

TERADATA CORP /DE/
Form DEFR14A
March 02, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

Amendment No. 1

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 Pursuant to Section 240.14a-12

Teradata Corporation

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

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

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

This Amendment No. 1 to Schedule 14A is filed solely to correct a clerical error in the Definitive Proxy Statement filed by Teradata Corporation (the Company) with the Securities and Exchange Commission on March 1, 2017 (the Proxy Statement). After filing the Proxy Statement, the Company discovered that, in the 2016 Summary Compensation Table, Mr. Lund's total compensation (right column) was inadvertently shown as \$9,31,547 rather than the correct \$9,313,547. No other changes are being made in the Proxy Statement.

**NOTICE OF 2017 ANNUAL MEETING
AND PROXY STATEMENT**

Message to Stockholders

March 1, 2017

Dear Fellow Stockholder:

I am pleased to invite you to attend Teradata Corporation's 2017 Annual Meeting of Stockholders on April 19, 2017. The meeting will begin promptly at 8:00 a.m. local time at the Waldorf Astoria Chicago, 11 East Walton Street, Chicago, Illinois 60611.

This proxy statement, which includes a notice of the 2017 annual meeting, tells you more about the agenda and procedures for the meeting. It also describes how our Board of Directors operates and gives information about director candidates and general compensation and corporate governance matters.

Since last year's annual meeting, Teradata continued its business transformation process and took a number of significant actions to increase shareholder value, principally the development and initial implementation of our new strategic direction as announced at our Analyst Day on November 17, 2016. During 2016, Teradata made great strides in developing and implementing key steps of our business transformation, including: refocusing the Company's strategy away from simply selling technology to information technology buyers and toward delivering business value to business users as a trusted advisor; expanding our core data warehouse market opportunity by making it easier for customers to buy our solutions and by providing Teradata data warehousing in the public cloud; and transitioning from perpetual to subscription-based Teradata database licenses, which will result in a more predictable, recurring revenue stream for the company.

In addition, as described on page 37 of this proxy statement, stockholder engagement has always been an important part of Teradata's business practices, and we greatly value the input we receive from our investors. We are in frequent communication with stockholders on a variety of matters, including operations, corporate governance practices and executive compensation and have designed our executive compensation program in a way that addresses the input provided through our stockholder outreach efforts. During 2016, we continued to modify our executive compensation program to address common themes expressed by our investors. These changes connect pay and performance more closely than ever and enhance the alignment of our executive compensation program with your long-term interests.

Our Board of Directors continues to evolve, and we remain committed to ensuring that it includes a highly qualified and diverse group of directors who are well-equipped to oversee the success of Teradata's business and effectively represent your interests. Just recently, we added two directors who bring new technological and business growth expertise to the board. We encourage you to review the qualifications, skills and experience that we have identified as important attributes for each of our directors as described beginning on page 6 of this proxy statement.

Victor Lund, Teradata's new President and Chief Executive Officer, and I look forward to seeing you at the annual meeting. If you plan to attend, please send an email to investor.relations@teradata.com to receive a meeting reservation request form. In addition, you are welcome to share your thoughts or concerns with us on any topic. Communications can be addressed to directors in care of the Corporate Secretary, Laura Nyquist, at 10000 Innovation Drive, Dayton, Ohio 45342 or by email at the address listed above.

Every vote is important. Whether or not you plan to attend the annual meeting, I urge you to authorize your proxy as soon as possible so that your stock may be represented at the meeting.

We value your support and thank you for your commitment to Teradata.

Sincerely,

James M. Ringer
Chairman of the Board

TERADATA CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TIME

8:00 a.m. local time

DATE

Wednesday, April 19, 2017

PLACE

Waldorf Astoria Chicago

11 East Walton Street, Chicago, Illinois 60611

PURPOSE

Elect Ms. Cooper and Messrs. Fishback, Kepler and Stavropoulos to serve as Class I directors for three-year terms expiring at the 2020 annual meeting of stockholders and to hold office until their respective successors are duly elected and qualified;

Advisory (non-binding) vote to approve executive compensation (a "say-on-pay" vote);

Advisory (non-binding) vote on the frequency of say-on-pay votes;

Vote on the ratification of the appointment of our independent registered public accounting firm for 2017; and

Transact such other business as may properly come before the meeting and any adjournment or postponement of the meeting by or at the direction of the Board of Directors.

