

CORELOGIC, INC.
Form DEF 14A
March 20, 2017

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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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 - (1) Amount previously paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

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March 20, 2017

Dear Fellow Stockholders,

You are cordially invited to attend our annual meeting of stockholders at 2:00 p.m. Pacific time on Wednesday, May 3, 2017, 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 2016 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

Frank D. Martell

Chairman of the Board

President and Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be Held on May 3, 2017

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, May 3, 2017, 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 vote, on an advisory basis, on the frequency of future advisory votes on the compensation of our named executive officers;
4. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017; and
5. 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 6, 2017 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.

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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 you may vote your shares 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 20, 2017

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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 20, 2017.

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 you may vote your shares 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 MAY 3, 2017**

Our Notice of Annual Meeting of Stockholders, 2017 Proxy Statement and Annual Report to Stockholders for the year ended December 31, 2016 are available at www.viewproxy.com/corelogic/2017. 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 2017 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

May 3, 2017

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, proxy card 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 | 7 |
| 2. | Approval, on an advisory basis, of the compensation of our named executive officers | FOR | 13 |
| 3. | Vote, on an advisory basis, on the frequency of future advisory votes on the compensation of our named executive officers | EVERY ONE YEAR | 16 |

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- | | | | |
|----|---|------------|----|
| 4. | Ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017 | FOR | 17 |
| 5. | Transaction of such other business as may properly come before the meeting or any postponements or adjournments thereof | | |

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Highlights of 2016 Company Performance

Since 2011 we grew revenues at an annual compounded rate of 12%, adjusted EBITDA by 15% and adjusted EPS by 31%.

We achieved strong results in 2016. Our 2016 financial success is the direct result of our ability to provide clients with data-driven solutions to improve underwriting decisions, manage risks, and capitalize on developing business opportunities.

We returned \$195 million to stockholders and reduced our outstanding share count by 5 million shares, or 6%.

We accomplished key operational improvements in 2016. In addition to our solid financial results in 2016, we successfully achieved a number of key operational goals in 2016 that will enable future success, including:

We exceeded our cost reduction target by reducing organizational complexity, refining and automating work processes, and shrinking our real estate footprint, all of which contributed to expanded operating margins.

We drove strong organic growth in our Risk Management and Workflow (RMW) segment, primarily through share gains, price increases and growth in new product sales.

We grew revenue significantly in the Property Intelligence (PI) segment, primarily through the launch of the Valuation Solutions Group (VSG).

We achieved a company-wide organic growth rate of 5%.

We simplified our capital structure, which provided both additional financial flexibility and a significant reduction in borrowing costs.

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, and the Nominating and Corporate Governance Committee and Board have recommended the nominees below. Based on the timing of Mr. Martell's selection as a director nominee, he was nominated directly by the Board. All of the directors possess strength of character, inquiring and independent minds, mature judgment and a deep commitment to our success.

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J. David Chatham	66	1989	President and chief executive officer of Chatham Holdings Corporation and the Chatham family of real estate businesses	C
Douglas C. Curling	62	2012	Principal and managing director of New Kent Capital LLC	
John C. Dorman	66	2012	Former chairman of Online Resources Corporation	C
Paul F. Folino (Chairman of the Board)	72	2011	Former executive chairman of the board of directors of Emulex Corporation	
Frank D. Martell ⁽¹⁾	57	2017	President and Chief Executive Officer of CoreLogic, Inc.	
Thomas C. O'Brien	63	2008	Former chief executive officer and president of Insurance Auto Auctions Inc.	C
Jaynie Miller Studenmund	62	2012	Former chief operating officer of Overture Services, Inc.	
David F. Walker	63	2010	Chairman of the board of directors of Chico's FAS, Inc.	C
Mary Lee Widener	78	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

(1)

Anand Nallathambi, the Company's former President and Chief Executive Officer and a member of the Board of Directors, was granted a temporary leave of absence on February 13, 2017 and passed away on March 2, 2017. Effective March 6, 2017, the Board appointed Mr. Martell to the position of President and Chief Executive Officer and principal executive office and as a member of the Board to fill the vacancy created by Mr. Nallathambi's death.

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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 non-management directors have served on other public company boards, 66% of our directors have been CEOs and all except one have held C-suite positions. In addition, 78% of our directors have deep industry experience in data analytics, financial services, or real estate, averaging 18 years of industry experience.

The following chart highlights that our Board composition also reflects a mix of tenure, which gives a balance of historical perspective and deep CoreLogic knowledge, with fresh perspectives and insights. Currently, the median director tenure is 5 years.

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Governance Practices

The following table summarizes some of our key governance practices:

Independent Chairman	The offices of CEO and Chairman are separate, and our Chairman is an independent director. This allows our CEO 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 each incumbent director has submitted an irrevocable letter of resignation that becomes effective if he or she does not receive a majority of votes cast in accordance with our Corporate Governance Guidelines.
Single Voting Class	We have only one class of voting securities.
10% Threshold for Special Meetings	Stockholders holding 10% or 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.

The following chart demonstrates our Board meeting cadence:

5X/year	1X/year
Regular meetings	Strategic planning session
Calls between meetings as appropriate	1X/year

Governance briefing and investor feedback
review

5X/year

Executive sessions without management
present

1X/year

Succession planning and talent review

5X/year

Executive sessions with CEO

1X/year

Board and Board committee self-evaluation

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PROPOSAL 1. Election of Directors

**OUR BOARD RECOMMENDS THAT STOCKHOLDERS
VOTE "FOR" EACH OF THE DIRECTOR NOMINEES.
UNLESS OTHERWISE SPECIFIED BY YOU IN THE
PROXY YOU SUBMIT, THE PROXIES SOLICITED BY
OUR BOARD WILL BE VOTED "FOR" THE ELECTION OF
THESE NOMINEES.**

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 2018 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, and has submitted, 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, other than Mr. Martell, were previously elected to the present term of office by our stockholders.

See the section entitled "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" 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.

Age: 66

Career Highlights

Director since: 1989

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

Independent

-

President and Chief Executive Officer (1991-present)

Other Board Service

Prior Board Service

First Advantage Corporation ("FADV"), a former NASDAQ-listed company and former subsidiary of ours, providing screening analytics and identity solutions (2003-2009)

Committees:

Qualifications

Audit

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. His broad executive and board experience provides particularly useful background for his service as Chair of the Compensation Committee and as a member of our Audit and Nominating and Corporate Governance Committees.

Compensation (Chair)

*Nominating and
Corporate Governance*

Age: 62

Career Highlights

Director since: 2012

New Kent Capital LLC, family-run investment business, Principal and Managing Director (2010-present)

Independent

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)

Other Board Service

Public Boards

Aaron's, Inc., a specialty retailer of furniture, consumer electronics, computers, appliances and home accessories

Prior Board Service

ChoicePoint Inc. (2000-2008)

Committees:

Qualifications

Acquisition and Strategic Planning

Mr. Curling brings his experience operating a publicly traded data business and deep knowledge of the insurance industry and provides insight on data monetization and growth strategies. His operational background and board experience are particularly useful for his service as a member of the Nominating and Corporate Governance Committee and the Acquisition and Strategic Planning Committee.

*Nominating and
Corporate Governance*

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Age: 66

Career Highlights

Director since: 2012

Online Resources Corporation, a developer and supplier of electronic payment services, acquired by ACI Worldwide, Inc.

Independent

-

Chairman (June 2010-March 2013)

-

Co-chairman (January 2010-June 2010)

-

Interim chief executive officer (April 2010-June 2010)

Digital Insight Corporation, a provider of software-as-a-service for online banking and bill payment for financial institutions, acquired by Intuit, Inc.

-

Chief Executive Officer (1998-2003)

Oracle Corporation, a provider of products and services addressing all aspects of corporate information technology

-

Senior Vice President of the Global Financial Services Division (1997-1998)

Treasury Services Corporation, a provider of modeling and analysis software for financial institutions

-

Chief Executive Officer (1983-1997)

Other Board Service

Private Boards

DeepDyve, Inc., an online rental service for scientific and scholarly research

loanDepot, LLC, a national non-bank lender serving consumers

Prior Board Service

Online Resources Corporation (2009-2013)

Digital Insight Corporation (1998-2007)

Treasury Services Corporation (1983-1997)

Committees:

Qualifications

Audit

Mr. Dorman's prior experience as chief executive officer of a technology service provider during a period of rapid growth and expansion enables him to provide insights into our operational, technology and growth strategies. His strategic perspective in the financial innovation space and board experience are also particularly useful for his service as Chair of our Acquisition and Strategic Planning Committee and as a member of our Audit Committee.

*Acquisition and
Strategic Planning
(Chair)*

**Chairman of the
Board**

Career Highlights

Age: 72

Emulex Corporation, an information technology product manufacturer specializing in servers, network and storage devices for data centers

Director since: 2011

-

Independent

Executive Chairman (2006-2011)

-

Chairman (2002-2006)

-

Chief Executive Officer (1993-2006)

Other Board Service

Public Boards

Microsemi Corporation, a provider of semiconductor solutions

Lantronix, Inc., a provider of device networking and remote access products for remote IT management

Private Boards

Commercial Bank of California, a full-service FDIC-insured community bank

Non-Profit Boards

California State University, Fullerton, Philanthropic Foundation, Discovery Science Center, a science education organization

Prior Board Service

Emulex Corporation (1993-2015)

Committees:

Qualifications

Audit

Mr. Folino brings significant expertise regarding information technology and intellectual property. With his strong executive background, Mr. Folino provides valued input on a variety of leadership, strategy, corporate governance and organizational matters. His extensive experience as a director of publicly-traded companies is particularly useful for his service as our Chairman of the Board.

Compensation

*Nominating and
Corporate Governance*

*Acquisition and
Strategic Planning*

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Age: 57

Career Highlights

Director since: 2017

CoreLogic, Inc.

-

President and Chief Executive Officer (Feb. 2017-present)

-

Chief Operating Officer (2016-Feb. 2017)

-

Chief Operating and Financial Officer (2014-2016)

-

Chief Financial Officer (2011-2014)

Western Institutional Review Board, a leading provider of review, approval and oversight for clinical research studies involving human subjects

-

President and Chief Executive Officer (2010-2011)

Advantage Sales and Marketing, a retail merchandising and marketing services company

-

Chief Financial Officer (2009-2010)

Information Services Group, Inc., a technology insight, market intelligence and advisory services company

-

Executive Vice President and Chief Financial Officer, responsible for global financial management, investor and rating agency relations and information technology operations (2007-2009)

ACNielsen Corporation, a global measurement and data company for consumer goods and media

-

Leadership positions including vice president and treasurer, chief financial officer, chief operating officer and president of Asia Pacific & Emerging Markets, executive vice president, marketing information group, and chief operating officer of ACNielsen and president Europe, Middle East & Africa (1996-2006)

Other Board Service

Private Board Service

BV Investment Partners L.P., a leading, middle-market private equity buyout firm

Bank of the West, a regional financial services company

Prior Board Service

Western Institutional Review Board (2010-2011)

Qualifications

Mr. Martell has worked with us in diverse executive leadership capacities for the past six years to transform CoreLogic into a global leader in residential property-related data-driven insights. He is a proven leader with a track record of delivering exceptional operating and financial performance. In addition, Mr. Martell's position as our President and Chief Executive Officer gives him intimate knowledge of our culture, operations, strategy, financial and competitive position.

Age: 63

Career Highlights

Director since: 2008

Insurance Auto Auctions Inc., a provider of specialized services for automobile insurance

Independent

-

Chief Executive Officer (2000-2014)

Other Board Service

Public Boards

Fenix Parts, Inc., a recycler and reseller of automotive parts

Prior Board Service

KAR Auction Services, Inc., a provider of vehicle auction services in North America (2007-2014)

Insurance Auto Auctions Inc. (2000-2007)

Committees:

Qualifications

Compensation

As a result of his experience as a chief executive officer, Mr. O'Brien provides valued insight into our management practices. His leadership skills, board experience and background in corporate governance are particularly useful for his service as Chair of our Nominating and Corporate Governance Committee and as a member of our Compensation Committee.

*Nominating and
Corporate Governance
(Chair)*

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Age: 62

Career Highlights

Director since: 2012

Overture Services, Inc., the creator of paid search advertising, acquired by Yahoo, Inc.

Independent

-

Chief Operating Officer (2001-2004)

PayMyBills.com, an online bill management company

-

President and Chief Operating Officer (1999-2001)

Great Western Bank and Home Savings Bank, now part of JPMorgan Chase

-

Roles including Executive Vice President and Head of Retail Banking (1995-1997)

First Interstate Bank, now part of Wells Fargo

-

Roles including Executive Vice President, Head of Retail Banking and Chief Marketing Officer (1984-1995)

Other Board Service

Public Boards

Pinnacle Entertainment, Inc., an owner, operator and developer of casinos and related hospitality and entertainment facilities

Western Asset, a major fixed income fund (director for several public as well as other funds)

Private Boards

Forest Lawn Memorial Parks, an industry-leading memorial parks provider

Non-Profit Boards *Huntington Memorial Hospital*, a regional teaching hospital

Prior Board Service

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LifeLock, Inc., an identity theft protection company (2015-2017)

Orbitz Worldwide, Inc., an online travel company (2007-2014)

aQuantive, Inc., a digital marketing services and technology company (2004-2007)

Committees:

Qualifications

Compensation

Ms. Studenmund has more than 35 years of executive management and operational experience across a diverse group of businesses in financial services and the online media and communications sector. She is also a seasoned director, having guided the growth and development of several technology and internet companies, including aQuantive, LifeLock and Orbitz Worldwide. Ms. Studenmund's deep executive and board experience is particularly useful background for her service as a member of our Compensation Committee.

Age: 63

Career Highlights

Director since: 2010

Chairman of the Board, Chico's FAS, Inc. (2015-present)

Independent

University of South Florida in St. Petersburg

-

Director of Program of Accountancy (2002-2009)

Arthur Andersen LLP

-

Partner (1986-2002)

-

Leader of firm's assurance and business advisory practice for Florida Caribbean Region (1999-2002)

Other Board Service

Public Boards

Chico's FAS, Inc. (chair), a womens' clothing and accessories retailer

CommVault Systems, Inc., a data management enterprise software company

Prior Board Service

Technology Research Corporation, Inc., an electrical safety products company (2004-2011)

FADV (2003-2009)

Paradyne Networks, Inc., a provider of broadband voice, data and video network access solutions (2003-2005)

Committees:

Qualifications

Audit (Chair)

Mr. Walker is a certified public accountant and certified fraud examiner. His extensive experience in public accounting and on corporate boards, including as chairman of the board of Chico's and a past and present chair of other audit committees, together with his role as an NACD Board Leadership Fellow, contribute to the Board's oversight of our financial reporting, controls and risk management. Mr. Walker's background is particularly useful for his service as Chair of our Audit Committee and member of our Acquisition and Strategic Planning Committee.

