

CEDAR FAIR L P
Form DEFC14A
May 16, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

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

Filed by the Registrant

Filed by a Party other than Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

CEDAR FAIR, L.P.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(1) Title of each class of securities to which transaction applies:

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- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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- (4) Date Filed

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One Cedar Point Drive

Sandusky, Ohio 44870-5259

NOTICE OF ANNUAL MEETING OF LIMITED PARTNER UNITHOLDERS

TO BE HELD ON JUNE 6, 2013

The annual meeting of the limited partner unitholders of Cedar Fair, L.P. will be held on Thursday, June 6, 2013 at 9:00 a.m. (Eastern Time) at the Westin Richmond in Richmond, Virginia. All unitholders are invited to attend the meeting. The meeting is called for the following purposes:

1. To elect three (3) Class I Directors of the general partner to serve for a three-year term expiring in 2016 from those nominees nominated in accordance with our Partnership Agreement.
2. To confirm the appointment of Deloitte & Touche LLP as our independent registered public accounting firm.
3. To hold an advisory vote to approve the compensation of our named executive officers.
4. To transact such other business as may properly come before the meeting.

Only limited partners who held units as of the close of business on April 15, 2013, are entitled to notice of and to vote at the annual meeting and at any adjournments or postponements of the meeting.

Sandusky, Ohio

May 16, 2013

CEDAR FAIR MANAGEMENT, INC.
Matthew A. Ouimet
President and Chief Executive Officer

Your vote is important and we encourage you to vote promptly, even if you plan to attend the annual meeting. You may vote your units via a toll-free telephone number or over the Internet or you may sign, date and mail the proxy card in the envelope provided. If you attend the meeting, you may revoke the proxy and vote in person all matters brought before the meeting.

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THE ANNUAL MEETING

General

This proxy statement is furnished in connection with the solicitation of proxies from the limited partner unitholders of Cedar Fair, L.P. (the Partnership) by the Board of Directors of its general partner, Cedar Fair Management, Inc. (CFMI), for use at the annual meeting. We intend to mail a printed copy of this proxy statement and proxy card to our unitholders of record entitled to vote at the annual meeting on or about May 16, 2013.

Time and Place

The annual meeting will be held at the Westin Richmond located at 6631 W Broad Street, in Richmond, Virginia on Thursday, June 6, 2013, at 9:00 a.m. (Eastern Time). Attendees must present a personal form of identification and, if you hold units through a brokerage account, bank or other nominee, you must present a recent statement or other proof of ownership to be admitted.

Matters to be Considered

At the annual meeting, the limited partners will be asked to:

elect three (3) Class I Directors of the general partner to serve for a three-year term expiring in 2016 from those nominees nominated in accordance with our Partnership Agreement;

confirm the appointment of Deloitte & Touche LLP as our independent registered public accounting firm;

hold an advisory vote to approve the compensation of our named executive officers; and

vote on any other matters that may be properly raised at the annual meeting.

It is not anticipated that any other matters will be raised at the annual meeting.

Important Notice Regarding Availability of Proxy Materials For the Unitholders Meeting to be held June 6, 2013

The proxy statement and our annual report on Form 10-K are available free of charge at www.cedarfair.com/ir/proxy.

Voting Process

You may vote in person at the annual meeting or through a proxy. However, even if you plan to attend the annual meeting in person, the Board urges you to submit your vote as soon as possible by mail, telephone or the Internet. The telephone and Internet voting procedures are designed to authenticate votes cast by use of a personal identification number. These procedures allow unitholders to appoint a proxy to vote their units and to confirm that their instructions have been properly recorded. Instructions for voting by telephone and over the Internet are included on the accompanying proxy card, which solicits proxies on behalf of the Board of CFMI. All of the Partnership units represented by proxies properly received prior to or at the annual meeting and not revoked will be voted in accordance with the instructions indicated in the proxies. If you own units directly and submit a proxy, on or as instructed in the accompanying form, but do not provide voting instructions on your proxy, the units represented by your proxy will be voted for the election as Class I Directors of the Board s nominees, Messrs Affeldt, Scott and Olivet and in favor of each of Proposals 2 and 3 and in the discretion of the

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proxies upon such other business as may properly come before the meeting, in each case whether or not any other nominations are properly made at the meeting.

If you hold units indirectly in a brokerage account or through a bank or other nominee, you are considered to be the beneficial owner of units held in street name and these proxy materials are being forwarded to you by your broker or nominee. As the beneficial owner, you have the right to direct your broker how to vote. Under New York Stock Exchange rules, unless you furnish specific voting instructions, your broker is not permitted to vote your units on the election of a director or on the advisory vote on executive compensation. Your broker is permitted to vote your units on the appointment of our independent registered public accounting firm, even if you do not furnish voting instructions. If your units are held in street name, your broker or other nominee may have procedures that will permit you to vote by telephone or electronically through the Internet.

