the Company' s Stock Incentive Plan to purchase 200,000 shares of the Company' s common stock at an exercise price of \$4.06 per share, which was the closing price of the Company' s common stock on The Nasdaq National Market on the trading day immediately preceding the date of grant. In accordance with the Company' s agreements with Mr. Cramer, for his service to the Company in 2004, Mr. Cramer was paid his total annual salary of \$400,000 and a bonus equal to 95% of his salary,

or \$380,000. Additionally, on January 3, 2005, Mr. Cramer was granted a non-qualified option under the Company's Stock Incentive Plan to purchase 200,000 shares of the Company's common stock at an exercise price of \$4.08 per share, which was the closing price of the Company's common stock on The Nasdaq National Market on the trading day immediately preceding the date of grant. Each of the 2004 and 2005 option grants vests as follows: 66,666 shares on the first anniversary of the respective grant dates, and 66,667 shares on each of the second and third anniversaries of the respective grant dates. The options will expire on the fifth anniversary of the respective grant dates.

Pursuant to the 2004 Agreement, Mr. Cramer authors articles for the Company's publications and provides on-air radio hosting services, and reasonable promotional and other services, subject to his personal and professional availability. Mr. Cramer has agreed that, during the term of the 2004 Agreement and for 18 months thereafter, he will not write for online financial publications that compete with the Company without first obtaining the Company's consent.

On March 15, 2005, the Company and Mr. Cramer agreed to extend the term of the 2004 Agreement through July 31, 2005 and make certain other changes to its terms. As amended, the 2004 Agreement provides that the Talent Fee (currently \$363,000 per year) paid to the Company in monthly increments by Buckley Broadcasting Corp.-WOR under its radio syndication agreement, will be paid by the Company to Mr. Cramer, in addition to his annual salary. In addition, Mr. Cramer has the right to terminate the 2004 Agreement 30 days after the Company undergoes a change of control (as defined therein).

The 2004 Agreement also contains indemnification provisions pursuant to which the Company has agreed to defend, indemnify and hold harmless Mr. Cramer, with certain exceptions, against losses suffered in connection with the provision of his services under the 2004 Agreement (and previous employment agreements) and in connection with his provision of radio hosting and other services to Premiere Radio Networks, Inc. from July 30, 2001 through December 30, 2002.

Option Exercise

On February 20, 2004, Mr. Cramer exercised an option to purchase 333,333 shares of common stock of the Company at an exercise price of \$3.00 per share for an aggregate exercise price of \$999,999. The option had been granted to him on February 22, 1999, when he entered into an employment agreement with the Company.

Transactions with Security Holders

Rocker Partners, L.P., an affiliate of David A. Rocker, who beneficially owns approximately 8.3% of the Company's outstanding common stock, from time to time uses Independent Research Group LLC ("IRG Research"), the Company's wholly owned broker-dealer subsidiary, as its brokerage firm for the execution of transactions in securities. The aggregate revenue received by IRG Research in respect of such transactions in 2004 was \$118,189.

PROPOSAL II INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors is responsible for the appointment of the Company's independent registered public accounting firm. In fulfillment of that responsibility, the Audit Committee has selected Ernst & Young LLP ("Ernst & Young") as the Company's independent registered public accountants to examine the Company's accounts for the fiscal year ending December 31, 2005, and has further directed that management submit the selection of such independent registered public accounting firm for ratification by the stockholders at the Meeting. Ernst & Young served as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2004. Representatives of Ernst & Young are expected to be present at the Meeting, will have the opportunity to make a statement if they so desire, and will be available to respond to appropriate questions. If the stockholders do not ratify the selection of Ernst & Young, the Audit Committee will reconsider their selection.

Fees of Independent Registered Public Accountants

The following table sets forth the aggregate fees billed to TheStreet.com by Ernst & Young, its independent registered public accounting firm, for services rendered with respect to the fiscal years ended December 31, 2004 and 2003.