Acquisition and Strategic Planning

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Age: 78

Career Highlights

Director since: 2006

Neighborhood Housing Services of America, Inc., a non-profit housing agency

Independent

-

President and Chief Executive Officer (1974-2009)

Community investment consultant, instrumental in the development of a degree program in support of the community development field at the University of San Francisco College of Professional Studies.

Other Board Service

Prior Board Service

The PMI Group, Inc., a private mortgage insurer (1995-2013)

Federal Home Loan Bank of San Francisco (chairman), a cooperative, wholesale bank helping to meet community credit needs (1994-2004)

Committees:

Qualifications

Audit

Given her extensive experience with organizations dedicated to revitalizing neighborhoods and increasing homeownership opportunities, Ms. Widener brings to our Board a valuable perspective on housing policy. She provides a strong understanding of the opportunities we have to improve home ownership in underserved communities and the challenges residents face in purchasing homes in those communities. Her executive experience is also particularly relevant background for her service as a member of our Audit Committee.

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PROPOSAL 2. Approval, on an Advisory Basis, of the Compensation of our Named Executive Officers

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" APPROVAL OF THE NON-BINDING ADVISORY RESOLUTION TO APPROVE THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE SEC'S EXECUTIVE COMPENSATION DISCLOSURE RULES. UNLESS OTHERWISE SPECIFIED BY YOU IN THE PROXY YOU SUBMIT, THE PROXIES SOLICITED BY OUR BOARD WILL BE VOTED "FOR" THIS PROPOSAL.

We are providing our stockholders with the opportunity to cast a non-binding vote to approve, on an advisory basis, the compensation of our named executive officers, or NEOs, as disclosed pursuant to the SEC's executive compensation disclosure rules and set forth in this proxy statement (including in the compensation tables and narratives accompanying those tables as well as in the Compensation Discussion and Analysis section below).

As described more fully in the Compensation Discussion and Analysis section below, our compensation program is heavily weighted toward performance-based compensation that provides a direct link between rigorous goals for corporate performance and pay outcomes for our executive officers. Our annual incentive plan also ties pay outcomes to the achievement of key strategic objectives that we believe will drive longer-term value to stockholders. We believe that our compensation program provides effective incentives for strong operating results by appropriately aligning pay and performance.

We pay for performance. Our philosophy is designed to:

attract, motivate and retain highly-qualified executive officers critical to our long-term success;

align the interests of our executive officers with the interests of our stockholders;

reward executive officers for achieving pre-defined stretch goals and objectives, including objectives that may not yield current-period financial results but are expected to position us for enhanced results in future periods;

encourage strategic long-term development and investment in the business;

motivate and reward appropriate but not excessive risk-taking to grow the business; and

support pay practices with strong corporate governance and independent board oversight.

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Review total compensation relative to median of a peer group of industry-aligned companies with similar executive talent needs

Tie annual incentives to achievement of multiple stretch financial and operating goals

Use performance-based vesting for 50% of long-term compensation, tied to achievement of stretch EPS targets and total stockholder return (TSR) relative to our peers

**What We
Do**

Maintain robust stock ownership guidelines

Maintain a clawback policy for incentive payments

Use an independent compensation consultant retained directly by the Compensation Committee, in its sole discretion, who performs no consulting or other services for the Company's management

Require double-trigger for accelerated vesting upon termination of employment following a change in control

Assess annually potential risks relating to the Company's compensation policies and practices

**What We
Don't Do**

Incentivize participants to take excessive risks

Award discretionary bonuses to our executive officers

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Allow margining, derivative, or speculative transactions, such as hedges, pledges, and margin accounts, by executive officers

Provide excessive perquisites

Provide excise tax gross-ups upon termination with a change in control or for other awards

Allow for repricing of stock options without stockholder approval

Pay "single-trigger" change-of-control cash payments or have "single-trigger" equity acceleration

2016 Compensation Outcomes

Our compensation program rewarded strong financial results. Our 2016 financial performance exceeded targets and resulted in above-target payouts. Results for revenue, adjusted EBITDA, and free cash flow generated funding of the ICP (our annual cash bonus plan) at 146% of target.

Notwithstanding these strong results, management and the Compensation Committee reduced bonus payouts by 5%. Despite our strong financial results and above-target payout, management recommended and the Compensation Committee approved a reduction in ICP funding by 5% across the enterprise because acquisition-related assumptions used in setting target performance did not meet timing expectations. This reduced the calculated bonus funding to 139% of target. In addition, the payout for the strategic goals portion of the ICP, relative to the funded amount, was increased for one NEO, reduced for one NEO, and unchanged for three NEOs. Finally, results for adjusted EPS and our three-year total stockholder return

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relative to our peer group generated a payout of 124.5% in our long-term performance share plan for 2014-2016.

No across the board increase in base salaries for 4th consecutive year. Notwithstanding strong operating results, consistent with our practices in recent years, the Compensation Committee did not increase NEO base salaries for 2016, except for Mr. Balas in consideration of his promotion to Chief Financial Officer.

Please see Appendix A for a detailed reconciliation of adjusted EBITDA, adjusted EPS and free cash flow to the most directly comparable GAAP financial measures.

As required by Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which was added by the Dodd-Frank Wall Street Reform and Consumer Protection Act and the related rules of the SEC, the Board of Directors requests your advisory vote to approve the following resolution at the Annual Meeting:

"RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K (which disclosure includes the Compensation Discussion and Analysis, the compensation tables and the narrative discussion that accompanies the compensation tables), is hereby APPROVED."

This proposal to approve the compensation paid to our NEOs is advisory only and will not be binding upon us or the Board of Directors, and will not be construed as overruling a decision by us or the Board of Directors or creating or implying any additional fiduciary duty for us or our Board of Directors. The Board of Directors and the Compensation Committee value the opinions of our stockholders. The Compensation Committee will consider the outcome of the vote when considering future executive compensation arrangements.

Our current policy is to provide stockholders with an annual opportunity to approve the compensation of the NEOs. We have included a proposal in this proxy statement for an advisory vote on the frequency of future advisory votes on the compensation of our NEOs and are recommending that we continue with the current policy of holding such a vote every year. Accordingly, if stockholders approve EVERY ONE YEAR as the preferred frequency option in Proposal 3, we expect the next advisory vote on the compensation of our NEOs will occur at the 2018 annual meeting of stockholders.

Approval, on an advisory basis, of the compensation of our NEOs requires the affirmative vote of the holders of a majority of shares of common stock present in person or represented by proxy and entitled to vote on the matter (meaning that of the shares represented at the meeting and entitled to vote on the proposal, a majority of them must be voted "for" the proposal for it to be approved). Abstentions will have the same effect as a vote "against" this proposal, and broker-non votes will not be counted in determining the outcome of this proposal.

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PROPOSAL 3. Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "EVERY ONE YEAR" AS THE FREQUENCY OF FUTURE NON-BINDING ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. UNLESS OTHERWISE SPECIFIED BY YOU IN THE PROXY YOU SUBMIT, THE PROXIES SOLICITED BY OUR BOARD WILL BE VOTED FOR "EVERY ONE YEAR" FOR THIS PROPOSAL.

We are providing our stockholders with the opportunity to cast a non-binding, advisory vote for their preference as to how frequently we should seek future advisory votes on the compensation of our NEOs as disclosed pursuant to the SEC's compensation disclosure rules. By voting on this proposal, stockholders may indicate whether they would prefer that we conduct future advisory votes on NEO compensation every one, two, or three years.

Consistent with the views our stockholders expressed in 2011, we have held our advisory vote on the compensation of our NEOs every year since then. The Board is recommending that the annual advisory vote be continued so that stockholders may continue to provide timely, direct input on our executive compensation program.

This vote is advisory, which means that the vote will not be binding upon us or the Board of Directors, or the Compensation Committee, and will not be construed as overruling a decision by us or the Board of Directors or creating or implying any additional fiduciary duty for us or our Board of Directors. The Board of Directors and the Compensation Committee value the opinions of our stockholders. The Compensation Committee will consider the outcome of the vote in considering the frequency with which the advisory vote on compensation of our NEOs will be held in the future.

The Board recommends that you vote for the advisory vote on executive compensation to be held every one year.

Under our Bylaws, the affirmative vote of a majority of the shares of our common stock represented in person or by proxy at the Annual Meeting and entitled to vote on the proposal is required to approve, on a non-binding, advisory basis, a frequency option for future advisory votes on executive compensation (meaning that of the shares represented at the meeting and entitled to vote on the proposal, a majority of them must be voted in favor of one of the frequency options for it to be approved). However, if no frequency option receives the affirmative vote of at least a majority of the shares present in person or represented by proxy and entitled to vote on the proposal at the Annual Meeting, then the Board of Directors will consider the option receiving the highest number of votes as the preferred option of the stockholders. Abstentions have the effect of votes "AGAINST" each of the frequency options in determining whether any of the frequency options has been approved by a majority of the shares of our common stock represented at the Annual Meeting and entitled to vote on the proposal, but will not be counted in determining the frequency option receiving the highest number of votes. Broker non-votes will not be counted in determining the outcome of this proposal.

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PROPOSAL 4. Ratification of the Selection of the Independent Auditor

OUR BOARD RECOMMENDS THAT STOCKHOLDERS
VOTE "FOR" THE PROPOSAL TO RATIFY THE
SELECTION OF PwC AS THE COMPANY'S
INDEPENDENT REGISTERED PUBLIC ACCOUNTING
FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31,
2017. UNLESS OTHERWISE SPECIFIED BY YOU IN THE
PROXY YOU SUBMIT, THE PROXIES SOLICITED BY
OUR BOARD WILL BE VOTED "FOR" THIS PROPOSAL.

The Audit Committee of the Board of Directors (the "Audit Committee") is responsible for the appointment, compensation, retention, and oversight of the independent registered public accounting firm retained to audit the Company's financial statements. The Audit Committee conducts an annual evaluation of the independent registered public accounting firm's qualifications, performance, and independence. The Audit Committee exercises sole authority to approve all audit engagement fees. In addition to ensuring the regular rotation of the lead audit engagement partner at least every five years as required by law, the Audit Committee is involved in the selection of, and reviews and evaluates, the lead audit engagement partner.

The Audit Committee has selected PricewaterhouseCoopers LLP ("PwC") to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2017. PwC has audited the historical consolidated financial statements of our Company or its predecessor, The First American Corporation, for all annual periods since 1954. To help ensure continuing auditor independence, the Audit Committee periodically considers whether there should be a regular rotation of the independent registered public accounting firm.

Representatives of PwC will be present at the Annual Meeting, will have an opportunity to make a statement if they wish and will be available to respond to appropriate questions.

Selection of our independent registered public accounting firm is not required to be submitted for stockholder approval by our Bylaws, but the Audit Committee is seeking ratification of its selection of PwC from our stockholders as a matter of good corporate governance. If the stockholders do not ratify this selection, the Audit Committee will reconsider its selection of PwC and will either continue to retain PwC or appoint a new independent registered public accounting firm. Even if the selection is ratified, the Audit Committee may, in its discretion, 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 and our stockholders' best interests.

Ratification of the selection of PwC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017 requires the affirmative vote of the holders of a majority of shares of common stock present in person or represented by proxy and entitled to vote on the matter (meaning that

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of the shares represented at the meeting and entitled to vote on the proposal, a majority of them must be voted "for" the proposal for it to be approved). Abstentions will have the same effect as a vote "against" this proposal. We do not expect any broker non-votes on this matter.

Report of the Audit Committee

The following report of the Audit Committee is not soliciting material, is not deemed filed with the Securities and Exchange Commission and is not incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, whether made before or after the date of this proxy statement and irrespective of any general incorporation language in such filing.

The Audit Committee consists of five non-management directors: Messrs. Walker, Chatham, Dorman and Folino and Ms. Widener. All of the members meet the independence and financial literacy requirements of the NYSE and additional, heightened independence criteria applicable to members of the Audit Committee under SEC and NYSE rules. The Audit Committee has certain duties and powers as described in its written charter adopted by the Board of Directors. A copy of the charter can be found under "Investors-Leadership & Governance-Highlights" on the Company's website at www.corelogic.com.

The Audit Committee reviews the Company's accounting policies and financial reporting and disclosure practices, system of internal controls, internal audit process and the process for monitoring compliance with laws, regulations and corporate policies on behalf of the Board of Directors. The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting, for preparing the financial statements and for the public reporting process. The Audit Committee has reviewed the Company's audited consolidated financial statements and discussed them with management, although the Audit Committee members are not the auditors or certifiers of the Company's financial statements.

PwC, the Company's independent registered public accounting firm for 2016, is responsible for expressing opinions on the conformity of the Company's audited financial statements with generally accepted accounting principles and on the Company's internal control over financial reporting. The Audit Committee has discussed with PwC the matters required to be discussed by applicable auditing standards. The Audit Committee has received the written disclosures and the letter from PwC required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee, and has discussed with PwC its independence.

Based on the reviews and discussions noted above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and be filed with the U.S. Securities and Exchange Commission.

Audit Committee

David F. Walker (Chairman)
J. David Chatham
John C. Dorman
Paul F. Folino
Mary Lee Widener

Table of Contents**Independent Auditor Information***Principal Accounting Fees and Services*

The Audit Committee oversees the audit and non-audit services provided by PwC and receives periodic reports on the fees paid. The aggregate fees billed for each of the last two fiscal years for professional services rendered by PwC in the four categories of service set forth in the table below are as follows:

Audit Fees	\$ 2,861,040	\$ 2,977,369
Audit-Related Fees ⁽¹⁾	231,600	596,000
Tax Fees ⁽²⁾	41,057	48,305
All Other Fees ⁽³⁾	16,228	5,638
Total Fees	\$ 3,149,925	\$ 3,627,312

(1)

During 2016, these fees were primarily incurred for services related to preliminary revenue recognition white paper review and Regulation AB audits. During 2015, these fees were primarily incurred for financial due diligence procedures related to acquisitions, SOC-1 fees, and Regulation AB audits.

(2)

These fees were incurred for tax advice, compliance and planning, transfer pricing, including tax basis studies and tax advice and planning in connection with the acquisition and disposition of certain businesses.

(3)

These fees were incurred primarily for services related to the compilation of statutory financial statements during 2016 and XBRL tagging of foreign financial reports during 2016 and 2015.