Any proxy given on the accompanying form or through the Internet or telephone may be revoked by the person giving it at any time before it is voted. Proxies may be revoked, or the votes reflected in the proxy changed, by submitting a properly executed later-dated proxy to our Corporate Secretary at One Cedar Point Drive, Sandusky, Ohio 44870, before the vote is taken at the annual meeting or attending the annual meeting and voting in person. If your units are voted through your broker or other nominee, you must follow directions received from your broker or other nominee to change your voting instructions.

If you have more questions about the proposals or if you would like additional copies of this document you should call or write:

Morrow & Co., LLC

470 West Avenue

Stamford, CT 06902

Please call: (203) 658-9400 or

Call toll free at: (800) 662-5200 or (800) 607-0088

Record Date; Voting Rights; Quorum; Vote Required

CFMI has fixed the close of business on April 15, 2013 as the record date for unitholders entitled to notice of and to vote at the annual meeting. Only holders of record of units on the record date are entitled to notice of the annual meeting and to vote at the annual meeting. Each holder of record of limited partner units as of the record date is entitled to cast one vote per unit on each of the proposals. You may obtain directions on attending the annual meeting and voting in person by calling our Investor Relations Department at (419) 627-2233.

The presence in person or by proxy of holders of a majority of the units entitled to vote at the annual meeting will constitute a quorum for the transaction of any business. In case a quorum is not present, the meeting may be adjourned without notice other than an announcement at the time of the adjournment of the date, time and place of the adjourned meeting. The nominees receiving the greatest number of votes cast for the election of Directors by the units represented at the annual meeting in person or by proxy will be elected. The affirmative vote of a majority of the units represented at the annual meeting in person or by proxy is required to confirm the Audit Committee's appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2013. The advisory vote to approve the compensation of our named executive officers requires the affirmative vote of a majority of units represented in person or by proxy and voting at the annual meeting. The vote is advisory, and therefore not binding on the Company, the Compensation Committee or our Board. However, the Compensation Committee will consider the voting results when making future decisions regarding executive compensation as it deems appropriate.

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Abstentions will be counted for purposes of establishing a quorum at the annual meeting, will be counted as votes cast and will have the effect of a vote against a proposal. Broker non-votes will be counted for purposes of establishing a quorum but will not be counted as votes cast.

As of April 15, 2013, there were approximately 55,712,229 units outstanding and entitled to vote at the annual meeting, held by approximately 6,600 holders of record. As of April 12, 2013, the Directors and executive officers of the general partner and their affiliates beneficially owned 1,479,631 units (which includes 62,471 vested options), or approximately 2.7% of the total units outstanding on that date. See Security Ownership of Certain Beneficial Owners and Management.

PROPOSAL ONE. ELECTION OF DIRECTORS

The Board of Directors of CFMI currently is comprised of nine directors. The Directors are divided into three classes: Class I, Class II, and Class III, and each class consists of three Directors. The terms of the Directors in Class I expire at this annual meeting. Our current Class I Directors are Richard Kinzel, Eric Affeldt, and John M. Scott III. As anticipated, Mr. Kinzel is retiring from the board and will not seek re-election. We thank Mr. Kinzel for his many years of dedicated and exemplary service as a board member and as President and CEO of the Company.

At this meeting, Eric Affeldt, John M. Scott III and D. Scott Olivet are nominated by the Board for election as Class I Directors to serve for three-year terms expiring at the annual meeting in 2016 and until their respective successors are duly elected and qualified. Mr. Affeldt and Mr. Scott were appointed and have served as directors since 2010. Our Corporate Governance and Nominating Committee has recommended and Mr. Affeldt and Mr. Scott have agreed to stand for re-election to the Board. Mr. Olivet was selected through a comprehensive, national search process under the direction of the Chairman of the Board. The Board engaged Spencer Stuart, one of the world's leading executive search firms, to identify and help evaluate potential candidates as part of that process. The Nominating and Corporate Governance Committee has recommended, and the Board of Directors unanimously has approved, the nomination of Messrs. Affeldt, Scott and Olivet, to whom we refer in this proxy statement as the Board's nominees.

The Board believes that the attributes, skills and qualifications that Messrs. Affeldt, Scott and Olivet have developed through their extensive leadership experience across hotel, leisure, real estate and consumer-facing industries and their unique insights and perspectives make them exceptionally qualified to serve on the Board. All three of the nominees recommended by the Board will qualify as independent directors under the NYSE rules and our Corporate Governance Guidelines. Mr. Olivet brings additional public company experience to our Board. We are pleased to have the opportunity to maintain and further strengthen our Board with the nomination of these individuals.

