

CORELOGIC, INC.
Form DEF 14A
March 18, 2016

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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

Filed by the Registrant

Filed by a Party other than the 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 under § 240.14a-12

CORELOGIC, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of filing fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
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 - (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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 - (1) Amount previously paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

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Powering the Global Real Estate Economy

Information is at the core of every smart business decision, driving strategy, solutions, growth and ultimately success. CoreLogic is the company financial services organizations, real estate professionals and insurance carriers turn to for unique perspective that directs action to help solve their toughest business challenges.

At CoreLogic, our mission is to empower our clients to make smarter decisions through data-driven insights. As the leading global property information, analytics and data-enabled solutions provider, our vision is to deliver unique property-level insights that power the global real estate economy. To achieve this vision, we collaborate with each other, putting clients first, focusing on finding better ways to meet their needs, demonstrating ownership through initiative, accountability, respect, trust, and transparency.

Working together, our goal is to deliver business value to those we serve. Our industry experts address client challenges with insight, acting rapidly to present innovative, cost-effective solutions. And as a single, trusted source, we are committed to making the experience of doing business with CoreLogic as easy as possible.

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March 18, 2016

Dear Fellow Stockholders,

You are cordially invited to attend our annual meeting of stockholders at 2:00 p.m. Pacific time on Wednesday, April 27, 2016, at the executive offices of CoreLogic, Inc., located at 40 Pacifica, Irvine, California 92618. We have included a map and directions to our executive offices on the inside back cover of this proxy statement for your convenience.

Details regarding admission to the meeting and the business to be conducted are described in the accompanying notice of annual meeting and proxy statement. We have also made available a copy of our 2015 Annual Report to Stockholders with this proxy statement. We encourage you to read our Annual Report. It includes our audited financial statements and provides information about our business.

As in prior years, we have elected to provide access to our proxy materials over the Internet by mailing our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice"). The Notice provides information on how stockholders can obtain paper copies of our proxy materials if they so choose. This method expedites the receipt of your proxy materials, lowers the costs of our annual meeting and supports conservation of natural resources. If you would like more information, please see the Questions and Answers section of this proxy statement.

YOUR VOTE IS VERY IMPORTANT. Even if you plan to attend the annual meeting of stockholders, we encourage you to vote via the Internet, by telephone or by mail as soon as possible to ensure that your vote is counted. We look forward to seeing you at the meeting.

Thank you very much for your continued interest in CoreLogic.

Paul F. Folino

Anand Nallathambi

Chairman of the Board

President and Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be Held on April 27, 2016

The annual meeting of stockholders of CoreLogic, Inc., a Delaware corporation (the "Company"), will be held at 2:00 p.m. Pacific time on Wednesday, April 27, 2016, at the executive offices of CoreLogic, Inc., located at 40 Pacifica, Irvine, California 92618, for the following purposes:

1. To elect the nine persons named in the accompanying proxy statement to serve on our board of directors until the next annual meeting and until their successors are duly elected and qualified;
2. To approve, on an advisory basis, the compensation of our named executive officers;
3. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016; and
4. To transact such other business as may properly come before the meeting or any postponements or adjournments thereof.

Only stockholders of record at the close of business on March 1, 2016 are entitled to notice of the annual meeting and an opportunity to vote at the annual meeting.

If you have questions or require assistance with voting your shares, or if you need additional copies of the proxy materials, please contact:

ALLIANCE ADVISORS, LLC
200 Broadacres Drive, 3rd Floor
Bloomfield, New Jersey 07003
Stockholders May Call Toll-Free: 855-325-6671

YOUR VOTE IS VERY IMPORTANT. Even if you plan to attend the annual meeting of stockholders, we encourage you to cast your vote and submit your proxy as soon as possible by one of the methods below to ensure that your vote is counted:

Registered stockholders. You may authorize your proxy:

1. *By Internet:* go to www.cesvote.com.
2. *By toll-free telephone:* call 888-693-8683.
- 3.

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By mail (if you received a paper copy of the proxy materials by mail): mark, sign, date and promptly mail the enclosed proxy card in the postage paid envelope.

Beneficial stockholders. If your shares are held by a broker, bank or other nominee, please follow the instructions they send to you regarding how your shares are to be voted at the annual meeting.