Policy on Audit Committee Pre-Approval of Audit and Nonaudit Services of Independent Auditor

The Audit Committee retained PwC (along with other accounting firms) to provide non-audit services in 2016. We understand the need for PwC to maintain objectivity and independence as the auditor of our financial statements and our internal control over financial reporting. Accordingly, the Audit Committee has established the following policies and processes related to non-audit services.

The Audit Committee's policy is to pre-approve all engagements of our independent registered public accounting firm for audit and non-audit services. The Audit Committee's pre-approval policy identifies specific services and assigns pre-approved spending thresholds for each group of non-audit services. This policy works in conjunction with our independent registered public accounting firm's annual audit services fee schedule, which is also approved by the Audit Committee. Any services not pre-approved or not covered by the policy or the audit services fee schedule are submitted to the Audit Committee's chairman, as the Audit Committee's designee, for review and approval and are subsequently ratified by the Audit Committee as appropriate.

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All services provided by PwC during the fiscal years ended December 31, 2016 and 2015 were pre-approved by the Audit Committee or its designee.

The Audit Committee has concluded that PwC's provision of audit and non-audit services to the Company is compatible with PwC's independence.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Security Ownership of Certain Beneficial Owners

The following table sets forth information regarding the ownership of our common stock as of December 31, 2016 by the persons or groups of stockholders who are known to us to be the beneficial owners of 5% or more of our shares of common stock as of March 6, 2017. The information regarding beneficial owners of 5% or more of our shares of common stock is based solely on public filings made by such owners with the SEC.

T. Rowe Price Associates, Inc. ⁽¹⁾	10,308,213	11.0%
The Vanguard Group ⁽²⁾	6,911,533	8.0%
BlackRock, Inc. ⁽³⁾	6,767,893	7.8%

-
- (1) According to a Schedule 13G/A filed February 7, 2017, as of December 31, 2016, these securities are owned by various individual and institutional investors for which T. Rowe Price Associates, Inc. ("Price Associates") serves as a registered investment adviser with power to direct investments and/or sole power to vote the securities and by T. Rowe Price Mid-Cap Growth Fund, Inc., an investment company. The Schedule 13G/A reports that Price Associates has sole voting power with respect to 3,268,672 shares and sole dispositive power with respect to 10,308,213 shares and T. Rowe Price Mid-Cap Growth Fund, Inc. has sole voting power with respect to 5,002,000 shares. The address of the principal business office of the reporting entities is 100 East Pratt Street, Baltimore, Maryland 21202.
- (2) According to a Schedule 13G/A filed February 10, 2017, as of December 31, 2016, these securities are owned by The Vanguard Group and two wholly-owned subsidiaries, Vanguard Fiduciary Trust Company ("VFTC") and Vanguard Investments Australia, Ltd. ("VIA"), as investment managers of collective trust accounts and Australian investment offerings, respectively. The Schedule 13G/A reports that VFTC is the beneficial owner of 46,581 shares and VIA is the beneficial owner of 14,339 shares. The Vanguard Group is a registered investment adviser and has sole voting power with respect to 51,098 shares, shared voting power with respect to 9,822 shares, sole dispositive power with respect to 6,855,130 shares and shared dispositive power with respect to 56,403 shares. The address of the principal business office of the reporting entity is 100 Vanguard Boulevard, Malvern, PA 19355.
- (3)

According to a Schedule 13G/A filed January 23, 2017, as of December 31, 2016, BlackRock, Inc. is a parent holding company with sole voting power with respect to 6,411,549 shares and sole dispositive power with respect to 6,767,893 shares, reporting on behalf of certain related subsidiaries. The address of the principal business office of the reporting entity is 55 East 52nd Street, New York, New York 10055.

Security Ownership of Management

The following table sets forth the total number of shares of our common stock beneficially owned and the percentage of the shares so owned as of March 6, 2017 by:

each director;

each executive officer named in the "Summary Compensation Table" (each, a "NEO") (other than Mr. Nallathambi); and

all directors and current executive officers as a group.

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Unless otherwise indicated in the notes following the table, the persons listed in the table below are the beneficial owners of the listed shares with sole voting and investment power (or, where applicable, shared power with such individual's spouse and subject to community property laws) over the shares listed. Shares vesting or subject to rights exercisable within 60 days after March 6, 2017 are treated as outstanding in determining the amount and percentage beneficially owned by a person or entity.

Directors

J. David Chatham	40,443
Douglas C. Curling	40,533
John C. Dorman	15,533
Paul F. Folino	11,022
Frank D. Martell	410,471
Thomas C. O'Brien	21,678
Jaynie Miller Studenmund	20,634
David F. Walker	38,115
Mary Lee Widener	8,664

NEOs who are not directors ⁽¹⁾

James Balas	50,162
Barry M. Sando	214,507
Stergios Theologides	132,895

<i>All directors and current executive officers as a group (12 persons)</i>	1,004,657	1.2%
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(1) Mr. Nallathambi passed away on March 2, 2017 and, as a result, is not included in this table.

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The shares set forth in the table above include shares that the following directors and NEOs, as well as directors and current executive officers as a group, have the right to acquire within 60 days of March 6, 2017 in the amounts set forth below:

J. David Chatham	3,760
Douglas C. Curling	3,760
John C. Dorman	3,760
Paul F. Folino	3,760
Frank D. Martell	238,631
Thomas C. O'Brien	3,760
Jaynie Miller Studenmund	3,760
David F. Walker	3,760
Mary Lee Widener	3,760
James Balas	27,937
Barry M. Sando	84,411
Stergios Theologides	108,078
<i>All directors and current executive officers as a group (12 persons)</i>	489,137

Securities Authorized for Issuance under Equity Compensation Plans

We currently maintain two equity compensation plans: the CoreLogic, Inc. Amended and Restated 2011 Performance Incentive Plan, as amended ("2011 Plan") and the 2012 Employee Stock Purchase Plan ("2012 ESPP"). The 2006 Incentive Compensation Plan (the "2006 Plan") was terminated and replaced by the 2011 Plan. We currently have outstanding options under the 2006 Plan and the 2011 Plan. Each of the 2011 Plan, the 2012 ESPP and the 2006 Plan was approved by our stockholders.

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The following table sets forth, for each of our equity compensation plans, the number of shares of common stock subject to outstanding awards, the weighted-average exercise price of outstanding options, and the number of shares remaining available for future award grants as of December 31, 2016.

Equity compensation plans approved by stockholders	4,037,031 ⁽²⁾⁽³⁾	20.74 ⁽³⁾	10,377,417 ⁽⁴⁾
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- (1) On June 1, 2010 in connection with spinning off our financial services business now known as First American Financial Corporation (the "Separation"), all outstanding stock options and unvested RSUs granted to our employees prior to the Separation were adjusted in a manner designed to preserve the intrinsic value of the outstanding stock options and unvested RSUs.
- (2) Of these shares, 887,213 were subject to options then outstanding under the 2011 Plan, 2,686,371 were subject to stock unit awards then outstanding under the 2011 Plan (which currently count as 5,616,564 under the 2011 Plan (3.3 shares for each share issued in respect of awards granted prior to July 29, 2014 and 2 shares for each share issued in respect of awards granted thereafter)) and 463,447 were subject to options then outstanding under the 2006 Plan. Of the 2,686,371 shares subject to stock unit awards under the plans as described above, 1,131,774 shares are subject to performance-based awards assuming that the maximum level of performance with respect to such awards is achieved. Note that the actual number of shares to be issued with respect to these performance-based awards will vary depending on the applicable level of performance achieved, with such number ranging from zero to the maximum level indicated above. This amount does not include those shares that were subject to options then outstanding under the First Advantage 2003 Incentive Compensation Plan, which were assumed by us in connection with our acquisition of FADV in November 2009. As of December 31, 2016, these assumed options covered 153,310 shares of our common stock and had a weighted-average exercise price per share of \$25.45. Our authority to grant new awards under the 2006 Plan terminated on May 19, 2011.
- (3) This weighted-average exercise price does not reflect the shares that will be issued upon the payment of outstanding restricted stock units and is calculated solely with respect to outstanding unexercised stock options.
- (4)

Represents 9,057,634 shares available for future issuance under the 2011 Plan, and 1,319,783 shares available for future issuance under the 2012 ESPP. Shares available under the 2011 Plan may be used for any type of award authorized in that plan (subject to certain limitations of the plan) including stock options, stock appreciation rights, stock units, restricted stock, performance-based awards, stock bonuses and other awards payable in shares of our common stock.

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CORPORATE GOVERNANCE AND BOARD MATTERS

Committees of the Board of Directors; Committee Charters

There are currently four standing committees of the Board: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Acquisition and Strategic Planning Committee. In addition to the four standing committees, the Board may approve, and has from time to time approved, the creation of special committees or subcommittees to act on behalf of the Board.

Each of the standing committees operates under a written charter adopted by the Board. The charters of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are available on the Investors section of our web site under Leadership & Governance Highlights at www.corelogic.com. Each committee reviews and reassesses the adequacy of its charter annually, conducts annual evaluations of its performance with respect to its duties and responsibilities as laid out in the charter, and reports regularly to the Board with respect to the committee's activities.

Audit Committee

We have a standing Audit Committee of the Board of Directors. The current members of the Audit Committee are Messrs. Walker (Chairman), Chatham, Dorman, Folino and Ms. Widener. During 2016, our Audit Committee met six times.

Our Board has determined that each of Messrs. Walker and Dorman is an "audit committee financial expert" within the meaning of the SEC's rules and regulations and that each member of our Audit Committee is "independent" under applicable SEC rules and the listing standards of the NYSE and is "financially literate" under the listing standards of the NYSE.

The functions performed by the Audit Committee include, but are not limited to:

overseeing the integrity of our financial reporting processes in consultation with the independent auditor, management and our internal audit function;

reviewing internal auditing procedures and results;

selecting, compensating and overseeing our independent registered public accounting firm;

engaging with our compliance and risk management executives to review the state of enterprise risk management and compliance programs with a view to understanding the steps management has taken to monitor and control our major risk exposures;

reviewing with internal counsel the state of litigation, claims and regulatory matters and overseeing our compliance with legal and regulatory matters;

discussing with management, internal audit and external advisors the state of internal controls and our practices with respect to financial disclosure;

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directing and supervising investigations into matters within the scope of its duties; and

reviewing with the independent registered public accounting firm the plan and results of its audit and determining the nature of other services to be performed by, and fees to be paid to, such firm.

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The Audit Committee has established procedures to receive, retain and address complaints regarding accounting, internal accounting controls or auditing matters, and for the submission by our employees or third parties of concerns regarding questionable accounting or auditing matters or other ethics and compliance-related matters. Our 24-hour, toll-free hotline is available for the submission of such concerns or complaints at 1-888-632-5395 or concerns or complaints may also be reported online at <https://corelogic.alertline.com>. To the extent required by applicable law, individuals wishing to remain anonymous or to otherwise express their concerns or complaints confidentially are permitted to do so.

Compensation Committee

The current members of the Compensation Committee are Messrs. Chatham (Chairman), Folino, O'Brien and Ms. Studenmund. During 2016, the Compensation Committee met nine times.

In making its independence determination for each member of the Compensation Committee as described above, our Board considered whether the director has a relationship with us that is material to the director's ability to be independent from management in connection with the duties of a compensation committee member. In addition, our Board has determined that each of Messrs. Chatham, Folino, O'Brien and Ms. Studenmund is a "non-employee director" for purposes of Rule 16b-3 under the Exchange Act and satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code (the "Code").

The functions of the Compensation Committee include, but are not limited to:

establishing and reviewing our compensation philosophy;

overseeing the design and reviewing the operation of all executive compensation and employee benefit plans and programs;

reviewing and approving corporate goals and objectives relevant to the compensation of our chief executive officer, including annual performance objectives, and evaluating our chief executive officer in light of those objectives;

reviewing and approving the compensation of our executive officers;

reviewing and approving awards of equity under the Company's equity-based plans;

responsibility for review and approval of employment agreements with our chief executive officer and other executive officers; and

exercising oversight of the Company's disclosures regarding executive compensation, including reviewing the Compensation Discussion and Analysis contained in our proxy statement and preparing the Compensation Committee Report for inclusion in our proxy statement. The Compensation Committee also has key oversight responsibilities in the following areas, all of which are described in more detail later in this proxy statement:

assessing risk in relation to the Company's compensation policies and practices;

reviewing and making recommendations to the Board concerning development and succession planning; and

reviewing and recommending to the Board the form and level of non-management director compensation.

The Compensation Committee has the authority to delegate responsibilities to a subcommittee of one or more members of the Compensation Committee, who must regularly report on their activities to the Compensation Committee as a whole. In March 2015, the Board created a talent development

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subcommittee of the Compensation Committee to aid the Compensation Committee in fulfilling its responsibility for oversight of development and succession planning for key executives. Ms. Studenmund is the sole committee member. For 2016, Pay Governance LLC ("Pay Governance") was retained as the Compensation Committee's independent compensation consultant. The Compensation Committee also seeks input from our Chief Executive Officer, Chief Financial Officer, Senior Vice President, Human Resources and General Counsel when making decisions regarding compensation matters. During 2016, Pay Governance attended nine Compensation Committee meetings.

During 2016, Pay Governance provided to the Compensation Committee, among other things, guidance as to:

our peer group for 2016 compensation for executive compensation comparison purposes;

director compensation for 2016;

analysis of survey data; and

determining 2016 total compensation of each of our executive officers and the material elements of total compensation, including (1) annual base salaries, (2) target cash bonus amounts and (3) the structure and target amount of long-term incentive awards.

Pay Governance did not perform any services for us and the Compensation Committee does not believe that the services performed by Pay Governance raised any conflict of interest. The Compensation Committee regularly reviews the services provided by its independent compensation consultant.

In addition, the Company has engaged Mercer LLC ("Mercer") to provide certain compensation-related services on behalf of the Company and management. In 2016, Mercer assisted us with the selection of a peer group of companies, advised on industry best practices and emerging trends in executive compensation, prepared pay survey data, made recommendations on the structuring of compensation programs and advised on our public disclosures regarding executive compensation. In connection with its engagement, Mercer did not attend any meetings of the Compensation Committee in 2016. Mercer performed no services for the Compensation Committee.

Additional information concerning the executive compensation policies and objectives established by the Compensation Committee, the Compensation Committee's processes and procedures for consideration and determination of executive compensation, and the role of executive officers and our and the Compensation Committee's compensation consultants in determining executive compensation is included in the "Compensation Discussion and Analysis" section below.