Unitholder Nominee and Related Background. We also have been timely notified by one of our unitholders, Mr. Jeffrey Doppelt, of a nomination that he intends to make at the meeting pursuant to Section 6.2 of the Partnership Agreement. We received a letter from Mr. Doppelt, dated January 11, 2013, indicating that he was considering making certain Director nominations and requesting information with regard to the Partnership's nomination process and notice requirements. We provided Mr. Doppelt with the requested information on the nomination process and notice requirements in a letter dated January 30, 2013. In early February of 2013, Mr. Doppelt contacted our corporate secretary with a follow up question regarding the inclusion of a unitholder nominee in the Partnership's proxy statement. The Partnership communicated to Mr. Doppelt that the Partnership's proxy statement generally is reserved for the presentation of matters adopted and approved by the Board of Directors and that, pursuant to Section 6.2 of the Partnership Agreement, the Partnership is under no obligation to include a unitholder nominee in its proxy statement. We had no further communication with

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Mr. Doppelt until the receipt of his nomination notice in a letter from Mr. Doppelt dated April 25, 2013. Mr. Doppelt's letter, dated April 25, 2013, identified his proposed candidate and indicated that Mr. Doppelt intends to appear in person or by proxy at the meeting to make his nomination. Mr. Doppelt also indicated in his letter that he does not intend to deliver a proxy statement and form of proxy to holders of a sufficient number of units to elect his nominee. Following receipt of the April 25, 2013 letter, the Partnership and Mr. Doppelt exchanged voicemail messages but have not had further communications regarding the nominations for the annual meeting prior to the filing of this proxy statement.

Each nominee for election at the meeting, including each of the Board's nominees and Mr. Doppelt's nominee, has agreed to stand for election and has consented to being named in this proxy statement and to serve if elected. While the Partnership has no reason to believe that any of its nominees will be unable or unwilling to serve as a Director at the time of the annual meeting, in the unlikely event that any of them does not stand for election, the Board may reduce the number of Directors standing for election, or the proxies may use the accompanying proxy to vote for a replacement nominee recommended by the Board, whether or not any other nominations are properly made at the meeting. The nominees who receive the greatest number of votes cast for the election of Director at the annual meeting by the units present in person or by proxy and entitled to vote will be elected. Set forth below is biographical and other information about the Board's nominees and the continuing Directors, including information concerning the particular experience, qualifications, attributes and skills that led the Nominating and Corporate Governance Committee and the Board to determine that each should serve as a Director.

The Board of Directors unanimously recommends a vote FOR its nominees.

Nominees recommended by the Board for election as Class I Directors serving until 2016:

Eric L. Affeldt, age 55, has been president and chief executive officer of ClubCorp Inc. since 2006. Prior to joining ClubCorp, he was a principal of KSL Capital Partners, the private equity firm that purchased ClubCorp in 2006. Mr. Affeldt also previously served as president and CEO of KSL's former golf division, KSL Fairways, vice president and general manager of Doral Golf Resort and Spa in Miami and the combined PGA West and La Quinta Resort and Club in California and was a founding partner of KSL Recreation. In addition, he was president of General Aviation Holdings, Inc. Mr. Affeldt was selected as the non executive Chairman of the Board in 2012 and has served as a Director since 2010. Mr. Affeldt is qualified to serve on the Board of Directors primarily as a result of his experience as president and CEO of a nationally recognized company that conducts business in the entertainment and leisure industry.

John M. Scott, III, age 47, has served as president and chief executive officer and a director of Orient-Express Hotels Ltd. since November of 2012. Prior to joining Orient-Express Hotels Ltd he served as president and chief executive officer of Rosewood Hotels & Resorts from 2003 through August 2011. Prior to that he was the managing director of acquisitions and asset management for Maritz, Wolff & Co., a private equity real estate fund. Mr. Scott began his career with the Interpacific Group where he held senior hotel management positions and in 1994 joined the Walt Disney Company as manager of business development and strategic planning for both Disney Development Company and Walt Disney Attractions groups. Mr. Scott served on the board of Kimpton Hotels and Restaurants, a private company until 2012. Mr. Scott is the Chairman of the Corporate Governance and Nominating Committee and a member of the Compensation Committee and has served as a Director since 2010. Mr. Scott is qualified to serve on the Board of Directors primarily as a result of his past experience as president and CEO of a nationally recognized company that conducts business in the hotel industry.