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Stockholders may also vote in person at the annual meeting. If you are a registered stockholder (that is, you hold your shares in your name as a holder of record with our transfer agent), you must present valid identification to vote at the meeting. If your shares are held by a broker, bank, or other nominee, you will also need to obtain a "legal proxy" from the holder of record to vote at the meeting. For specific instructions, please refer to the Questions and Answers section at the end of the proxy statement and the instructions on the proxy card or Notice of Internet Availability of Proxy Materials you receive.

Stergios Theologides

Senior Vice President, General Counsel
and Secretary

Irvine, California
March 18, 2016

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PROXY STATEMENT
Solicitation of Proxies by the Board of Directors

The board of directors (the "Board" or the "Board of Directors") of CoreLogic, Inc., a Delaware corporation ("CoreLogic," the "Company," "we," or "us"), is soliciting proxies from holders of our shares of common stock for use at the annual meeting of stockholders. This proxy statement and form of proxy are first being sent or made available to our stockholders on or about March 18, 2016.

If you have questions or require assistance with voting your shares, or if you need additional copies of the proxy materials, please contact:

ALLIANCE ADVISORS, LLC
200 Broadacres Drive, 3rd Floor
Bloomfield, New Jersey 07003

Stockholders May Call Toll-Free: 855-325-6671

YOUR VOTE IS VERY IMPORTANT. Even if you plan to attend the annual meeting of stockholders, we encourage you to cast your vote and submit your proxy as soon as possible by one of the methods below to ensure that your vote is counted.

Registered stockholders. You may authorize your proxy:

1.
By Internet: go to www.cesvote.com.
2.
By toll-free telephone: call 888-693-8683.
3.
By mail (if you received a paper copy of the proxy materials by mail): mark, sign, date and promptly mail the enclosed proxy card in the postage paid envelope.

Beneficial stockholders. If your shares are held by a broker, bank or other nominee, please follow the instructions they send to you regarding how your shares are to be voted at the annual meeting.

Stockholders may also vote in person at the annual meeting. If you are a registered stockholder (that is, you hold your shares in your name as a holder of record with our transfer agent), you must present valid identification to vote at the meeting. If your shares are held by a broker, bank, or other nominee, you will also need to obtain a "legal proxy" from the holder of record to vote at the meeting. For specific instructions, please refer to the Questions and Answers section at the end of this proxy statement and the instructions on the proxy card or Notice of Internet Availability of Proxy Materials (the "Notice") you receive.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING
TO BE HELD ON APRIL 27, 2016**

Our Notice of Annual Meeting of Stockholders, 2016 Proxy Statement and Annual Report to Stockholders for the year ended December 31, 2015 are available at www.viewproxy.com/corelogic/2016. You are encouraged to access and review all of the important information contained in our proxy materials before voting.

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PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this proxy statement. It does not contain all of the information that you should consider prior to casting your vote at the 2016 Annual Meeting of Stockholders (the "Annual Meeting") and you should read the entire proxy statement carefully before voting.

Annual Meeting Information

2:00 pm (Pacific time) on

April 27, 2016

Doors open at 1:45 p.m. Pacific time

Executive Offices of CoreLogic, Inc.

40 Pacifica

Irvine, CA 92618

INTERNET

Follow the instructions provided in the Notice or voting instruction form you received.

PHONE

Follow the instructions provided in the separate proxy card or voting instruction form you received.

MAIL

Send your completed and signed proxy card or voting instructions to the address on your proxy card or voting instruction form.

IN PERSON

Ballots will be provided to anyone who attends and wants to vote at the Annual Meeting.

Annual Meeting Agenda and Voting Recommendations

- | | | | |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----|
| 1. | Election of the nine persons named in this proxy statement to serve on our board of directors until the next annual meeting and until their successors are duly elected and qualified | FOR | 8 |
| 2. | Approval, on an advisory basis, of the compensation of our named executive officers | FOR | 14 |
| 3. | Ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2016 | FOR | 18 |

4. Transaction of such other business as may properly come before the meeting or any postponements or adjournments thereof

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Highlights of 2015 Company Performance

2015 was a year of significant transformation for CoreLogic. Highlights of our key achievements include:

the launch of the Valuation Solutions Group (VSG), aimed at providing unique insights into the valuation of residential properties for underwriting, risk management and opportunity generation;

completion of several key acquisitions in line with our strategic transformation plan which strengthen our property intelligence segment by expanding data-enabled solutions; and

initiation of a three-year productivity and cost-management program which is expected to reduce expenses, on an annual run-rate basis, by approximately \$60 million by the end of 2017.