Equity Awards Committee. The Equity Awards Committee was created by the Board in October 2015 and has been delegated limited authority to grant equity awards to eligible participants under the 2011 Plan in accordance with applicable policies and as evidenced by and subject to the terms of applicable award agreements. Mr. Chatham is currently the sole committee member.

Nominating and Corporate Governance Committee

The current members of the Nominating and Corporate Governance Committee are Messrs. O'Brien (Chairman), Chatham, Curling and Folino. The Nominating and Corporate Governance Committee held four meetings during 2016.

The Nominating and Corporate Governance Committee is responsible for, among other items:

identifying individuals qualified to become directors on our Board;

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recommending to the Board candidates for election at annual meetings by the stockholders and candidates to fill vacancies and newly-created directorships;

overseeing the evaluation of the Board; and

developing, recommending to the Board and periodically reviewing the corporate governance principles and policies applicable to us.

The Nominating and Corporate Governance Committee has adopted procedures by which certain of our stockholders may recommend director nominees to the Board. In particular, the Nominating and Corporate Governance Committee has established a policy whereby it will accept and consider, in its discretion, director recommendations from any stockholder holding in excess of 5% of our outstanding common stock. Such recommendations must include the name and credentials of the recommended nominee and should be submitted to our Secretary at our address included in this proxy statement. The Nominating and Corporate Governance Committee will evaluate director candidates recommended by stockholders for election to our Board in the same manner and using the same criteria as used for any other director candidate (as described below). If the Nominating and Corporate Governance Committee determines that a stockholder-recommended candidate is suitable for membership on our Board, it will include the candidate in the pool of candidates to be considered for nomination upon the occurrence of the next vacancy on our Board or in connection with the next annual meeting of stockholders.

While the Nominating and Corporate Governance Committee has no specific minimum qualifications in evaluating a director candidate, it takes into account all factors it considers appropriate in identifying and evaluating candidates for membership on our Board, including some or all of the following: strength of character, an inquiring and independent mind, practical wisdom, mature judgment, career specialization, relevant industry experience, relevant technical skills, reputation in the community, diversity and the extent to which the candidate would fill a present need on the Board. The Nominating and Corporate Governance Committee makes recommendations to the full Board as to whether or not incumbent directors should stand for re-election. However, if we are legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Nominating and Corporate Governance Committee may adjust its evaluation process for the designated candidates to reflect our contractual obligations with respect to their nomination. The Nominating and Corporate Governance Committee conducts all necessary and appropriate inquiries into the background and qualifications of possible candidates and may engage a search firm to assist in identifying potential candidates for nomination.

We do not have a formal policy for the consideration of diversity in identifying nominees for director. However, the Nominating and Corporate Governance Committee recognizes the benefits associated with a diverse board and, as indicated above, considers diversity as a factor when identifying and evaluating candidates for membership on our Board. The Nominating and Corporate Governance Committee utilizes a broad conception of diversity, including professional and educational background, prior experience on other boards of directors (both public and private), political and social perspectives as well as race, gender and national origin. Utilizing these factors, and the factors described above, the Nominating and Corporate Governance Committee makes recommendations, as it deems appropriate, regarding the composition and size of the Board. The priorities and emphasis of the Nominating and Corporate Governance Committee and of the Board may change from time to time to take into account changes in business and other trends and the portfolio of skills and experience of current and prospective Board members.

Acquisition and Strategic Planning Committee

The current members of the Acquisition and Strategic Planning Committee are Messrs. Dorman (Chairman), Curling, Folino and Walker. The Acquisition and Strategic Planning Committee has the authority to (i) oversee and approve certain investment, merger, acquisition and divestiture transactions proposed by

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our management which are below a certain size and which do not involve our equity and (ii) provide counsel to management's development of longer-term business and product strategies. The Acquisition and Strategic Planning Committee held one meeting during 2016. In March 2015, the Board created an insurance strategy subcommittee focused on overseeing our strategic plans in the insurance vertical. Mr. Curling is the sole member of this subcommittee and provides reports to the Acquisition and Strategic Planning Committee or the full Board as appropriate.

Independence of Directors

Pursuant to the corporate governance rules of the NYSE for listed companies, a majority of the Board must be independent. A director will not qualify as independent unless the Board affirmatively determines that the director has no material relationship with us (either directly or as a partner, stockholder or officer of an organization that has a relationship with us). To assist in its determination of director independence, the Board has adopted categorical director independence standards, which are contained in our Corporate Governance Guidelines. The Corporate Governance Guidelines are available to stockholders on the Investors section of our web site under Leadership & Governance Highlights at www.corelogic.com.

In accordance with the NYSE rules and our categorical director independence standards, the Board has affirmatively determined that each of Messrs. Chatham, Curling, Dorman, Folino, O'Brien and Walker, and Mses. Studenmund and Widener is "independent" as that term is defined in the corporate governance rules of the NYSE for listed companies. Mr. Martell is considered an inside director because he is employed by us as a senior executive.

During 2016, each member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee was determined by the Board to be independent, as defined in the corporate governance rules of the NYSE for listed companies and in accordance with the categorical standards of independence included in our Corporate Governance Guidelines as discussed below. The Board further determined that each member of the Audit Committee and the Compensation Committee met the additional independence standards applicable to those committees.

Board Leadership Structure; Meetings of Independent Directors

The offices of Chief Executive Officer and Chairman are separate. Mr. Folino has served as Chairman of our Board since July 2014. Our Board believes that the separation of the offices of Chairman and Chief Executive Officer continues to be appropriate as it 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 and provides appropriate oversight of management and ensures free and open discussion and communication among the non-management members of our Board. In 2016, the non-management directors met five times in executive session without management present. The Chairman chairs and coordinates the agenda for these executive sessions of the non-management directors.

Our Corporate Governance Guidelines provide that the Board shall annually elect a lead director by a majority vote of the independent directors unless the Chairperson of the Board is an independent director, in which case the Chairperson of the Board will perform the functions of a lead director and no lead director shall be elected. Mr. Folino, an independent director, is the Chairman and, as a result, we do not currently have a lead director.

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Director Education

We provide the Board with educational training from time to time on subjects applicable to the Board and the Company, including with regard to industry developments, accounting, financial reporting, and corporate governance, using both internal and external resources.

Succession Planning

Among the Compensation Committee's responsibilities described in its charter is to oversee development and succession planning for executive officers, and the Compensation Committee also oversees this for other key members of senior management. In March 2015, the Board created a talent development subcommittee of the Compensation Committee to aid the Compensation Committee in fulfilling these responsibilities. The Board plans for succession of the CEO and annually reviews senior management selection and succession planning that is undertaken by the Compensation Committee. As part of this process, the non-management directors annually review the Compensation Committee's recommended candidates for senior management positions to see that qualified candidates are available for all positions and that development plans are being utilized to strengthen the skills and qualifications of the candidates. The criteria used when assessing the qualifications of potential CEO successors include, among others, strategic vision and leadership, operational excellence, financial management, executive officer leadership development, ability to motivate employees, and an ability to develop an effective working relationship with the Board. In 2017, the Board implemented its succession plan with Mr. Nallathambi's passing and appointed Frank D. Martell as our President and CEO.

Risk Oversight

To maximize long-term stockholder value, the Board's responsibilities in overseeing our businesses include oversight of our key risks and management's processes and controls to regulate them appropriately. Our management, in turn, is responsible for the day-to-day management of risk and implementation of appropriate risk management controls and procedures.

Although risk oversight permeates many elements of the work of the full Board and the committees, the Audit Committee has the most direct and systematic responsibility for overseeing risk management. The Audit Committee charter provides for a variety of regular and recurring responsibilities relating to risk, including:

- having responsibility for the internal audit function, with that function having a direct line of communication to the Audit Committee;

- receiving reports from management and the internal audit function regarding the adequacy and effectiveness of various internal controls;

- reviewing periodically with internal counsel legal and regulatory matters that could have a significant impact on us and could indicate emerging areas of risk;

- overseeing our risk program with respect to legal and regulatory requirements and risks, including receiving regular reports from our Chief Risk Officer; and

- discussing with management our guidelines and policies with respect to risk assessment and risk management, including our major risk exposures and the steps management has taken to monitor and control such exposures.

In performing these functions, the Audit Committee regularly receives reports from management (including the Chief Executive Officer, the Chief Financial Officer, the Controller, the General Counsel and the Chief Risk Officer) and internal auditors regarding our risk management program (including our compliance

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program, information security and business continuity programs), extraordinary claims and losses, and significant litigation.

Separately, the Compensation Committee oversees our compensation policies and practices and has assessed whether our compensation policies encourage excessive risk taking. The Compensation Committee has concluded that these policies and practices are not reasonably likely to have a material adverse effect on us. In arriving at that conclusion, the Compensation Committee considered, among other factors, the metrics used to determine variable compensation; the portion of variable compensation paid in equity, which is either time-vested or tied to the achievement of long-term Company objectives; the amount of compensation paid as sales commissions and the number of people to whom such compensation is paid; and controls, such as pricing limits, a recoupment policy and financial reconciliation processes for sales crediting, quality checks that we employ and the approval process for certain compensation-related activities.

Board Meetings and Attendance

Our Board held six meetings during 2016. Each director attended 75% or more of the total number of meetings of the Board and meetings of the committees (if any) on which the director served during his or her respective tenure on the Board. From time to time, our Board also acts by unanimous written consent as permitted by our Bylaws and the Delaware General Corporation Law.

Retention of Outside Advisors

The Board and all of its committees have authority to retain outside advisors and consultants that they consider necessary or appropriate in carrying out their respective responsibilities. The independent accountants are retained by, and report directly to, the Audit Committee. In addition, the Audit Committee is responsible for the selection, assessment, and termination of the internal auditors to which we have outsourced our internal audit function. Similarly, the consultant retained by the Compensation Committee to assist in the evaluation of senior executive compensation reports directly to that committee.

Code of Ethics

The Board has adopted a code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions. A copy of this code of ethics is posted on the Investors section of our web site under Leadership & Governance Highlights at www.corelogic.com. The Board also has adopted a broader code of ethics and conduct, applying to all employees, officers and directors, which also has been posted under "Investors Leadership & Governance Highlights" on our web site at the address stated above. If we waive or amend any provisions of these codes of ethics that apply to our directors and executive officers, including our principal executive officer, principal financial officer, principal accounting officer, or controller and persons performing similar functions, we will disclose such waivers or amendments on our web site, at the address and location specified above, to the extent required by applicable SEC and NYSE Rules.

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines which have been posted on the Investors section of our web site under Leadership & Governance Highlights at www.corelogic.com. In addition to stating the standards that the Board applies in determining whether or not its members are independent, these guidelines state the qualifications and responsibilities of our directors and describe fundamental aspects of our Board and certain of its committees.

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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. In each case, in determining whether to grant such approval, the Board will consider the director's ability to devote sufficient time to the activities of the Board and/or Audit Committee and the director's qualifications and contribution or potential contribution to the Board and/or Audit Committee. All of our directors are in compliance with the overboarding policy.

Board and Committee Evaluations

To increase their effectiveness, the Board and each of its committees perform an annual self-evaluation under the direction of the Nominating and Corporate Governance Committee. The evaluation addresses attendance, preparedness, participation, candor and other measures of performance selected by the Board.

Director Attendance at Annual Meetings

We encourage our directors to attend the annual meetings of our stockholders, either in person or telephonically. All of our nine directors nominated for election in 2017 attended the 2016 annual meeting.

Communicating with Directors

Stockholders and other interested parties may communicate directly with members of the Board, including the Chairman of the Board or any of the other non-management directors of our Company (individually or as a group), by writing to such director(s) at:

CoreLogic, Inc.
c/o General Counsel and Secretary
40 Pacifica, Suite 900
Irvine, CA 92618

Our Secretary reviews and promptly forwards communications to the directors as appropriate. Communications involving substantive accounting or auditing matters are forwarded to the Chair of the Audit Committee. Certain items that are unrelated to the duties and responsibilities of the Board will not be forwarded such as: business solicitation or advertisements; product- or service-related inquires; junk mail or mass mailings; resumes or other job-related inquires; and spam and overly hostile, threatening, potentially illegal or similarly unsuitable communications. Directors receiving communications will respond as such directors deem appropriate, including the possibility of referring the matter to management of our Company, to the full Board or to an appropriate committee of the Board.

Transactions with Management and Others

The Board has adopted a written policy regarding transactions with related persons that requires the approval or ratification by the Board or the Nominating and Corporate Governance Committee of any transaction exceeding \$120,000 in which we are a participant and any related person has a direct or indirect material interest. A related person includes a director, nominee for election as a director, executive officer, person controlling over 5% of our common stock and the immediate family members of each of these individuals. Once a transaction has been determined to require approval, the transaction will be reviewed and approved by either the Board or the Nominating and Corporate Governance Committee. The Board or the Nominating and Corporate Governance Committee will review and consider the terms, business purpose and

benefits of the transaction to us and the related person.

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If a related party transaction is not pre-approved, then it must be brought to the Board or the Nominating and Corporate Governance Committee for ratification as promptly as possible. No member of the Board or the Nominating and Corporate Governance Committee may participate in the review or approval of a related party transaction in which he or she has a direct or indirect interest, unless the Chairman of the Board or the chairperson of the Nominating and Corporate Governance Committee requests such individual to participate.

The following types of transactions do not require pre-approval:

compensatory arrangements for service as an officer or director of ours, provided such compensation is approved by the Compensation Committee;

transactions between us and our affiliates (other than directors and officers);

transactions involving a related person with only an indirect interest resulting solely from ownership of less than 10% of, or being a director of, the entity entering into a transaction with us;

ordinary course transactions involving annual payments of \$100,000 or less; or

transactions involving indebtedness between us and a beneficial owner of more than 5% of our common stock or an immediate family member of such beneficial owner, provided that the beneficial owner or family member is not an executive officer, director or director nominee of ours or an immediate family member thereof.

We have entered into the transactions discussed below, which have been approved or ratified in accordance with our related party transactions policy.

Price Associates beneficially owns greater than 5% of our common stock and is therefore a related party. During 2016, Price Associates or its affiliates purchased approximately \$208,000 of data, analytics and other Company products. These transactions occurred pursuant to contracts entered into on an arm's-length basis and were ratified by the Nominating and Corporate Governance Committee in accordance with our related party transactions policy.

BlackRock, Inc. beneficially owns greater than 5% of our common stock and is therefore a related party. During 2016, BlackRock, Inc. or its affiliates purchased approximately \$395,000 of data, analytics and other Company products. These transactions occurred pursuant to contracts entered into on an arm's-length basis and were ratified by the Nominating and Corporate Governance Committee in accordance with our related party transactions policy.