D. Scott Olivet, age 50, is the chief executive officer of Renegade Brands and the executive chairman of RED Digital Cinema since July 2009 and was the non-executive chairman of Collective Brands from June 2011 to October 2012. From 2005 to July 2009, Mr. Olivet served as chief executive officer and director of

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Oakley and from July 2009 to February 2011 served as its chairman of the board. Prior to joining Oakley, Mr. Olivet served as vice president of NIKE Subsidiaries and New Business Development where he was responsible for the Hurley, Converse, Cole Haan, Bauer Hockey, and Starter brands; senior vice president of Real Estate, Store Design, and Construction with Gap Inc. with responsibility across Gap, Banana Republic, and Old Navy brands; and as a partner with Bain & Company where he was also the leader of the worldwide practice in organizational effectiveness and change management. He has served as a director of RED Digital Cinema Camera Company since 2006, a director of Skullcandy (NASDAQ: SKUL) serving as a member of its audit committee and chair of the compensation committee since 2011, a trustee of Pomona College since 2009 and vice-chair of its audit committee since 2011, and a director of the Pacific Council on International Policy since July 2010. He served as a director of Collective Brands from 2006 to 2012. Mr. Olivet holds a B.A. from Pomona College and an M.B.A. from the Graduate School of Business, Stanford University. Mr. Olivet is qualified to serve on the Board of Directors primarily as a result his particular knowledge and professional experience in retail, merchandising, marketing, finance, strategy, technology, international business, and multi-division general management experience from his past public board experience and service as president and CEO of a nationally recognized company that conducts business in the retail industry.

Class III Directors serving until 2014:

Gina D. France, age 54, is president and CEO of France Strategic Partners LLC, a private strategic planning and transaction advisory firm. Before founding France Strategic Partners, Ms. France was a Managing Director with Ernst & Young LLP and led the firm's Center for Strategic Transactions® (CST) in Cleveland, Ohio. Ms. France previously served as a managing director of Ernst & Young Corporate Finance LLC and as an investment banker with Lehman Brothers. Ms. France also serves on the Corporate Board of FirstMerit Corporation, a \$24.5 billion bank holding company where she is chair of the Governance and Nominating Committee and serves as an SEC-designated financial expert on the Audit Committee; and has served as a Director of Dawn Food Products, Inc., one of the world's largest manufacturers and distributors of bakery products. Ms. France was recommended to the Corporate Governance and Nominating Committee by third-party advisors to the Partnership. Ms. France, who has served as a Director since 2011, is the Chairperson of the Audit Committee and is a member of the Corporate Governance and Nominating Committee. Ms. France is qualified to serve on the Board of Directors because of her leadership experiences in the investment banking, accounting and financial services field and her experiences as a board member of several nationally recognized companies.

Matthew A. Ouimet, age 55, has been president of the Partnership's General Partner since June 2011 and chief executive officer since January 2012, and a member of the Board of Directors since August 2011. Mr. Ouimet was president and chief operating officer for Corinthian Colleges from July 2009 to October 2010 and was executive vice president operations for Corinthian Colleges from January 2009 to June 2009. Prior to joining Corinthian Colleges, he served as president, Hotel Group for Starwood Hotels and Resorts Worldwide from August 2006 to September 2008. Before joining Starwood, Mr. Ouimet spent 17 years at The Walt Disney Company, where he last served as President of the Disneyland Resort. He also served in a variety of other business development and financial positions during his employment with Disney, including president of Disney Cruise Line and executive general manager of Disney Vacation Club. This experience, Mr. Ouimet's leadership and management skills and his insights as Cedar Fair's president and chief executive officer provide guidance, operational knowledge and management perspective to the Board.

Tom Klein, age 50, has been president of Sabre Holdings since January 2010. Prior to joining Sabre in 1994, he held a variety of sales, marketing and operations positions at American Airlines and Consolidated Freightways, Inc. In 2006 and 2007, he was recognized by Business Travel News as one of the 25 Most Influential Executives. In 2010, he was appointed to the Board of Directors for Brand USA by U.S. Secretary of Commerce Gary Locke. He also serves on the executive committee of the World Travel and Tourism Council. Mr. Klein has served as a Director since January 2012 and is Chairman of the Compensation Committee.

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Mr. Klein is qualified to serve on the Board of Directors primarily as a result of his experience as president of a company in the technology and travel industry and brings an understanding of distribution and technology solutions to the Board.

Class II Directors serving until 2015:

Daniel J. Hanrahan, age 55, brings more than 30 years of experience, including a variety of sales and marketing, general manager, president and chief executive officer roles across the consumer packaged goods, retail, travel and hospitality sectors. Since August 2012 he has served as the president and chief executive officer and director of the Regis Corporation (NYSE: RGS) a global leader in beauty salons, hair restoration centers and cosmetology. Prior to joining Regis he served as president and CEO of Celebrity Cruises, a division of Royal Caribbean Cruises (NYSE: RCL) from 2007 to 2012. He was promoted to president in 2005 and to CEO in 2007 after his highly successful management of the sales and marketing division for Royal Caribbean. Prior to joining Royal Caribbean, Mr. Hanrahan served in executive-level positions with Polaroid Corporation and Reebok International Ltd. He also currently serves on the executive committee of the Florida Caribbean Cruise Association (FCCA). In 2004, he was named one of the Top 25 Extraordinary Minds in Hospitality Sales and Marketing by Hospitality and Sales Marketing Association International. Mr. Hanrahan has served as a Director since June 2012 and is a member of the Audit Committee. Mr. Hanrahan is qualified to serve on the Board of Directors primarily as a result of his significant executive-level experience across a wide spectrum of consumer-facing brands, including in the retail, travel and hospitality sectors, as well as his over 30 years of experience in sales and marketing.