	2004	2003
Audit Fees	\$399,816	\$192,100
Audit-Related Fees	-	-
Tax Fees	-	-
All Other Fees	-	-
Total Fees	\$399,816	\$192,100

Audit Fees are fees billed for professional services rendered in connection with the audit of the Company's consolidated annual financial statements and review of its consolidated interim financial statements included in quarterly reports and services that are provided by Ernst & Young in connection with regulatory filings, as well as assistance with responses to SEC comment letters regarding such filings. For 2004, this included fees of \$185,136 for professional services rendered in connection with Ernst & Young's audit of management's assessment of internal control over financial reporting, as required by the Sarbanes-Oxley Act of 2002. For 2003, this included fees of \$47,600 for audit work in connection with the regulatory filings of IRG, the Company's broker-dealer subsidiary.

The Audit Committee approves, on a case-by-case basis, all audit, review or attest services and permitted non-audit services (including the fee arrangements and terms in respect of such services) to be performed by the Company's independent registered public accounting firm prior to its engagement to perform such services.

The Board of Directors recommends that stockholders vote FOR the proposed ratification of Ernst & Young LLP as the Company's independent registered public accounting firm.

Report of the Audit Committee

The primary function of the Audit Committee is to oversee the Company's accounting, auditing and financial reporting processes. The Committee operates pursuant to a written charter, adopted by the Board of Directors on May 31, 2000 and amended on April 25, 2003. The Audit Committee Charter, as amended and restated, was attached as Appendix A to the Company's Proxy Statement dated May 5, 2003 and is publicly available on the investor relations section of the Company's web site at www.thestreet.com/ir, under "Investor Research – Corporate Governance."

Management is responsible for the Company's financial statements and overall reporting process, including the system of internal controls. In addition to preparing the Company's financial statements in accordance with U.S. generally accepted accounting principles, management is responsible for assessing the effectiveness of the Company's internal control over financial reporting. The Company's independent registered public accounting firm is responsible for conducting annual audits and quarterly reviews of the Company's financial statements and expressing an opinion as to the conformity of the annual financial statements with generally accepted accounting principles, as well as expressing an opinion on (1) management's assessment of the effectiveness of the Company's internal control over financial reporting and (2) the effectiveness of the Company's internal control over financial reporting.

Generally, at meetings of the Audit Committee held during fiscal 2004, the Committee met with both senior members of the Company's finance department and members of the audit engagement team of Ernst & Young LLP, the Company's independent registered public accounting firm. The Committee also met with the Company's general counsel to discuss legal, corporate governance and regulatory matters that concern the Company. In the performance of its oversight functions, the Committee reviewed and discussed with management and representatives of the independent registered public accounting firm the audited financial statements as of and for the year ended December



31, 2004, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the Company's consolidated financial statements. The Committee also monitored the Company's progress in assessing compliance with Section 404 of the Sarbanes-Oxley Act of 2002. The Committee also met with representatives of the independent registered public accounting firm in private sessions, without members of the Company's management being present, to discuss accounting, disclosure and internal control issues, including matters that the auditors are required to discuss with the Committee by Statements on Auditing Standard No. 61, "Communication with Audit Committees." The Company's independent registered public accounting firm also provided to the Committee the written disclosures and the letter required by Independence Standards Board Standard No. 1, "Independence Discussions with Audit Committees." The Committee discussed with the independent registered public accounting firm its independence.

Pursuant to the Audit Committee Charter, the Committee is also responsible for the appointment of the Company's independent registered public accounting firm, evaluation of that firm's performance and, when circumstances warrant, termination of that firm's engagement. Accordingly, the Committee met with senior members of the Company's financial management team in private sessions to discuss Ernst & Young's performance.

It is not the duty or responsibility of the Committee to conduct auditing or accounting reviews and procedures. In performing their oversight responsibility, members of the Committee rely without independent verification on the information provided to them and on the representations made by management and the independent registered public accounting firm. Accordingly, the Audit Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions do not assure that the audit of the Company's financial statements has been carried out in accordance with generally accepted auditing standards or that the financial statements are presented in accordance with generally accepted accounting principles.