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The following table sets forth certain information concerning the compensation of our directors other than Mr. Martell for the fiscal year ended December 31, 2016.

J. David Chatham	122,000	121,519	243,519
Douglas C. Curling	95,000	121,519	216,519
John C. Dorman	100,000	121,519	221,519
Paul F. Folino	207,000	121,519	328,519
Thomas C. O'Brien	104,500	121,519	226,019
Jaynie Miller Studenmund	94,500	121,519	216,019
David F. Walker	112,500	121,519	234,019
Mary Lee Widener	82,500	121,519	204,019

(1)

The amounts shown reflect the aggregate grant date fair value of stock awards granted in 2016, computed in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 718, Compensation-Stock Compensation. We value the RSUs as of the grant date by multiplying the closing price of our common stock on that date by the number of RSUs awarded. The stock awards were granted to each non-management director on April 27, 2016.

(2)

The aggregate numbers of RSUs held by each current non-management director as of December 31, 2016 were as follows:

Name	Restricted Stock Unit Awards (#)
J. David Chatham	3,760
Douglas C. Curling	3,760
John C. Dorman	3,760
Paul F. Folino	3,760
Thomas C. O'Brien	3,760
Jaynie Miller Studenmund	3,760
David F. Walker	3,760
Mary Lee Widener	3,760

The Compensation Committee reviews and recommends to the Board the form and level of director compensation. In March 2016, the Compensation Committee reviewed and recommended to the Board a new Directors' Compensation Policy that memorialized the current compensation paid by the Company to its non-management directors and included a deferral feature that permits non-management directors to elect to defer the receipt of their annual RSU awards until the earlier of termination of their Board service or a change in control of the Company. The Board approved and adopted the Directors' Compensation Policy in April 2016.

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As described in the Compensation Discussion and Analysis, Pay Governance served as independent compensation consultant for the Compensation Committee for 2016 and will continue to advise on the compensation of our directors for 2017. During 2016, as part of its engagement with the Committee, Pay Governance:

provided advice on the selection of a peer group of companies for director compensation comparison purposes;

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provided guidance on industry best practices and emerging trends and developments in director compensation;

provided input on the design of the deferral program in the Directors' Compensation Policy;

reviewed director compensation;

analyzed pay survey data; and

provided advice on determining the structure and amounts payable under our director compensation program.

The table below describes the components of the non-management director compensation program in effect during 2016. No changes have been made to the non-management director compensation program for 2017.

Annual Retainer Non-Management Director⁽¹⁾	\$ 70,000
Annual Equity Compensation RSU⁽²⁾	\$ 135,000
Annual Retainer Non-Management Board Chairman	\$ 100,000
Annual Retainer Committee Chairs⁽¹⁾	
Audit Committee	\$ 25,000
Compensation Committee	\$ 20,000
Nominating and Corporate Governance Committee	\$ 15,000
Acquisition and Strategic Development Committee ⁽³⁾	\$ 12,500
Annual Retainer Committee Members⁽¹⁾	
Audit Committee	\$ 12,500
Compensation Committee	\$ 10,000
Talent Development Committee ⁽³⁾	\$ 12,500
Nominating and Corporate Governance Committee	\$ 7,500
Acquisition and Strategic Development Committee ⁽³⁾	\$ 5,000
Insurance Strategy Subcommittee ⁽³⁾	\$ 12,500
Fee for attendance of Board and Committee Meetings in Excess of Designated Number ⁽⁴⁾	\$ 2,000

(1) Committee chair retainer represents amounts paid to each committee chair for their service in addition to the committee member annual retainer. Paid in cash in equal quarterly installments. Paid pro rata for directors joining the Board after the payment date.

(2) The award is granted and priced on the day of our annual meeting or, in the event of an out-of-cycle annual meeting such earlier date as may be approved by the Board, and vest on the first anniversary of the grant date. Vesting of the award will accelerate upon death, disability, retirement from the Board or a change in control.

(3) The insurance strategy subcommittee to the Acquisition and Strategic Planning Committee and the talent development subcommittee to the Compensation Committee were created in March 2015.

(4)

Meeting fees paid only for meetings in excess of eight meetings of the Board, Audit and Compensation committees, and in excess of four meetings of the Nominating and Corporate Governance and Acquisition and Strategic Planning committees. Fees are paid in cash in connection with each such additional meeting.

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Director Share Ownership Guidelines

We require our non-management directors to own a fixed amount of Company stock. The guidelines are based on a multiple of the annual retainer, and require a value of at least \$350,000 be held by each director. Directors have five years from their date of election to the Board to reach the ownership requirement. All Company securities owned outright or earned and subject only to time-based vesting restrictions count toward the requirement.

Anti-Hedging and Pledging Policy

The Company maintains a policy that prohibits director transactions in put options, call options or other derivative securities, on an exchange or in any other organized market, as well as holding Company securities in a margin account or otherwise pledging Company securities as collateral for a loan.

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EXECUTIVE OFFICERS

Set forth below is information regarding our current executive officers. Our officers are appointed annually by the Board.

President and Chief Executive Officer
(1)
Age: 57

Biography is set forth under the heading Proposal 1 Election of Directors above.

(1) Mr. Nallathambi, the Company's former President and Chief Executive Officer, was granted a temporary leave of absence on February 13, 2017 and passed away on March 2, 2017. Effective March 6, 2017, the Board appointed Mr. Martell to the position of President and Chief Executive Officer and principal executive officer.

Business Experience

CoreLogic, Inc.

-

Chief Financial Officer (2016-present)

-

Senior Vice President, Finance and Controller (2012-2016)

-

Senior Vice President, Controller (2011-2012)

Ameron International, a manufacturer of products and materials for the chemical, industrial, energy, transportation and infrastructure markets

-

**Chief Financial
Officer**
Age: 46

Vice President and Corporate Controller (2009-2011)

Various finance leadership roles:

-

Solar Integrated Technologies (2006-2009)

-

Keystone Automotive Industries (2003-2006)

-

Cap Gemini (2000-2003)

-

Ernst & Young (1993-2000)

Board and Council Service

Public Board Service

Symbility Solutions Inc., a TSVX listed provider of insurance claims solutions for the property and health market verticals based in Toronto, Canada (2014-present)

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	<i>Business Experience</i>
	<i>CoreLogic, Inc.</i>
	-
Senior Executive Vice President, Group Executive, Risk Management and Workflow	Senior Executive Vice President, Group Executive, Risk Management and Workflow (2014-present)
	-
	Group Executive and Executive Vice President, mortgage origination services, default services and business and information services segments (2010-2014)
Age: 57	<i>The First American Corporation ("FAC"), our predecessor</i>
	-
	President, information and outsourcing solutions business segment (1997-2010)
	-
	Flood zone certification subsidiary
	<i>President (1997)</i>
	<i>Executive Vice President (1995-1997)</i>
	-
	Tax service subsidiary (1991-1995)
	<i>Business Experience</i>
	<i>CoreLogic, Inc.</i>
	-
	Senior Vice President, General Counsel and Secretary (2010-present)
Senior Vice President, General Counsel and	<i>FAC</i>
	-
	Senior Vice President and General Counsel, Information Solutions Group (2009-2010)

Secretary

Morgan Stanley

-

Executive Vice President and General Counsel, U.S. Residential Mortgage businesses, overseeing legal, compliance, operational risk, fraud prevention, quality assurance and consumer and community affairs for Morgan Stanley's mortgage origination and servicing platforms (2007-2009)

Age: 50

New Century Financial Corporation

-

Executive Vice President and General Counsel, overseeing legal, compliance, privacy, security, consumer relations and government affairs (1998-2007). New Century filed for bankruptcy protection in 2007 and was ultimately liquidated

O'Melveny & Myers LLP

-

Corporate and securities practice (1992-1996)

Board and Council Service

Prior Council and Industry Association Service

Federal Reserve Board's Consumer Advisory Council

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COMPENSATION DISCUSSION & ANALYSIS

This Compensation Discussion and Analysis (CD&A) describes our compensation strategy, philosophy, policies, programs and practices (our compensation program) for our named executive officers (NEOs) and the positions they held in 2016. For purposes of this CD&A, the Committee refers to the Compensation Committee of our Board of Directors.

Anand Nallathambi	President and Chief Executive Officer
Frank D. Martell	Chief Operating Officer
James L. Balas	Chief Financial Officer
Barry M. Sando	Senior Executive Vice President, Group Executive, Risk Management and Workflow
Stergios Theologides	Senior Vice President, General Counsel and Secretary

- (1) Mr. Balas was promoted to Chief Financial Officer on April 8, 2016. Mr. Nallathambi was granted a temporary leave of absence on February 13, 2017 and passed away on March 2, 2017. Mr. Martell was appointed President and Chief Executive Officer effective March 6, 2017.

Selected 2016 Business Highlights

Our compensation program is designed to align the interest of our executive officers with those of our stockholders through execution in three areas of strategic focus: *growth and scale, operational excellence, and high performing organization*. A significant majority of our NEOs' compensation is dependent upon our performance and execution of these strategic priorities. Our 2016 financial success is the direct result of our ability to provide clients with data-driven solutions to improve underwriting decisions, manage risks, and capitalize on developing business opportunities.

Since 2011, we grew revenues at an annual compounded rate of 12%, adjusted EBITDA by 15%, and adjusted EPS by 31%

We achieved strong results in 2016. Highlights of our 2016 operating results compared to 2015 include the following:

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Please see Appendix A for a detailed reconciliation of adjusted EBITDA, adjusted EPS and free cash flow (FCF) to the most directly comparable GAAP financial measures.

We also invested for our long-term growth in 2016 while returning substantial capital to stockholders in the form of share repurchases of approximately 6% of total shares outstanding.

**We returned \$195 million to stockholders and
reduced our outstanding share count by
5 million shares, or 6%**

We accomplished key operational improvements in 2016. In addition to our solid financial results, we successfully achieved a number of key operational goals in 2016 that will enable future success, including:

We exceeded our cost reduction target through a reduction in organizational complexity, refining and automating work processes, and shrinking our real estate footprint, all of which contributed to expanded operating margins.

We drove strong organic growth in our Risk Management and Workflow (RMW) segment, primarily through share gains, price increases and growth in new product sales.

We grew revenue significantly in the Property Intelligence (PI) segment, primarily through the launch of the Valuation Solutions Group (VSG).

We achieved a company-wide organic growth rate of 5%.

We simplified our capital structure, which provided both additional financial flexibility and a significant reduction in borrowing costs.

Executive Summary of 2016 Compensation

Our compensation program rewarded strong financial results. Our 2016 financial performance exceeded targets and resulted in above-target payouts. Results for revenue, adjusted EBITDA and free cash flow generated funding of the ICP (our annual cash bonus plan) at 146% of target.

Notwithstanding these strong results, management and the Committee reduced bonus payouts by 5%. Despite our strong financial results and above-target payout, management recommended and the Committee approved a reduction in ICP funding by 5% across the enterprise because acquisition-related assumptions used in setting target performance did not meet timing expectations. This reduced the calculated bonus to 139% of target. In addition, the payout for the strategic goals portion of the ICP, relative to the funded amount, was increased for one NEO, reduced for one NEO, and unchanged for three NEOs. Finally, results for adjusted EPS and our three-year total stockholder return (TSR) relative to our peer group generated a payout of 124.5% in our long-term performance share plan for 2014-2016.

No across the board increase in base salaries for 4th consecutive year. Notwithstanding strong operating results, consistent with our practices in recent years, the Committee did not increase NEO base salaries for 2016, except for Mr. Balas in consideration of his promotion to Chief Financial Officer.

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Our compensation program also rewarded our many strategic accomplishments. The chart below highlights accomplishments in 2016 across our three strategic focus areas:

	ii	
		Grew revenue 28%, driven by double digit growth in the PI segment and strong organic growth in the RMW segment
Grow and Scale	ii	
		Strengthened new product pipeline with high potential products and made significant progress on generating sales from newer product launches demonstrated by our solid organic growth rate in the second half of 2016
	ii	
		Launched the VSG and outlined strategic plan and solutions roadmap, achieving all integration milestones
	ii	
		Exceeded our \$30 million cost reduction target by consolidating facilities, reducing staff costs, outsourcing certain business activities, and delivering on other operational improvements
Operational Excellence	ii	
		Advanced innovation and technology transformation through expansion of CoreLogic Labs
	ii	
		Completed refinancing and bond redemption, resulting in significantly lower borrowing costs and greater financial flexibility
High Performing Organization	ii	
		Launched core Centers of Expertise to elevate focus on client service, quality and delivery
	ii	
		Established landmark state-of-the-art hub facility in Dallas, Texas, bringing together representatives across all operating units to drive innovation, collaboration and service excellence
	ii	

Simplified our organization model, making it easier to do business with CoreLogic

2016 Say on Pay Vote and Engagement with Our Stockholders

97% stockholder support on our 2016 say on pay

We have had strong support from stockholders on Say on Pay. Our Board and management are committed to maintaining sound and effective compensation and governance policies and programs designed to build value for our stockholders. At our 2016 Annual Meeting, 97% of the votes cast were in favor of the advisory vote to approve our executive compensation. With this support in favor of our existing compensation program and following its regular review of our practices, the Committee determined to maintain our 2016 compensation program for 2017.

We engage with our major stockholders. In early 2017, as part of our stockholder engagement strategy, we conducted outreach to 20 of our top stockholders representing approximately 60% ownership. Our stockholder outreach includes ongoing discussions with many of our investors and we often solicit their feedback on a variety of topics, including executive compensation. The stockholders we reached out to did not express concerns over our compensation program design or practices. In addition to soliciting feedback from our stockholders, the Committee routinely assesses our compensation programs and seeks to

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maximize alignment between stockholder return and executive compensation while incentivizing and retaining a high-performing management team.

Pay Philosophy

We pay for performance. Our compensation program is heavily weighted toward performance-based compensation that provides a direct link between rigorous goals for corporate performance and pay outcomes for our executive officers. Our annual incentive plan also ties pay outcomes to the achievement of key strategic objectives that we believe will drive longer-term value to stockholders. We believe that our compensation program provides effective incentives for strong operating results by appropriately aligning pay and performance. Our philosophy is designed to:

Attract, motivate and retain highly-qualified executive officers critical to our long-term success;

Align the interests of our executive officers with the interests of our stockholders;

Reward executive officers for achieving pre-defined stretch financial goals and strategic objectives that may not yield current-period financial results but are expected to position us for enhanced results in future periods;

Encourage strategic long-term development and profitable investment in the business;

Motivate and reward appropriate but not excessive risk-taking to grow the business; and

Support pay practices with strong corporate governance and independent board oversight.