Lauri M. Shanahan, age 50, is a seasoned retail executive with more than 20 years of senior-level experience across global, multi-channel, multi-brand enterprises and other specialty retail, including Gap, Inc. She joined Gap, Inc. in 1992 and served in numerous leadership roles including chief administrative officer, chief legal officer and corporate secretary during her 16-year career with the company. She currently serves on the board of directors of Deckers Outdoor Corporation, a footwear, accessories and apparel lifestyle company with a portfolio of premium brands and over \$1.3B in revenues, and Charlotte Russe Holding, Inc., a growing specialty retailer of fashionable, value-priced apparel and accessories with over 500 stores. In addition, Ms. Shanahan is a principal with Maroon Peak Advisors, which provides a broad range of advisory services in the retail and consumer products sector. From September 2011 to November 2012, Ms. Shanahan served on the Board of Directors of International Relief and Development, a \$500M global non-governmental organization operating in 40 countries to provide relief and stabilization programs in regions that are in or emerging from conflict or natural disasters. In December of 2012, Ms. Shanahan was appointed to the California State Personal Board of Review. Ms. Shanahan has served as a Director since June 2012 and is member of the Corporate Governance and Nominating Committee. Ms. Shanahan is qualified to serve on the Board of Directors primarily as a result of her substantial public company management and leadership experience in the consumer goods and retail industries, which includes legal and risk oversight experience, as well as her experience on the two boards on which she currently serves.

Debra Smithart-Oglesby, age 58, is a former certified public accountant with more than 30 years of financial and corporate leadership experience in the food service and retail industries. Since 2006, she has served as the chair of the Board of Directors of Denny's Corporation, a full-service, family-style restaurant chain with approximately 1,680 eateries throughout the United States and nine countries. She joined the Denny's Board in 2003 and was the company's interim chief executive officer in 2010-2011. Since 2000, she has been the president of O&S Partners, an investment capital and consulting services firm that invests in and provides consulting services to early-stage and transitioning hospitality and retail companies. Prior to joining O&S, Ms. Smithart-Oglesby helped to launch Dekor, Inc., a start-up company in the home improvement and decorating retail segment, as its chief financial officer. From 1997 to 1999, she was the president, corporate services and chief financial officer of First America Automotive, Inc., a new and used car retailer sold to Sonic Automotive. Prior

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to that, she spent 13 years as the executive vice president and chief financial officer for Brinker International, one of the world's leading casual dining restaurant companies. She held the position of chief financial officer and served on the Brinker Board from 1991 to 1997. Ms. Smithart-Oglesby has served as a Director since June 2012 and is a member of the Audit and Compensation Committees. Ms. Smithart-Oglesby is qualified to serve on the Board of Directors primarily as a result of the extensive management and leadership skills she has developed through her executive and board-level experience in the hospitality and retail industry, as well as her experience as a former certified public accountant for more than 30 years.

PROPOSAL TWO. APPOINTMENT OF INDEPENDENT REGISTERED

PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed Deloitte & Touche LLP (Deloitte) as our independent registered public accounting firm to audit our consolidated financial statements for 2013 and requests that our unitholders confirm that appointment. Deloitte audited our consolidated financial statements and our internal control over financial reporting for 2012. A representative of Deloitte will be present at the annual meeting and will be given an opportunity to make a statement and to respond to appropriate questions.

If our unitholders do not confirm our appointment of Deloitte, the Audit Committee will reconsider whether to retain Deloitte, and may retain that firm or another firm without re-submitting the matter to our unitholders. In all cases, the Audit Committee retains its right to appoint a different independent registered public accounting firm at any time during the year if it determines that such a change would be in our best interests and the interests of our unitholders. The affirmative vote of a majority of the units represented in person or by proxy at the annual meeting is required for ratification.

The Board of Directors recommends a vote FOR Proposal Two to confirm the Audit Committee's appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2013.