Based on the review and discussions described in this report, and subject to the limitations on the role and responsibilities of the Committee referred to above and in the Audit Committee Charter, the Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2004, filed with the Securities and Exchange Commission.

Submitted by the Audit Committee of the Company's Board of Directors

Daryl Otte, Chairman
Jeffrey A. Sonnenfeld
William R. Gruver

STOCKHOLDER PROPOSALS

Stockholders may submit proposals on matters appropriate for stockholder action at subsequent annual meetings of the Company consistent with Rule 14a-8 promulgated under the Exchange Act, which in certain circumstances may call for the inclusion of qualifying proposals in the Company's Proxy Statement. For such proposals to be considered for inclusion in the Proxy Statement and proxy relating to the Company's Annual Meeting of Stockholders in 2006, all applicable requirements of Rule 14a-8 must be satisfied and such proposals must be received by the Company no later than January 13, 2006. Such proposals should be directed to TheStreet.com, Inc., Attention: Corporate Secretary, 14 Wall Street, New York, New York 10005.

Except in the case of proposals made in accordance with Rule 14a-8, the Company's Bylaws require that stockholders desiring to bring any business before the Company's Annual Meeting of Stockholders in 2006 deliver written notice thereof to the Company no earlier than March 24, 2006 and no later than April 23, 2006, and comply with all other applicable requirements of the Bylaws. However, in the event that the Annual Meeting of Stockholders in 2006 is called for a date that is more than 30 days before or after the anniversary date of the Annual Meeting of Stockholders in 2005, notice by the stockholder in order to be timely must be received not later than the close of business on the 10th day following the date on which notice of the date of the Annual Meeting of Stockholders in 2006

was mailed to stockholders or made public, whichever first occurs. In order for a proposal made outside of the requirements of Rule 14a-8 to be “timely” within the meaning of Rule 14a-4(c), such proposal must be received by the Company in accordance with the time limits set forth in the foregoing advance-notice Bylaw provision.

The advance notice by stockholders must include the stockholder’s name and address, a representation that the stockholder is a holder of record of the Company’s common stock entitled to vote at such meeting (or if the record date for such meeting is subsequent to the date required for such stockholder notice, a representation that the stockholder is a holder of record at the time of such notice and intends to be a holder of record on the date of such meeting) and intends to appear in person or by proxy at such meeting to propose such business, a brief description of the proposed business, the reason for conducting such business at the annual meeting, and any material interest of such stockholder in the proposed business. In the case of nominations for election to the Board of Directors, certain information regarding the nominee must also be provided.

OTHER MATTERS

The last date for timely filing stockholder proposals relating to the Meeting under the Company’s Bylaws was March 28, 2005. As of the date of this Proxy Statement, the Board of Directors knows of no matters other than those described herein that will be presented for consideration at the Meeting. However, should any other matters properly come before the Meeting or any adjournment or postponement thereof, it is the intention of the persons named in the accompanying proxy card to vote in accordance with their best judgment in the interests of the Company.

HOUSEHOLDING

As permitted by applicable law, only one copy of this Proxy Statement and Annual Report on Form 10-K is being delivered to registered stockholders residing at the same address, unless such stockholders have notified the Company of their desire to receive multiple copies of the proxy materials. This practice, known as “householding,” is designed to reduce the volume of duplicate information and reduce printing and postage costs. Copies of this Proxy Statement and Annual Report on Form 10-K are available in digital form for download or review in the investor relations section of the Company’s web site at www.thestreet.com/ir, under “Financial Information–SEC Filings.” Alternatively, the Company will promptly deliver additional copies of the proxy materials to any registered holder residing at an address to which only one copy was mailed. Requests should be directed to Investor Relations, TheStreet.com, Inc., 14 Wall Street, 15th Floor, New York, NY 10005, or by telephone at (212) 321-5000.

Additionally, stockholders who own the Company’s common stock in street name, meaning through bank or brokerage accounts, may have received a householding notice from their bank or broker. Stockholders who did not respond that they did not want to participate in householding are deemed to have consented to it, and only one copy of the proxy materials is being sent to them. Each stockholder will continue to receive a separate voting instruction form. Stockholders wishing to change this election with their bank or broker may contact their bank or broker directly, or contact Householding Elections by calling 1-800-542-1061, and be prepared to provide their name, the name of the brokerage firms or banks where their shares are held, and their account numbers. The revocation of a consent to householding will be effective 30 days following its receipt.