Performance-Based Compensation Mix

We have four elements of total compensation:

- 1 Base salary
- 2 Annual cash incentive compensation plan (ICP) award
- 3 Long-term equity incentives
- 4 Other compensation (benefits and perquisites).

86% of our CEO compensation and 74% of the compensation for the other NEOs is performance-based. The chart below demonstrates our pay mix.

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Performance-Vested Equity Awards. In 2016, 50% of the target value of our long-term incentive awards for our CEO and other NEOs was granted in the form of performance-based restricted stock units ("PBRsUs") that vest based on adjusted EPS results relative to target and TSR relative to the companies in our peer group (see description of the peer group later in this section). The remaining 50% of target value was granted in the form of time-vested restricted stock units ("RSUs") that require us to achieve a threshold adjusted net income level in order to be eligible to vest.

Use of Rigorous Goals in Our Incentive Plans. We set challenging goals for both our annual incentive and long-term equity plans. The chart below demonstrates the variance in payouts since 2014, outcomes that reflect our pay for performance approach to compensation. Because acquisition-related assumptions used in setting target performance did not meet timing expectations, management recommended and the Committee approved a 5% decrease in the 2016 ICP pool on an enterprise basis. This reduced the overall calculated bonus from 146% to 139% of target.

**NEO ICP Corporate Financial Funding as a
% of Target
3 Year Overview**

Performance vs. Budget (% of Target)

	2014	2015	2016
Revenue	99%	102%	106%
Adjusted EBITDA	87%	107%	102%
Free Cash Flow	134%	144%	132%

Long-term Incentives. Payouts under our PBRsU awards also illustrate our use of rigorous performance targets and our adherence to pay for performance. Because we had a sub-optimal result on adjusted EPS in 2014, the 2013 PBRsU award (with a 2013-2015 performance period) paid out at less than half of target value. In contrast, the 2014 PBRsU award (with a 2014-2016 performance period) paid out at 124.5% of target based on particularly strong results in 2015 and 2016.

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**Average NEO PBRSU Payout as a %
of Target**

2 Performance Cycle
(4-Year) Overview

No Base Salary Increases Each Year. Our practice is to benchmark compensation annually but to increase an NEO's base salary only when warranted by an increase in the scope of responsibilities or significant gaps to competitive pay levels. Only Mr. Balas received a base salary increase in 2016 in consideration of his appointment to Chief Financial Officer. In light of anticipated mortgage market headwinds in 2017, the Committee decided that all NEOs will forego base salary increases for 2017, except for Mr. Martell whose salary was increased in connection with his promotion to President and Chief Executive Officer in March 2017.

Use of Strategic Goals in Our ICP. The achievement of strategic goals represents 25% of the annual ICP opportunity for our executive officers. We believe this approach rewards the accomplishment of key objectives that will drive future performance. The strategic goals portion is funded by the results on financial goals. The Committee separately determines the portion of the funded amount that should be paid as a result of achievement of the individual objectives. The Committee carefully evaluates management's accomplishments relative to the goals, as further described below.

Our CEO pay is aligned to stock price performance. The alignment of CEO total direct compensation (base salary, ICP and LTI) and our TSR over the past three years, depicted in the table below, demonstrates alignment of CEO actual pay with results for stockholders. These pay amounts do not include change in pension value or "All Other Compensation" in the 2016 Summary Compensation Table below.

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CEO Compensation-TSR Alignment

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Pay Program Design and Practices

We employ good governance practices. The Committee oversees the design and administration of our compensation program and evaluates it against competitive practices, legal and regulatory developments and corporate governance trends. The Committee has incorporated the following leading governance features into our compensation program:

Review total compensation relative to median of a peer group of industry-aligned companies with similar executive talent needs

Tie annual incentives to achievement of multiple stretch financial and operating goals

Use performance-based vesting for 50% of long-term compensation, tied to achievement of stretch EPS targets and total stockholder return (TSR) relative to our peers

What We Do

Maintain robust stock ownership guidelines

Maintain a clawback policy for incentive payments

Use an independent compensation consultant retained directly by the Committee, in its sole discretion, who performs no consulting or other services for the Company's management

Require double-trigger for accelerated vesting upon termination of employment following a change in control

Assess annually potential risks relating to the Company's compensation policies and practices

What We Don't Do

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Incentivize participants to take excessive risks

Award discretionary bonuses to our executive officers

Allow margining, derivative, or speculative transactions, such as hedges, pledges, and margin accounts, by executive officers

Provide excessive perquisites

Provide excise tax gross-ups upon termination with a change in control or for other awards

Allow for repricing of stock options without stockholder approval

Pay "single-trigger" change-of-control cash payments or have "single-trigger" equity acceleration

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2016 Compensation Program Overview

The following table describes our pay program including the role and purpose for each aspect of it.

Review target total pay relative to market median and determine individual pay based on experience and performance	Provide market-competitive mix of base salary, cash incentives and equity incentives
<i>Tie approximately 75% of target pay opportunity to operating results and share price performance</i>	<i>Aligns compensation to results for our stockholders</i>
Competitive fixed compensation	Provides competitive level of fixed pay to attract, motivate and retain highly-qualified executives
Limited increases since 2011	
<i>No base salary increase for CEO since 2011</i>	Increases generally provided only for role expansion
Annual cash incentives based on performance against established targets for revenue, adjusted EBITDA, cash-flow and strategic goals	<i>Motivates and rewards executives for achievement of key financial results and strategic accomplishments that drive stockholder value</i>
50% of 2016 total grant value for executive officers	Focuses and rewards executives on achievement of operating results over the long term
Shares earned based on 3 years of EPS performance, modified by TSR relative to our peers	<i>EPS growth historically has been highly aligned with our share price</i>
50% of 2016 total grant value	<i>Enhances retention of key talent</i>
Grants vest ratably over three years	Value at vesting based on stock price, which aligns executives with stockholders interests
<i>Requires achievement of threshold operating income goal to be eligible for vesting</i>	
401(k) program for all employees	Aligns with market-prevalent retirement programs
<i>Legacy supplemental executive retirement plan frozen in 2010 with no new entrants allowed</i>	Focuses executives on accumulating savings
<i>Limited benefits available</i>	Focuses executives on rewards from value-creating activities

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Determining Pay

Generally, in determining base salary, target annual ICP and guidelines for long-term equity awards, the Committee considers a number of factors including, but not limited to, the executive officer's:

role, including the scope and complexity of responsibilities;

experience and capabilities, including institutional knowledge;

contributions or responsibilities beyond the typical scope of the role;

individual performance;

comparisons with our other executive officers;

difficulty in recruiting a replacement; and

competitive compensation opportunities provided by our peers and other competitors for similar executive talent.

Consideration of Prior Amounts Realized

Our philosophy is to incentivize and reward executive officers for future performance. While the Committee regularly reviews executive officer equity grants and vesting, it does not consider prior stock compensation gains (option gains or restricted stock awarded in prior years) in setting future compensation levels.

Peer Group and Benchmarking

In order to monitor competitive compensation practices, the Committee relies primarily upon data compiled from public filings of selected companies (our peer group) that it considers to be competitors or appropriate comparators for executive talent. Criteria for peer group selection include firms that operate in data, information and analytics and related businesses. Our 2016 peer group is presented in the table below.

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Fidelity National Financial	\$	9,554	\$	9,622	17%
First American Financial	\$	5,576	\$	3,904	11%
Equifax	\$	3,145	\$	14,159	36%
Broadridge Financial Solutions	\$	2,897	\$	7,708	20%
Gartner	\$	2,445	\$	7,515	17%
Verisk Analytics	\$	1,995	\$	13,592	50%
Dun & Bradstreet	\$	1,704	\$	4,463	29%
DST Systems	\$	1,557	\$	3,504	23%
Henry (Jack) & Associates	\$	1,355	\$	6,884	35%
Neustar	\$	1,210	\$	1,829	41%
Black Knight Financial Services	\$	1,026	\$	2,612	43%
Fair Isaac	\$	881	\$	3,844	23%
ACXION ⁽¹⁾	\$	880	\$	1,666	14%
CSG Systems	\$	761	\$	1,562	23%
Ciber ⁽¹⁾	\$	680	\$	279	-5%
IHS ⁽²⁾					
75th Percentile	\$	2,671	\$	7,611	35%

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50th Percentile	\$	1,557	\$	3,904	23%
25th Percentile	\$	954	\$	2,220	17%
CoreLogic	\$	1,953	\$	3,181	23%

Notes:

Data above reflects end of the most recently disclosed fiscal year.

(1) FY16 year-end financial results not yet released at the time of this report, Revenue & EBITDA data reflect 12-month trailing results.

(2) IHS completed a merger with Markit Ltd in July 2016.

The Committee reviews executive officer pay relative to the median pay of comparable positions in peer group companies and, as appropriate, relevant survey data from nationally-recognized consulting firms such as Willis Towers Watson, Mercer and Equilar, scoped to a comparable revenue size for us, from both general industry and the high technology sector.

Base Salary

The Committee reviews base salaries annually and adjusts them, if appropriate, to recognize performance, changes to roles and responsibilities, and gaps relative to base salaries of similar individuals in the peer group and survey data described above.

The Committee has not increased CEO base salary in five years. In an effort to increase the weighting of variable, performance-based pay in the compensation mix, the Committee has in recent years withheld base salary increases for executive officers, with the exception of promotions or expansions of roles and responsibilities. The Committee has maintained this practice even in years of outstanding company performance. Mr. Nallathambi's base salary has not increased since 2011. The Committee increased the base salary for Mr. Balas in 2016 in recognition of his promotion to Chief Financial Officer. No other NEOs

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received a base salary increase in 2016 and no base salaries were increased for 2017 other than Mr. Martell in connection with his promotion to President and Chief Executive Officer in March 2017.

Base salaries of the executive officers for 2015, 2016 and 2017 are set forth in the table below:

Anand Nallathambi	\$800,000	\$800,000	\$800,000
Frank D. Martell ⁽¹⁾	\$650,000	\$650,000	\$725,000
James L. Balas ⁽¹⁾	\$350,000	\$425,000	\$425,000
Barry M. Sando	\$550,000	\$550,000	\$550,000
Stergios Theologides	\$425,000	\$425,000	\$425,000

- (1) Mr. Balas received a base salary increase effective April 18, 2016 in connection with his promotion to Chief Financial Officer and Mr. Martell received a base salary increase effective March 6, 2017 in connection with his promotion to President and Chief Executive Officer.

Annual Bonus (ICP)

The Incentive Compensation Plan (ICP) rewards executive officers for financial and operating performance relative to predetermined financial goals and strategic objectives. As part of our business planning process, management prioritizes a range of value drivers based on anticipated market demand including estimated mortgage origination volumes, prior year performance, business strategy and risk factors. The Committee then evaluates management's recommendations in light of stockholder expectations and establishes final ICP financial and strategic goals including payout range.

Target Incentives. The Committee established the following 2016 target bonus opportunities for our NEOs:

Anand Nallathambi	President and Chief Executive Officer	\$800	125%	\$1,000
Frank D. Martell	Chief Operating Officer	\$650	125%	\$ 813
James L. Balas	Chief Financial Officer	\$425	90%	\$ 383
Barry M. Sando	Senior Executive Vice President, Group Executive, Risk Management and Workflow	\$550	100%	\$ 550
Stergios Theologides	Senior Vice President, General Counsel and Secretary	\$425	80%	\$ 340

ICP Performance Metrics. For 2016, the Committee selected the following three performance measures for the ICP

Revenue

Adjusted EBITDA calculated as net income from continuing operations adjusted for interest, taxes, depreciation and amortization, stock compensation, non-operating gains/losses and other adjustments, as set forth in the Performance Unit Agreement

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Free Cash Flow calculated as net cash provided by continuing operating activities less capital expenditures for purchases of property and equipment, capitalized data and other intangible assets

The Committee selected these measures in order to reflect a balanced perspective on performance including growth, profitability and cash management. The Committee believes results for these measures drive stockholder value.

Please see Appendix A for a detailed reconciliation of adjusted EBITDA, adjusted EPS and free cash flow to the most directly comparable GAAP financial measures.

Threshold Performance Requirement. For 2016, no award was payable unless our 2016 adjusted net income exceeded the performance threshold of \$55 million. The performance threshold was increased to \$57.5 million for 2017.

Calculation of Awards. For 2016, 75% of the ICP opportunity was based on our financial performance goals and 25% on established objectives for each executive officer in the three major planks of our business strategy: (1) grow and scale, (2) operational excellence, and (3) high performing organization. The Committee determined that these were the critical strategic initiatives for aligning annual operating performance with our long-term strategy.

Results for achievement of revenue, adjusted EBITDA, and free cash flow goals were weighted as follows in 2016:

Revenue	34%
Adjusted EBITDA	33%
Free Cash Flow	33%

Funding Formulas for Financial Results. At least 80% of targeted performance (threshold) for a metric must be achieved to generate any funding. At threshold, 34% of the target award is funded. At 120% of targeted performance (maximum), the maximum of 200% of the target award is funded. For performance levels greater than threshold but less than maximum, the bonus award is determined by linear interpolation. The funding formula parameters are set out in the following table:

Performance as % of Target	< 80%	80%	100%	120%
Payout as a % of Target	0%	34%	100%	200%

The sum of the weighted results of the three financial metrics funds the ICP awards. NEOs receive 75% of the funded amount based on financial results. The remaining 25% of the funded amount is earned based on evaluation of performance on strategic goals. Notwithstanding the actual ICP funding results, the Committee retains the discretion to decrease the actual payment for an ICP participant.

Determining Awards for Strategic Goal Achievement. 2016 executive officer strategic objectives are measurable accomplishments which accelerate achievement of our long-term strategy and are not otherwise measurable through annual financial performance metrics. Success indicators included top- and bottom-line growth, operational milestones and business and program innovation.

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The threshold level of the ICP adjusted net income goal must be achieved as a condition for funding awards for achievement of strategic objectives. As described above, the award opportunity for strategic goals flexes up or down based on overall financial results and funding, such that the portion of each executive officer's bonus tied to strategic objectives is aligned with our financial performance.

Awards for strategic goal achievement can range from a minimum of no payment to a maximum of 200% of the funded opportunity. The CEO provides the Committee with his assessment of individual results on strategic goals for the other executive officers and the Committee assesses the achievement level of the CEO. Based on these assessments, the Committee determines strategic goal achievement awards for each of the NEOs.