PROPOSAL THREE. ADVISORY VOTE ON OUR NAMED EXECUTIVE OFFICER COMPENSATION

Our unitholders will have the opportunity at the 2013 annual meeting to consider on an advisory basis the compensation of our named executive officers, which we are providing as required pursuant to Section 14A of the Securities Exchange Act of 1934. As recommended by our unitholders and approved by the Board, we provide this opportunity annually, and the next unitholder advisory vote on the compensation of our named executive officers will occur at our 2014 annual meeting. We encourage you to review the detailed information regarding our named executive officer compensation provided in the Compensation Discussion and Analysis section and the executive compensation tables and related narratives included in this proxy statement.

Cedar Fair has a long-standing tradition of delivering results for our unitholders, and we believe that our compensation program is structured to best support that continued growth and success. The compensation to our named executive officers for 2012 reflected the record breaking results that we achieved in 2012 and our successes in recruitment and retention. Performance highlights for 2012 include:

Record net revenues of \$1.068 billion, up 3.9% from 2011;

Record Adjusted EBITDA of \$391.0 million a 4.4% increase from 2011;

In November of 2012 announced that in 2013 our cash distribution would increase more than 50% to \$2.50 per limited partner unit;

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A unit price increase of 56% from December 31, 2011 to December 30, 2012; and

A total return to investors of 63% from December 31, 2011 to December 30, 2012.

During the later part of 2011 and early part of 2012, we undertook a comprehensive review of our executive compensation program to identify ways to improve our program, to implement best practices and to maintain the integrity of our compensation process. As a result of that review, we made the following modifications, updates and changes to our compensation program, which we implemented in 2012:

Established circuit-breakers for cash incentive awards that require 85% of the target Partnership performance goal to be met and for us to be able to pay distributions under our loan covenants in order for incentive payouts to be made;

Modified the performance goals for our cash incentive program to drive both company achievement and individual achievement, with the goals being weighted at 85% for consolidated Partnership level achievement and at 15% for individual goals;

Increased the alignment of management's financial interest with unitholder interests through long-term incentive program modifications, including adjusting the mix of long-term incentive compensation to include options (25%), performance units (25%) and time-based restricted units (50%);

Eliminated excise tax gross ups from our named executive officer employment agreements;

Implemented a clawback provision as part of the 2012 cash incentive opportunity for the chief executive officer and his direct reports;

Adopted mandatory unit ownership guidelines for our chief executive officer and his direct reports; and

Updated our executive employment contracts to:

add a clawback provision allowing our Board, in appropriate circumstances, to require reimbursement of incentive compensation paid within the preceding twenty-four months;

eliminate threshold levels for incentive cash bonuses and annual equity awards;

eliminate evergreen renewal provisions; and

modify the manner in which severance payments are calculated related to change-in-control events and in connection with certain termination events.

We ask that you support the compensation of our named executive officers. Although this vote is advisory and nonbinding in nature, the Board and the Compensation Committee value the opinion of our unitholders and will consider the voting results when determining our compensation policies, philosophy and arrangements in the future.

The Board of Directors recommends a vote FOR Proposal Three to approve, on an advisory basis, the compensation of our named executive officers, as described in the Compensation Discussion and Analysis section, the compensation tables and the related narratives in this proxy statement.

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BOARD MATTERS AND CORPORATE GOVERNANCE

Board of Directors

The Board met ten times in 2012. Committees of the Board met from time to time upon call of the Chairman of the Board or individual Committee Chairs. During 2012, each Director attended at least 75% of all of the meetings of the Board, inclusive of committee meetings, with the exception of Daniel Hanrahan who attended two of three board meetings, and one of two committee meetings, due to commitments scheduled before he became a Director. All Directors then-serving attended last year's annual meeting. Directors are expected to attend all meetings of the Board, meetings of the Committees on which they serve and the annual meeting absent occasional, unavoidable circumstances.

Executive sessions of non-employee Directors are regularly scheduled and were held six times during 2012. Executive sessions are attended by non-employee Directors only, and the non-executive independent Chairman presided at each executive session. In addition, at least one time per year an executive session of all independent, non-employee Directors is scheduled. Three such meetings were held in 2012.

In addition to the independence criteria contained in the NYSE listing standards, the Board has adopted additional standards to determine Director independence. These standards are located in the Corporate Governance Guidelines, which are available on the Partnership's website at www.cedarfair.com. The Board has affirmatively determined that current Board members Gina D. France, Lauri Shanahan, Daniel Hanrahan, Debra Smithart-Oglesby, Eric L. Affeldt, John M. Scott III, and Tom Klein meet the independence criteria of the NYSE listing standards and our Corporate Governance Guidelines. The Board also has determined that Mr. Olivet, a nominee for election, satisfies the independence criteria of the NYSE listing standards and our Corporate Governance Guidelines. The Board has determined Mr. Kinzel is not independent because he was an executive officer of the Partnership during 2011. Mr. Ouimet is also not independent because he is an executive officer of the Partnership.