MISCELLANEOUS

All costs incurred in the solicitation of proxies will be borne by the Company. In addition to the solicitation by mail, officers and employees of the Company may solicit proxies by mail, facsimile, email, telephone or in person, without additional compensation. The Company will also make arrangements with brokerage houses and other custodians, nominees and fiduciaries for the forwarding of solicitation materials to the beneficial owners of common stock held of record by such persons, and the Company may reimburse such brokerage houses and other custodians, nominees and fiduciaries for their out-of-pocket expenses incurred in connection therewith.

The Common Stock Performance Graph and the Audit Committee and Compensation Committee Reports included in this Proxy Statement shall not be deemed to be incorporated by reference into any filing made by the

Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, notwithstanding any general statement contained in any such filing incorporating this Proxy Statement by reference, except to the extent the Company incorporates such graph or reports by specific reference.

The Company's Annual Report on Form 10-K with respect to the fiscal year ended December 31, 2004 accompanies this Proxy Statement. The annual report, which contains audited financial statements, along with other information about TheStreet.com, is not incorporated in the Proxy Statement and is not to be deemed a part of the proxy soliciting material.

It is important that the proxies be returned promptly and that your shares be represented. Stockholders are urged to mark, date, sign and promptly return the accompanying proxy card in the enclosed envelope or vote their shares by telephone or over the Internet.

By Order of the Board of Directors,

A handwritten signature in black ink that reads "Jordan Goldstein". The signature is written in a cursive style with a large initial "J".

Jordan Goldstein
Secretary
New York, New York
May 13, 2005

Appendix 1

Please Detach and Mail in the Envelope Provided

THE STREET.COM, INC.

Proxy Solicited on Behalf of the Board of Directors
For Annual Meeting of Stockholders, June 22, 2005

The undersigned hereby appoints Thomas J. Clarke, Jr. and Jordan Goldstein, each with power to act without the other and with full power of substitution and resubstitution, as Proxies to represent and to vote, as designated on the reverse side, all shares of Common Stock, \$.01 par value, of TheStreet.com, Inc. (the "Company") owned by the undersigned, at the Annual Meeting of Stockholders (the "Meeting") to be held at the offices of Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, New York 10004, on June 22, 2005, commencing at 10:00 a.m., New York City time, upon such business as may properly come before the Meeting or any adjournment or postponement thereof, including the matters set forth on the reverse side. You are encouraged to specify your choice by marking the appropriate box (SEE REVERSE SIDE) but you need not mark any box if you wish to vote in accordance with the Board of Directors' recommendations. The Proxies cannot vote your shares unless you sign and return this card. Unless a contrary direction is indicated this Proxy will be voted for all nominees and for Proposal 2, as more specifically described in the Proxy Statement. If specific instructions are indicated, this Proxy will be voted in accordance therewith.

(Continued and to be signed on reverse side)

Please Detach and Mail in the Envelope Provided

[X] Please mark your
votes as in this
example using dark
ink only

FOR ALL (except
as

FOR ALL Marked to the WITHHOLD
 Contrary VOTE
 below)

1. Election of Class II Directors

Nominees: Thomas J.
Clarke, Jr.
Jeffrey A.
Sonnenfeld

Exceptions: _____

FOR AGAINST ABSTAIN

2. The proposal to ratify the appointment
of Ernst & Young LLP as the Company's

independent registered public accounting
firm for the fiscal year ending
December 31, 2005.

Date: _____,

2005

Signature (title, if any)

Signature, if held jointly

Please sign name(s) exactly as appearing hereon. When signing as attorney, executor, administrator or other fiduciary, please give your full title as such. Joint owners should each sign personally. If a corporation, sign in full corporate name, by authorized officer. If a partnership, please sign in partnership name, by authorized person.