The following chart sets forth the steps in setting goals, measuring results and determining awards under the 2016 ICP:

2016 Incentive Compensation Plan Award Determination

Set Goals

Management assesses market opportunities, strategic priorities, and investor expectations

Management proposes ICP financial metrics, strategic priorities, and target performance levels

Board of Directors reviews management proposals and establishes annual financial targets

Compensation Committee establishes performance thresholds and maximums for financial metrics

Compensation Committee establishes strategic goals for each NEO

Calculate Funding

Determine if Adjusted Net Income exceeds \$55 million threshold

Calculate overall funding from results on the three financial performance metrics, weighted as follows:

-

Revenue: 34%

-

Adjusted EBITDA: 33%

-

Free Cash Flow: 33%

Determine Individual Awards

In the absence of a discretionary reduction in funding by the Compensation Committee:

-

75% of funded amount is allocated to individuals for financial results

-

0% to 200% of the remaining 25% of funded amount is allocated to NEOs based strategic goal results

CEO assesses performance of other NEOs and recommends on payments for strategic goal results

Committee assesses CEO performance and determines payments for all NEOs for strategic goal results

Financial results were measured at the Corporate level for NEOs except for Mr. Sando. For Mr. Sando, funding for revenue and adjusted EBITDA was weighted 50% on corporate results and 50% on results for the RMW segment that he manages. Funding for his strategic objectives was determined by corporate results on adjusted EBITDA, in alignment with the other executive officers.

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The Committee established performance goals at the beginning of the year based on our 2016 operating plan and targeted performance. Over the course of the year, as the business evolved, we increased our guidance as we expected better-than-targeted performance based on an improved market environment. The 2016 targets included significant increases from 2015 actual results, other than for FCF, which was in line with 2015 actual results, but a significant increase from 2015 target. 2015 actual FCF results were \$250 million, which exceeded the 2015 target of \$178 million. For 2016, FCF was established in line with our long-term targeted rate of converting 50% of adjusted EBITDA into FCF. We outperformed targets across each of our financial measures, delivering strong growth in our core operations and continued success in cost-efficiency programs.

2016 Financial Results and Funding. As set out in the table below, 2016 financial performance resulted in 146.3% of target funding. Because acquisition-related assumptions used in setting target performance did not meet timing expectations, management recommended and the Committee approved a 5% decrease in the 2016 ICP pool on an enterprise basis. This reduced the overall calculated bonus from 146% to 139% of target.

2016 Revenue	34%	\$1,845	\$1,954	105.9%	129.3%
2016 Adjusted EBITDA	33%	\$490	\$500	102.0%	110.2%
2016 Free Cash Flow	33%	\$245	\$333	135.9%	200.0%
Total	100%				146.3%

Strategic Goal Results and Awards. For Messrs. Nallathambi, Balas and Martell, the Committee determined that each of these executive officers achieved his strategic objectives at a level that either equaled or exceeded the level of financial results achieved, and set each executive officer's bonus funding for achievement of the strategic objectives at 139%, the level that was funded based on financial results. The Committee elected to adjust Mr. Theologides' payout on strategic objectives downward by 19% and to increase the payout on strategic objectives by 11% for Mr. Sando. The table below summarizes the target and actual incentive bonus awards for each executive officer.

2016 ICP Awards. The Committee approved the following ICP awards for performance in 2016:

All numbers represented in 000s

Anand					
Nallathambi	\$1,097	\$366	\$366	\$1,463	\$1,390
Frank D. Martell	\$891	\$297	\$297	\$1,188	\$1,129
James L. Balas	\$419	\$140	\$140	\$559	\$532
Barry M. Sando ⁽²⁾	\$554	\$201	\$224	\$778	\$740
Stergios					
Theologides	\$373	\$124	\$101	\$474	\$450

(1) Reflects financial results prior to funding reduction.

(2)

Financial goals for Mr. Sando are calculated based on a 50/50 split between corporate targets and RMW segment revenue and EBITDA targets, together accounting for 75% of his total ICP award. Unadjusted funding results for the RMW segment were 122.6% of target.

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Long-Term Incentives (LTI)

Our long-term incentive compensation program is designed to motivate and reward profitable growth and stockholder value creation through awards of performance-based and time-vested equity. The Committee believes that using performance-based and time-vesting equity vehicles reinforces both performance and retention of key executives while aligning their interests with those of our stockholders and encouraging an appropriate level of risk-taking.

Long-term incentives represent the largest component of executive officer compensation. In 2016, we granted 50% of total LTI value in PBRsUs, and 50% in RSUs.

In determining the amount of the equity compensation awarded to each executive officer, the Committee primarily considered company and individual performance. However, the Committee may also consider any factor it considers relevant including competencies, skills, prior experiences, scope of responsibility and accountability within the organization, and the long-term incentive awards made by peer group companies to similarly-situated executive officers.

LTI Targets. The Committee established the following 2016 LTI targets for our NEOs:

Anand Nallathambi	President and Chief Executive Officer	\$800	535%	\$4,280
Frank D. Martell	Chief Operating Officer	\$650	350%	\$2,275
James L. Balas	Chief Financial Officer	\$425	150%	\$637.5
Barry M. Sando	Senior Executive Vice President, Group Executive, Risk Management and Workflow	\$550	200%	\$1,100
Stergios Theologides	Senior Vice President, General Counsel and Secretary	\$425	200%	\$ 850

The following chart summarizes our LTI components for 2016:

	Provides long-term focus on profitable growth and alignment with stockholders on share price 3-year measurement period using adjusted EPS growth goals Earn the greater number of shares from:
	-
	Annual measurement against 1-year targets and banking of earned shares
	-
50%	Cumulative measurement against 3-year targets
	Shares earned also subject to meeting 3-year vesting requirement Shares earned from EPS performance subject to modification based on 3-year TSR relative to our peers
50%	Intended to encourage executive officer retention and alignment with stockholders on share price

Vests in equal annual installments over 3 years

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PBRsUs Granted in 2016. The 2016 PBRsUs are earned based on annual adjusted EPS achieved relative to annual targets for each of the three years of the performance period. Please see Appendix A for a detailed reconciliation of adjusted EBITDA, adjusted EPS and free cash flow to the most directly comparable GAAP financial measures.

Shares earned are calculated as follows:

A portion of the PBRsUs may be earned each year. For the PBRsUs granted in 2016, 30% of the PBRsUs may be earned based on 2016 performance, 50% based on 2017 performance, and 20% based on 2018 performance. The number of PBRsUs earned is based on a schedule that provides for 50% of PBRsUs to be earned for annual adjusted EPS results at 80% of target (threshold) and 200% of PBRsUs to be earned for results at 120% of target (maximum). PBRsUs earned each year are accrued until the end of the three-year performance period.

Three-year cumulative adjusted EPS results are also compared to three-year cumulative targets with PBRsUs earned subject to the same schedule as for calculation of annual PBRsUs earned.

Participants earn the greater number of PBRsUs resulting from the annual calculations for the three years of the performance period or from the three-year calculation.

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The number of PBRsUs earned is then subject to modification based on our relative total stockholder return compared to our 2016 peer group. The following table illustrates the 2016 PBRsU award calculation.

Step 1: Calculate Annual PBRsUs Earned Versus Target

2016	2017	2018
30%	50%	20%

(B) PBRsUs Earned Based on Adjusted EPS Results

Performance Level	Adjusted Annual EPS Results (% of Target)	Accrued PBRsUs Earned (% of Target)
Less than Threshold	< 80%	0%
Threshold	80%	50%
Target	100%	100%
Maximum+	120%	200%

(C) Relative TSR Modifier

PBRsUs Earned from EPS Results (B)	Annual TSR Performance (Relative to Peers)	Modifier
150% to 200% of Target	Top quartile	No modification
	Below top quartile	Earnout capped at 150% of target
50% to 150% of Target		No modifications
0%	Above peer median	Earnout is 50% of target
	Below peer median	No earnout

The TSR modifier ensures alignment of PBRsU payouts and results for stockholders.

Step 2: Calculate 3-Year EPS Results

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Three-year calculations use the same PBRUSU earnout schedule (calculation B above, based on aggregate results over 3 years versus 3-year target) and relative TSR modifier schedule (calculation C above, measured over 3 years versus 3-year target) as for annual calculations.

Step 3: PBRUSUs earned equals the greater of cumulative PBRUSUs earned in each of 3 annual calculations during the grant cycle (from Step 1) or overall 3-year calculation (from Step 2)

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We achieved strong operating results in 2016, as evidenced by adjusted EPS well above defined target performance levels. However, our TSR was not in the top quartile of the Peer Group. As a result, the PBRsUs earned for 2016 performance were capped at 150% of target, as illustrated below.

2016	30%	\$2.18	\$2.42	111%	155%	47%	45%
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The calculation of PBRsUs granted in 2014 and which paid out after the end of the 2014-2016 performance period is presented in the table below. Three-year adjusted EPS results exceeded the total of the single-year achievements, and participants earned 124% of target PBRsUs.

2014	30%	\$1.65	\$1.33	81%	0%	0%	0%	0%
2015	60%	\$1.81	\$1.90	105%	133%	80%	n/a	80%
2016	10%	\$1.99	\$2.42	122%	200%	20%	15%	15%
Total of 3 1 Year Achievements	100%							95%
Cumulative 3 Year Achievement	100%	\$5.45	\$5.65	104%		124%	n/a	124%

The number of shares earned from the 2014 PBRsU award is presented in the table below.

Anand Nallathambi	56,940	70,870
Frank D. Martell	16,928	21,069
James L. Balas	3,077	3,829
Barry M. Sando	15,389	19,153

Stergios Theologides

8,079

10,055

2016 Restricted Stock Units. Vesting of RSUs granted in February 2016 was subject to the achievement of \$55 million in adjusted net income for 2016, which was achieved. For 2017 the performance threshold was increased to \$57.5 million.

RSUs vest in three equal installments on the first, second, and third anniversaries of the grant date. These awards encourage executive officer retention (as the vesting condition is continuous employment by the executive officer following the grant date) and align the interests of executive officers with those of stockholders (as the value increases or decreases with our stock price).

2016 LTI Awards to NEOs. 2016 long-term incentive awards were made at target for each of the NEOs. As described earlier in this section, target awards were established relative to market medians, which provides a competitive long-term incentive opportunity while allowing for additional value to be earned if

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performance is strong. Details of the 2016 grant awards are presented in the table below (with award amounts rounded to the nearest hundred).

Anand Nallathambi	\$2,140,000	\$2,140,000
Frank D. Martell	\$1,137,500	\$1,137,500
James L. Balas	\$319,000	\$319,000
Barry M. Sando	\$550,000	\$550,000
Stergios Theologides	\$425,000	\$425,000

(1)

PBRSU amount shown at target performance level. Based on 2016 performance, the portion of the PBRSUs tied to 2016 performance will be eligible to vest contingent upon continued employment through December 31, 2018.

Timing of Equity Grants. After Committee approval, we generally issue annual equity awards to executive officers on the second day on which the NYSE is open for trading following the filing of our Annual Report on Form 10-K, using the last sale price reported for a share of our common stock on the NYSE on that date. Grants to new hires or other grants outside the annual grant cycle follow the same methodology, except that awards are generally issued on the 20th day (or the next succeeding business day if the market is closed on the 20th day) of the third month of the calendar quarter that follows the date on which the Committee approved the awards.

Retirement and Employee Benefit Plans

Executive officers are entitled to the same benefits generally available to all full-time employees (subject to fulfilling any minimum service requirement) including the 401(k) plan, health care, life insurance and other welfare benefit programs. In designing these benefits, we seek to provide an overall level of benefits that is competitive with those offered by similar companies in the markets in which we operate. We believe that these employee benefits provide a valuable recruiting and retention mechanism for our executive officers and enable us to compete more successfully for qualified executive talent.

Executive Supplemental Benefit Plan and the Pension Restoration Plan. Two of our executive officers – Messrs. Nallathambi and Sando became participants in our Executive Supplemental Benefit Plan (the "Executive Supplemental Benefit Plan") prior to its closure to new participants in 2010. On November 18, 2010, we amended the Executive Supplemental Benefit Plan to freeze benefits effective as of December 31, 2010. As a result, compensation earned after 2010 is not taken into account in determining covered compensation and final average compensation; service after 2010 is not recognized, except for vesting purposes. Mr. Sando is also a participant in the Pension Restoration Plan, which is limited to individuals who became participants before 1995. Explanation of these plans can be found in the Pension Benefits table below.

Deferred Compensation Plan. The Deferred Compensation Plan is a non-qualified retirement plan that allows eligible participants to defer up to 80% of their salary and annual incentive bonus. Participation is limited to executive officers and certain other key employees. In 2010, we amended the Deferred Compensation Plan to provide additional Company contributions in the form of 401(k) restoration contributions and discretionary retirement savings contributions to a limited number of executive officers who were not eligible to participate in the Executive Supplemental Benefit Plan. Mr. Theologides received discretionary contributions in the amount of \$85,000 in 2016.

Other Benefits. We also maintain an executive life insurance program for executive officers and other key employees. This program provides the participant with up to two times their annualized base salary (up to a maximum of \$1 million) in group universal life insurance.

Further details regarding perquisites are found in the 2016 Summary Compensation Table and accompanying footnotes.

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Role of the Committee and the Chief Executive Officer

The Committee is composed solely of independent members of our Board. The Committee reviews and approves executive officer base salaries, annual incentive bonus programs, long-term incentive compensation and other incentive and executive benefit plans. The Committee, in consultation with its independent compensation consultant, analyzes the reasonableness of executive officer compensation, in part by reviewing compensation data from comparable companies and from relevant other industry sources.

Decisions regarding compensation of the Chief Executive Officer are made solely by the Committee based on its deliberations with input from its independent compensation consultant. Decisions regarding other executive officers are made by the Committee after considering recommendations from the Chief Executive Officer as appropriate, as well as input from the Committee's independent compensation consultant. Our Chief Executive Officer, and, as appropriate, General Counsel, Chief Operating Officer, Chief Financial Officer and SVP, Human Resources, may attend the portion of the Committee's meetings where individual executive officer performance is discussed. Only Committee members may vote on executive officer compensation decisions.

The Committee meets in executive session with its independent compensation consultant at most meetings.

Role of Independent Compensation Consultant

The Committee retained Pay Governance LLC as its independent compensation consultant to advise on the executive officer compensation for 2016. The independent compensation consultant generally advises the Committee on the appropriateness of our compensation philosophy, peer group selection and general executive compensation program design. During 2016, as part of its engagement with the Committee, the independent compensation consultant:

advised on the selection of a peer group of companies for executive officer compensation comparison purposes;

provided guidance on industry best practices and emerging trends and developments in executive officer compensation;

analyzed survey data; and

advised on determining the total compensation of each of our executive officers and the material elements of total compensation, including (1) annual base salaries, (2) target cash bonus amounts, and (3) the structure and target amount of long-term incentive awards.