Communication with the Board

Unitholders and interested parties may communicate directly with the Board by sending communications to the attention of Duffield Milkie, Corporate Secretary, One Cedar Point Drive, Sandusky, Ohio 44870-5259. The correspondence will be forwarded to the Chair of the Nominating and Corporate Governance Committee who will review the correspondence and take action accordingly.

We have a toll-free hot-line that is available to anyone, including unitholders, who wishes to bring a matter to the attention of the non-employee Directors. The telephone number of the hot-line is 800-650-0716. The Audit Committee of the Board of Directors is charged with reviewing information received and taking appropriate action as necessary.

Board Leadership Structure and Risk Oversight

The Board is committed to strong leadership and effective corporate governance, including appropriate oversight of management. As part of our planning process for CEO succession and transition, as well as in response to our unitholders' advisory vote on the leadership structure in January 2011, we modified our Board leadership structure at the beginning of 2011 to separate the roles of the Chief Executive Officer and the Chairman. C. Thomas Harvie served as the non-executive independent Chairman of the Board until his departure from the board. Upon Mr. Harvie's departure from the board in June of 2012 we appointed Mr. Affeldt to serve as our non-executive, independent Chairman. The Board reviews and evaluates the appointment of the non-executive, independent Chairman on a periodic basis.

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The Board plays a direct role in monitoring and mitigating risks to the Partnership broadly and also administers its risk oversight role through its committee structure and the committees' reports to the Board. The Board regularly reviews information regarding credit, liquidity and operational risk, and management identifies and prioritizes other material risks. The Audit Committee meets frequently during the year (five times in 2012) and discusses with management and the Partnership's independent registered public accountant: (1) current business trends affecting the Partnership; (2) major risks facing the Partnership; (3) steps management has taken to monitor and control such risks; and (4) adequacy of internal controls that could significantly affect the Partnership's financial statements. The Audit Committee also reviews the Partnership's enterprise risk management process for identification of and response to major risks. The Audit Committee Chairperson provides the Board with regular reports concerning its risk oversight activities. In addition, the Compensation Committee annually assesses the Partnership's compensation programs to ensure they do not encourage excessive risk taking by employees which could result in a material adverse impact on the Partnership. The Board of Directors is kept abreast of the Compensation Committee's risk oversight and other activities via regular reports of the Committee Chairperson to the full Board.

Board Committees

The Board has three committees: an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. Each Committee is composed entirely of independent Directors, as that term is defined in the NYSE listing standards and CFMI's Corporate Governance Guidelines, and each member of the Audit Committee is independent as required under Section 301 of the Sarbanes-Oxley Act of 2002. Each Committee's charter, the Corporate Governance Guidelines and the Code of Conduct and Ethics are available on the Partnership's website at www.cedarfair.com and available in print to any unitholder upon request. Each Committee conducts an annual evaluation of its performance, and the Nominating and Corporate Governance Committee annually conducts an evaluation of the Board and its Committees.

The members of the Board and the Committees of the Board on which they serve as of the date of this proxy statement are identified below.

Director	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Matthew A. Ouimet			
Richard L. Kinzel			
Eric Affeldt (1)	*	*	*
Daniel Hanrahan	*		
Gina D. France	**		*
Tom Klein		**	
Lauri Shanahan			*
John M. Scott III		*	**
Debra Smithart-Oglesby	*	*	

- * Member
- ** Committee Chair
- (1) Chairman

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The Audit Committee is responsible for appointing and meeting with the Partnership's independent registered public accounting firm and for assisting the Board in its oversight of the financial statement reporting, internal audit and risk management functions. The Audit Committee met five times in 2012. The Board has determined that each Committee member is financially literate, and Gina D. France and Debra Smithart-Oglesby, are the designated financial experts. The Audit Committee's report is on page 58 of this proxy statement.

The Compensation Committee is responsible for reviewing the Partnership's compensation and employee benefit policies and programs, and recommending related actions, as well as executive compensation decisions and succession planning matters, to the Board of Directors. The Compensation Committee is also responsible for recommending the fees paid to the Directors and Board Committee members for services in those capacities. The Compensation Committee met seven times in 2012. The Compensation Committee Report is on page 55 of this proxy statement. Compensation decisions for the chief executive officer are made by the Compensation Committee, together with the Board of Directors, based upon its review of his performance and the performance of the Partnership. The Committee makes recommendations to the Board of Directors with respect to non-CEO compensation, incentive compensation plans and equity-based compensation based on discussions with and recommendations of the chief executive officer. On an annual basis, the chief executive officer reviews all of his direct reports, including the other named executive officers, and all of the regional vice presidents and park general managers. See Compensation Discussion and Analysis Determining Executive Compensation for additional detail.