In June 2015, we celebrated our five-year anniversary as a stand-alone public company. For the period since our launch, through December 31, 2015, we delivered 80% in total stockholder return (TSR). Management focused on three strategic areas in 2015: growth and innovation, operational excellence and higher organizational and leadership effectiveness. As a result of the significant effort in these areas, **we exceeded our financial targets and produced record results in revenue, adjusted EBITDA, adjusted EPS and free cash flow. TSR in 2015 was more than 7% while the S&P 500 and Russell 2000 both finished at -1% and -5%, respectively.**

Table of Contents**Board Nominees**

The following table provides summary information about each director nominee. The Nominating and Corporate Governance Committee makes an annual recommendation to our Board as to whether the directors have the relevant skills and experience to oversee us and to stand for re-election. Our Board, following a recommendation from the Nominating and Corporate Governance Committee, has selected each of the director nominees below for election by our stockholders at the Annual Meeting. All of the directors possess strength of character, inquiring and independent minds, mature judgment and a deep commitment to our success.

J. David Chatham	65	1989	President and chief executive officer of Chatham Holdings Corporation and the Chatham family of real estate businesses	C
Douglas C. Curling	61	2012	Principal and managing director of New Kent Capital LLC	
John C. Dorman	65	2012	Former chairman of Online Resources Corporation	C
Paul F. Folino (Chairman of the Board)	71	2011	Former executive chairman of the board of directors of Emulex Corporation	
Anand Nallathambi	54	2010	President and Chief Executive Officer of CoreLogic, Inc.	
Thomas C. O'Brien	62	2008	Former chief executive officer and president of Insurance Auto Auctions Inc.	C
Jaynie Miller Studenmund	61	2012	Former chief operating officer of Overture Services, Inc.	
David F. Walker	62	2010	Chairman of the board of directors of Chico's FAS, Inc.	C
Mary Lee Widener	77	2006	Former president and chief executive officer of Neighborhood Housing Services of America, Inc.	

C Chair

AC Audit Committee

Audit Committee Financial Expert

ASPC Acquisition and Strategic Planning Committee

CC Compensation Committee

NCGC Nominating and Corporate Governance Committee

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Corporate Governance Highlights

Board Composition

Currently, all of our directors, other than our CEO, are independent, and our Audit, Compensation and Nominating and Corporate Governance Committees consist exclusively of independent directors.

Our Board is composed of directors with a wide range of views, ethnicities, ages, genders and backgrounds, which reflect the diversity and complexity of the businesses and markets in which we operate. As the following chart illustrates, all of our directors have served on other public company boards, 66% of our directors have been CEOs and all except for one have held C-suite positions, and 78% of our directors have deep industry experience in data analytics, financial services, or real estate, averaging 20 years of industry experience.

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The following chart highlights that our Board composition also reflects a mix of tenure, which gives a balance of historical perspective and crucial understanding of the evolution of our business, with fresh perspectives and insights.

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Governance Practices

The following table summarizes our good governance practices.

Independent Chairman	The offices of Chief Executive Officer and Chairman are separate, and our Chairman is an independent director. This allows our Chief Executive Officer to focus primarily on his management responsibilities and the Chairman to oversee and manage the Board and its functions. Having an independent Chairman promotes the independence of our Board, provides appropriate oversight of management and ensures free and open discussion and communication among the non-management members of our Board.
Director Overboarding Policy	Our Corporate Governance Guidelines provide that our directors may not serve on more than five public company boards (including our Board), and our Audit Committee members may not serve on more than three audit committees (including our audit committee) without prior Board approval.
Annual Board and Committee Evaluations	To increase their effectiveness, the Board and each of its committees performs an annual self-evaluation under the direction of the Nominating and Corporate Governance Committee.
Director Stock Ownership Guidelines and Equity Grants	All directors receive annual equity grants and must meet equity ownership requirements during their service with us.
Majority Voting Standard for Directors, with Director Resignation Policy	Our Bylaws mandate that directors be elected under a "majority of votes cast" standard in uncontested elections, and our Corporate Governance Guidelines require each incumbent director to submit an irrevocable letter of resignation that becomes effective if he or she does not receive a majority of votes cast.
Single Voting Class	We have only one class of voting securities.
10% Threshold for Special Meetings	Stockholders holding 10% of more of our outstanding stock have the right to call a special meeting.
No Poison Pill	We do not have a stockholders rights plan, commonly known as a "poison pill," in place.