The Committee retained its independent compensation consultant directly, although in carrying out assignments, the consultant also interacted with Company management to the extent necessary and appropriate. Pay Governance performed no services for the Company, and the Committee does not believe the independent compensation consultants' work has raised any conflict of interest. The Committee has the sole authority to select, retain, and terminate the independent compensation consultants.

Adjustment or Recovery of Awards (Clawbacks)

In 2012, the Committee formally adopted new compensation policies and provisions to further improve alignment with best practices. We adopted recoupment provisions which allow us to recover performance-based compensation to the extent that it is later determined that applicable performance goals were not actually achieved due to financial restatement or ethical misconduct. We also added claw-backs in termination agreements for all executive officers. This policy applies to all performance-based incentive

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plans including but not limited to the annual incentive cash bonus and performance-based equity awards described above.

Anti-Hedging and Pledging Policy

The Company maintains a policy that prohibits executive officer transactions in put options, call options or other derivative securities, on an exchange or in any other organized market as well as holding Company securities in a margin account or otherwise pledging Company securities as collateral for a loan.

Executive Stock Ownership Guidelines and Retention Requirements

We require our executive officers to own a fixed amount of our stock. The guidelines are based on a multiple of base salary as outlined below:

Chief Executive Officer	6x base salary
Chief Operating Officer	4x base salary (increased from 3x in 2016)
Chief Financial Officer	3x base salary
Senior EVP, Group Executive	3x base salary
Other Executive Officers	1x base salary

Covered officers have five years from their date of hire or promotion to the covered position to reach the ownership requirement. All Company securities owned outright or earned and subject only to time-based vesting restrictions count toward the requirement; stock options do not count toward the ownership requirement. Furthermore, we have adopted a share retention requirement which provides that all covered executives must hold at least 50% of net (after tax) shares until the stock ownership guidelines described above are achieved. All NEOs have met their ownership requirements.

Minimum Share Ownership Requirement
(As multiple of base salary)

Employment Agreements and Severance Arrangements

Each executive officer is party to an employment agreement with us. The Committee believes that offering employment agreements to key executive officers is consistent with peer practices and serves as an

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effective retention tool. Each agreement is individually negotiated and terms may vary. For additional information regarding the terms of the employment agreements, including severance arrangements that we have entered into with our executive officers, see "Employment Agreements" below.

Change in Control Agreements

All equity awards are granted under the 2011 Performance Incentive Plan (the "2011 Plan"), as amended. The 2011 Plan does not include an automatic "single trigger" change in control vesting provision. Instead, the "double trigger" provides for a change in control provision where automatic accelerated vesting of an award in connection with a change in control will only occur if an acquirer or successor to us fails to assume or continue the awards or the awards otherwise do not survive the transaction. Additionally, award agreements include "double-trigger" severance protections, and provide for accelerated vesting of awards that remain outstanding following a change in control transaction in the event of a termination without cause following a change in control.

The Deferred Compensation Plan generally provides for accelerated vesting of awards or benefits, as the case may be, in the event of a change in control of the Company. In addition, the Executive Supplemental Benefit Plan provides that when a participant incurs an involuntary separation from service without good cause subsequent to a change in control, payment of benefits will commence in the same manner and in the same amount as if the participant had attained his or her normal retirement age on the date of termination.

In addition to the plan and award agreement provisions described above, we have entered into a change in control agreement (a "Change in Control Agreement") with each of our executive officers. Under the Change in Control Agreement, a "change in control" means any one of the following:

a merger or consolidation of the Company in which our stockholders end up owning less than 50% of the voting securities of the surviving entity;

the sale, transfer or other disposition of all or substantially all of our assets or the complete liquidation or dissolution of the Company;

a change in the composition of our Board of Directors over a two-year period as a result of which fewer than a majority of the directors are incumbent directors, as defined in the agreement; or

the acquisition or accumulation by any person or group, subject to certain limited exceptions, of at least 30% of our voting securities.

In addition, if the termination of the executive officer's employment occurs without cause or if the executive officer terminates his employment for good reason within the twenty-four month period following a change in control, we will pay the following benefits in one lump sum in the month following the month in which the date of the termination occurs:

the executive officer's base salary through and including the date of termination and any accrued but unpaid annual incentive bonus;

between two and three times the executive officer's target annual cash bonus amount established for the fiscal year in which the termination occurs; and

between two and three times the executive officer's annual base salary in effect immediately prior to the date of termination.

Furthermore, under the Change in Control Agreement, for a period ranging from twenty-four to thirty-six months and subject to the executive officer's continued payment of the same percentage of the applicable

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premiums as the executive officer was paying immediately prior to the date of termination or, if more favorable to the executive officer, at the time at which the change in control occurred, we will provide medical and dental coverage pursuant to COBRA for the executive officer (and if applicable, the executive officer's dependents). To the extent that the executive officer cannot participate in the plans previously available, we will provide such benefits on the same after-tax basis as if they had been available. These obligations are reduced by any welfare benefits made available to the executive officer from subsequent employers.

The Change in Control Agreement provides that if any excise tax imposed by Section 4999 of the Code (or any similar tax), applies to the payments, benefits or other amounts payable under the agreement or otherwise, including without limitation, any acceleration of the vesting of outstanding stock options, restricted stock or performance shares (collectively, the "Total Payments"), then the Total Payments will be reduced (but not below zero) so that the maximum amount of the Total Payments (after reduction) will be \$1.00 less than the amount which would cause the Total Payments to be subject to the excise tax; provided that such reduction to the Total Payments will be made only if the after-tax benefit to the executive officer is greater after giving effect to such reduction than if no such reduction had been made. This type of provision is often referred to as a "modified cut-back," and is included because the Change in Control Agreement does not provide for any type of "gross up" or similar benefit.

The Change in Control Agreement had an initial term through December 31, 2011 and is automatically extended for additional one-year periods unless either party notifies the other not later than the preceding January 1 that it does not wish to extend the term for an additional year. All agreements with current executive officers have since been extended through December 31, 2016. For a description of the calculations and further explanation of the payments due to the executive officers upon termination of employment and/or a change in control, see Potential Payments upon Termination or Change in Control tables below.

Impact of Tax and Accounting

As a general matter, the Committee takes into account the various tax and accounting implications of the compensation vehicles we employ. When determining amounts of long-term incentive grants to executive officers and employees, the Committee examines the accounting cost associated with the grants. Under accounting guidance, grants of stock options, RSUs and PBRsUs result in an accounting charge for the Company. The accounting charge is equal to the fair value of the instruments being issued. For RSUs, the cost is generally equal to the fair value of the stock on the date of grant times the number of shares granted. This expense is amortized over the requisite service period. With respect to stock options, we calculate the fair value of the option and take that value into account as an expense over the vesting period, after adjusting for possible forfeitures. For PBRsUs, we calculate the fair value of the award upon grant, and adjust the value to be expensed on a quarterly basis over the performance period based on expected award payouts, after adjusting for possible forfeitures.

Section 162(m) of the Code generally prohibits any publicly held corporation from taking a federal income tax deduction for compensation paid in excess of \$1 million in any taxable year to each of the chief executive officer and certain of the other most highly compensated executive officers. Exceptions are made for qualified performance-based compensation, among other things. RSUs, PBRsUs and performance units granted to executive officers have been structured in a manner intended to qualify under this exception for performance-based compensation. As such, RSUs and ICP awards are earned contingent upon our achievement of adjusted net income for 2016 of \$55 million or more, which performance target was achieved. PBRsUs are earned contingent upon our achievement of the adjusted EPS levels and relative TSR results described above. Other compensation may be subject to the \$1 million deduction limit. We generally intend to seek to qualify most of the variable compensation paid to our executive officers for the "performance-based compensation" exemption from the deduction limit. As such, in approving the amount and form of compensation for our executive officers, the Committee considers all elements of the cost.

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COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the foregoing CD&A with management. Based on its review and discussions, the Compensation Committee has recommended to the Board that the CD&A be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016, and in the Company's proxy statement for its 2017 annual meeting of stockholders.

Members of the Compensation Committee
J. David Chatham, Chair
Paul F. Folino
Thomas C. O'Brien
Jaynie Miller Studenmund

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Messrs. Chatham (Chair), Folino, O'Brien and Ms. Studenmund served on the Compensation Committee during 2016. No person who served as a member of the Compensation Committee during 2016 was or is an officer or employee of the Company. No executive officer of the Company serves or served as a director or member of the compensation committee of another company who employed or employs any member of the Company's Compensation Committee or the Board.

Table of Contents**EXECUTIVE COMPENSATION TABLES****2016 Summary Compensation Table**

The following table sets forth certain information concerning compensation of each named executive officer who served as such during the fiscal years ended December 31, 2016, 2015 and 2014, other than for Mr. Balas, for whom compensation information is provided only for the fiscal year ended December 31, 2016, the first year that he became a named executive officer. The positions listed below are as of December 31, 2016.

	(3)	(4)	(5)	(6)	(7)	(8)		
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)		
Anand Thallathambi	2016	800,000	4,279,940		1,390,030	386,990	78,609	6,935,509
<i>President and</i> <i>Chief</i>	2015	800,000	3,699,990		1,477,400		89,197	6,066,587
<i>Executive</i> <i>Officer</i> ⁽¹⁾	2014	800,000	2,959,969	827,452	985,075	1,049,258	43,288	6,665,043
Frank D. Cartell	2016	650,000	2,274,943		1,129,400		61,490	4,115,833
<i>Chief</i> <i>Operating</i> <i>Officer</i> ⁽¹⁾	2015	650,000	1,624,975		1,200,400		74,139	3,549,514
	2014	600,000	879,959	245,990	800,380		31,330	2,557,659
James Balas	2016	396,538	637,935		531,700		24,714	1,590,887
<i>Chief</i> <i>Financial</i> <i>Officer</i> ⁽²⁾								
Harry M. Do	2016	550,000	1,099,981		740,000	378,594	51,503	2,820,078

<i>Senior Executive Officer</i>	2015	540,192	1,099,963		730,000		63,949	2,434,100
<i>President, Group Executive, Risk Management and Workflow</i>	2014	500,000	799,969	223,635	492,540	1,349,113	31,571	3,396,820
<i>Stergios Neologides</i>	2016	425,000	849,950		450,000		115,500	1,840,450
<i>Senior Vice President,</i>	2015	410,000	637,439		502,400		125,511	1,675,350
<i>General Counsel & Secretary</i>	2014	350,000	419,966	117,406	295,830		85,204	1,268,406

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- (1) Mr. Nallathambi was granted a temporary leave of absence on February 13, 2017 and passed away on March 2, 2017. Effective March 6, 2017, the Board appointed Mr. Martell to the position of President and Chief Executive Officer and principal executive officer.
- (2) James Balas was appointed Chief Financial Officer on April 8, 2016. Mr. Martell served as Chief Financial Officer during 2016 prior to the appointment of Mr. Balas.
- (3) Amounts include any amounts electively deferred by the named executive officer under the Company's Deferred Compensation Plan. All employees are paid bi-weekly and 2015 payments included one additional payroll.

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- (4) For 2016, reflects the aggregate grant date fair value of stock awards, consisting of RSUs and PBRsUs, computed in accordance with the Financial Accounting Standards Board's Accounting Standards Codification Topic 718, Compensation-Stock Compensation. We valued the RSUs as of the grant date by multiplying the closing price of our common stock on that date by the number of RSUs awarded. We valued the PBRsUs as of the grant date by multiplying the closing price of our common stock on that date by the target number of PBRsUs that will vest upon achievement of the target performance. The RSUs were granted and vest contingent upon the satisfaction of certain performance criteria through December 31, 2016, which criteria were satisfied, and thereafter vest based on continued employment through December 31, 2018. The PBRsUs were granted and vest contingent upon satisfaction of certain performance criteria and continued employment through December 31, 2018. If the highest performance target is met or exceeded, the value of the awards at grant date would be as follows: Mr. Nallathambi \$6,419,910; Mr. Martell \$3,412,415; Mr. Balas \$956,902; Mr. Sando \$1,649,972; and Mr. Theologides \$1,274,926.
- (5) The Company did not grant stock options in 2015 or 2016.
- (6) For 2016, represents the annual incentive bonus that was paid to each named executive officer, and includes any amounts electively deferred by the named executive officer under the Company's Deferred Compensation Plan.
- (7) For 2016, represents the change in the present value of the life annuity from the end of fiscal year 2015 to the end of fiscal year 2016 for the Executive Supplemental Benefit Plan with respect to Messrs. Nallathambi and Sando, and the Pension Restoration Plan with respect to Mr. Sando only. The amounts in this column do not include earnings under the Company's deferred compensation plan as such earnings were neither above-market nor preferential. See the Pension Benefits table below under "Pension Benefits for 2016" for assumptions used in calculating these amounts.
- (8) Amounts included in all other compensation consist of the amounts shown in the table below paid by the Company for each NEO and, for Mr. Theologides includes \$85,000 in Company discretionary contributions to the Deferred Compensation Plan. Amounts also include for Mr. Nallathambi a total of \$4,976 for travel costs for his spouse and miscellaneous imputed income.

Named Executive Officer	Life Insurance Premiums (\$)	401(k) Matching Contributions (\$)	Amounts Deferred under the Deferred Compensation Plan (\$)	Health Savings Account (\$)	Total (\$)
Anand Nallathambi	4,211	7,950	60,372	1,100	73,633
	4,878	7,950	47,562	1,100	61,490

**Frank D.
Martell**

James Balas 1,218 7,950 14,446 1,100 24,714

Barry M. Sando 12,003 7,950 30,450 1,100 51,503

**Stergios
Theologides** 1,578 7,950 104,872 1,100 115,500

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Grants of Plan-Based Awards for 2016

The following table sets forth information concerning awards made to each of the NEOs under the 2011 Plan during 2016.

			(\$)	(\$)	(\$)	(#)	(#)	(#)
<i>mbi</i>								
nce	2/23/2016	2/23/2016	340,000	1,000,000	2,000,000			
	2/23/2016	3/1/2016					61,247	2
	2/23/2016	3/1/2016				30,623	61,247	122,494
nce	2/23/2016	2/23/2016	276,250	812,500	1,625,000			
	2/23/2016	3/1/2016					32,555	1
	2/23/2016	3/1/2016				16,277	32,555	65,110
<i>ulas</i>								
	4/29/2016	4/29/2016	130,050	382,500	765,000			

nce

2/23/2016	3/1/2016		9,129	
2/23/2016	3/1/2016	4,564	9,129	18,258