The Nominating and Corporate Governance Committee is responsible for recommending criteria for service as a director, identifying qualified Director nominees to enhance the Board and for playing a leadership role in shaping the governance of CFMI. The Committee considers diversity of experience and background when selecting candidates. The Committee believes candidates for the Board should have the ability to exercise objectivity and independence in making informed business decisions; the highest integrity; extensive knowledge, experience and judgment; loyalty to the interests of the Partnership and its unitholders; and a willingness to devote the extensive time necessary to fulfill a Director's duties. Although CFMI does not have a formal policy on diversity in the selection of candidates for the Board, the Committee considers diversity in its nominating process, including factors such as education, career and professional experience, independence, skills and personal characteristics, and understanding of and experiences in management, finance and marketing in the Partnership's industry as well as other industries. The Committee reviews these factors as well as the other qualifications outlined above and strives to create a Board of Directors with a variety of complementary skills and experiences, both personal and professional. The Committee conducts appropriate inquiries into the background and qualifications of Board candidates meeting these criteria. In 2012, the Nominating Committee met seven times.

The Nominating and Corporate Governance Committee will consider qualified nominees recommended by unitholders for membership on the Board. If a unitholder wishes to recommend an individual for membership on the Board, that recommendation can be sent to the attention of Duffield Milkie, Corporate Secretary, One Cedar Point Drive, Sandusky, Ohio 44870-5259. In addition, limited partners may nominate one or more persons for election or reelection to the Board at an annual meeting in accordance and compliance with the notice, procedural, informational and other requirements of our Partnership Agreement. See Unitholder Proposals and Nominations for the 2014 Annual Meeting for additional information.

Compensation Committee Interlocks and Insider Participation

None of our Directors who served on the Compensation Committee during 2012 was a current or former officer or an employee of the Partnership or had any relationship with us that would be required to be disclosed by us under applicable related party requirements. There are no interlocking relationships between the Partnership's executive officers or Directors and the board or compensation committee of another entity.

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Unit Ownership Guidelines

The Board adopted unit ownership guidelines in March 2012 for our chief executive officer and his direct reports. The chief executive officer is required to hold units having a value of four times his base salary, and his direct reports are required to hold units with a value of two times their base salaries. The chief executive officer's direct reports currently include the chief operating officer, the executive vice president and chief financial officer, the executive vice president, operations, the corporate vice president of planning & design, the corporate vice president and general counsel, the executive vice president and chief marketing officer and the corporate vice president of administration. Executives have five years from the adoption of the guidelines (for current executive officers) and five years from becoming an executive officer (for new executive officers) to gain compliance with the guidelines. The Board reviews compliance with the guidelines annually. Units held directly or beneficially owned, units held in benefit plans (e.g., in 401(k) accounts), performance units (as if earned at 100% of target), vested and unvested restricted units and phantom units will be counted for purposes of determining compliance with the unit ownership guidelines.

The Board also revised the unit ownership guidelines for the Directors in March 2012. Under the current guidelines, Directors are required to accumulate units equal to four times the annual cash retainer within four years of January 1, 2011 (for Directors serving on the Board at that date) and within four years of becoming a Director (for new Directors).

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EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis describes our compensation philosophy and objectives, our methods for determining, the elements and mix of executive compensation and the reasons that we have elected to pay these particular elements of compensation. The following summary highlights our 2012 business results and the impact of those results on our compensation decisions as well as actions we have taken recently to update and enhance our compensation programs. Following the summary is a detailed discussion of our philosophy and practices regarding the compensation awarded to, earned by, and paid to the following individuals, who were our named executive officers for 2012:

Matthew A. Ouimet, our President and Chief Executive Officer

Richard L. Kinzel, our former President and Chief Executive Officer

Brian C. Witherow, our Executive Vice President and Chief Financial Officer

Richard A. Zimmerman, our Chief Operating Officer

Kelley Semmelroth, our Executive Vice President and Chief Marketing Officer

H. Phillip Bender, our Executive Vice President, Operations

We have discussed and disclosed compensation information regarding our former chief executive officer, Richard L. Kinzel, who retired January 3, 2012 because this information is required by applicable rules and regulations.

Summary

We believe in strongly linking our compensation with Company and individual performance. Consistent with that philosophy, and based on the record breaking results achieved in 2012 summarized immediately below, the overall compensation paid to our named executive officers for 2012 increased over 2011 compensation. Our annual cash incentive program paid out above-target because our financial performance exceeded the target amount set by our Compensation Committee. In addition, the named executive officers each received unit-based awards to tie a significant portion of their compensation to Company results and further align their interests with our unitholders' interests.

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Company Financial Performance

The graphs below illustrate some of the key indicators of the Company's financial health and performance over the three-year fiscal period, 2010-2012.

Cumulative Total Return(1)