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PROPOSAL 1. Election of Directors

Our Amended and Restated Bylaws (the "Bylaws") require that directors be elected annually, and our Amended and Restated Certificate of Incorporation provides that the Board shall consist of such number of directors as is determined from time to time exclusively by resolution adopted by the affirmative vote of a majority of the directors then in office. Pursuant to resolutions adopted by the Board, our Board consists of nine directors.

The Board has nominated the nine individuals set forth under " Nominees" below for election at the Annual Meeting, to serve until the 2017 annual meeting of stockholders and until the directors' respective successors are elected and qualified.

Voting Standard

Under our Bylaws, in an uncontested election, each director nominee will be elected to the Board to serve until the next annual meeting and as soon thereafter as their successors are duly elected and qualified, if the nominee receives a majority of votes cast (meaning the number of shares voted "for" a nominee must exceed the number of shares voted "against" such nominee) with respect to such director nominee's election. Under our Corporate Governance Guidelines, each nominee for director who was in office prior to the election (each, an "incumbent director") is required to submit to the Board an irrevocable letter of resignation from the Board and all committees thereof, which will become effective if the director does not receive a majority of votes cast and the Board determines to accept the resignation. The Nominating and Corporate Governance Committee will make a recommendation to the Board about whether to accept or reject the resignation, or whether to take other action. The Board will act on the recommendation of the Nominating and Corporate Governance Committee within 90 days from the date the election results are certified and thereafter promptly disclose its decision in a Current Report on Form 8-K. Abstentions and broker non-votes are not considered votes cast for the foregoing purpose, and will not be counted in determining the outcome of the election of the director nominees.

The majority voting standard does not apply, however, in a contested election, where the number of nominees for director exceeds the number of directors to be elected. In a contested election, directors are instead elected by a plurality of shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors (meaning that the number of director nominees who receive the highest number of shares voted "for" their election are elected). The election of directors at the Annual Meeting will not be contested and each director nominee must receive a majority of votes cast in order to be elected to the Board.

All of the director nominees listed below have consented to being named in this proxy statement and to serve as directors if elected. If any nominee should become unable or unwilling for good cause to serve as a director, the proxies will be voted for such substitute nominee(s) as shall be designated by our Board. Our Board currently has no knowledge that any of the nominees will be unable or unwilling to serve.

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Nominees

Set forth below is information concerning each person nominated and recommended to be elected by our Board. All of the nominees currently serve as our directors and were previously elected to the present term of office by our stockholders.

See the section entitled "Security Ownership of Certain Beneficial Owners and Management" for information pertaining to stock ownership of the nominees. There are no family relationships among any of the nominees or any of our executive officers.

In addition, there were and are no arrangements or understandings between any director and any other person pursuant to which any director was or is to be selected as a director.

Biographical Descriptions

J. David Chatham	65	1989	Board Committees	Prior Board Service
			Audit	<i>First Advantage Corporation ("FADV"), a former NASDAQ-listed company and former subsidiary of ours, providing screening analytics and identity solutions (2003-2009)</i>
			Compensation (chair)	
			Nominating and Corporate Governance	
			Career Highlights	
			<i>Chatham Holdings Corporation and the Chatham family of real estate businesses, specializing in real estate development, building, brokerage, asset management, mortgage lending, valuation/appraisal and other associated industries</i>	
			President and Chief Executive Officer (1991-present)	
			Qualifications	
			Through his experience in the real estate arena, Mr. Chatham enhances our understanding of the mortgage and valuation and appraisal businesses as well as the residential and commercial real estate markets.	
Douglas C. Curling	61	2012	Board Committees	Public Boards
				<i>Aaron's, Inc., a specialty retailer of</i>

Acquisition and Strategic Planning

furniture, consumer electronics, computers, appliances and home accessories

Nominating and Corporate Governance

Career Highlights

Prior Board Service

New Kent Capital LLC, family-run investment business

ChoicePoint Inc.
(2000-2008)

Principal and Managing Director (2010-present)

New Kent Consulting LLC, consulting business founded by Mr. Curling

Principal (2010-present)

ChoicePoint Inc., provider of identification and credential verification services, sold to Reed Elsevier

President (2002-2008)

Chief Operating Officer (1999-2008)

Executive Vice President, Chief Financial Officer and Treasurer (1997-1999)

Equifax, Inc., credit bureau

Various financial roles (1989-1997)

Qualifications

In addition to his experience operating a data business, Mr. Curling provides insight on data monetization and growth strategies to our Board, in particular with respect to our businesses in the insurance industry.

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