OTHER IMPORTANT INFORMATION

Record holders of Teradata common stock at the close of business on February 22, 2017, may vote at the meeting.

Your shares cannot be voted unless they are represented by proxy or in person by the record holder at the meeting. Even if you plan to attend the meeting, please submit a proxy to ensure that your shares are represented at the meeting.

INTERNET AVAILABILITY

Important Notice Regarding the Availability of Proxy Materials for the 2017 Annual Meeting of Stockholders to Be Held on April 19, 2017: This notice of the 2017 annual meeting of stockholders and proxy statement, our 2016 annual report, and form of proxy and voting instruction card are available at <http://www.proxyvote.com>.

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By order of the Board of Directors,

Laura Nyquist
General Counsel and Secretary

March 1, 2017

10000 Innovation Drive

Dayton, OH 45342

PROXY STATEMENT

General Information

On behalf of the Board of Directors of Teradata Corporation, a Delaware corporation (Teradata , the Company , we or us), we are requesting your proxy for the 2017 annual meeting of stockholders and any adjournments or postponements that follow. The meeting will be held at 8:00 a.m. local time, on April 19, 2017, at the Waldorf Astoria Chicago, 11 East Walton Street, Chicago, Illinois 60611. At the meeting, we will: (1) consider the election of Ms. Cooper and Messrs. Fishback, Kepler and Stavropoulos as Class I directors for three-year terms expiring in 2020; (2) vote on an advisory (non-binding) basis to approve executive compensation as disclosed in this proxy statement (a say-on-pay vote); (3) vote on an advisory (non-binding) basis to approve the frequency of say-on-pay votes; (4) vote on the ratification of the appointment of our independent registered public accounting firm for 2017; and (5) transact such other business as may properly come before the meeting and any adjournment or postponement thereof.

This proxy statement contains information about the 2017 annual meeting, as well as information regarding the voting process, director elections, our corporate governance programs, and executive and director compensation, among other things. We are furnishing this proxy statement together with our 2016 annual report and form of proxy and voting instruction card (proxy card). Proxy materials for the 2017 annual meeting of stockholders are being made available in printed form on or about March 13, and they will be available online on or about March 14, 2017.

YOUR VOTE IS IMPORTANT!

Whether or not you plan to attend the annual meeting, please vote your shares as soon as possible by phone, Internet, or mail if you are receiving paper proxy materials. By using the Internet or phone voting methods, you help us reduce costs and respect the environment. Both are fast, convenient, and environmentally-friendly.

If you are a stockholder of record (*i.e.*, you directly hold your common stock through an account with our transfer agent, Computershare Investor Services), you can vote your shares using one of the following three methods. If you are a beneficial owner (*i.e.*, you indirectly hold your common stock through a nominee such as a bank or broker), you can vote your shares using the methods provided by your nominee.

VOTE BY INTERNET

<http://www.proxyvote.com>

Use the Internet to transmit your voting instructions and for electronic delivery of information.

VOTE BY PHONE

1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions.

VOTE BY MAIL

Vote Processing, c/o Broadridge,
51 Mercedes Way, Edgewood, NY 11717

If you receive paper proxy materials, mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to the address shown above.

Who may vote at the meeting?

Only stockholders of record may vote at the meeting. A stockholder of record is a stockholder as of the close of business on February 22, 2017, the record date for the meeting. On the record date, there were 130,887,589 shares of common stock outstanding.

How many votes do I have?

For each share of common stock you own, you are entitled to cast one vote on each director candidate submitted for election and to cast one vote on each other matter properly brought before the meeting.

When will I receive my proxy materials?

Proxy materials for the 2017 annual meeting of stockholders are being made available in printed form on or about March 13. They will be available online on or about March 14.

How do I access my proxy materials?

Notice and Access. Proxy materials (including our 2016 annual report, notice of the 2017 annual meeting of stockholders and proxy statement, and proxy card) are being made available via the Internet pursuant to the notice and access rules of the Securities and Exchange Commission (SEC). A Notice of Internet Availability of Proxy Materials (Notice) is being mailed to most of our record and beneficial stockholders. The Notice includes instructions on how to access the proxy materials on the Internet or request printed copies of these materials. To receive future proxy materials by mail or email, follow the instructions included with the Notice. If you previously elected to receive materials via mail or email delivery, you will not receive the Notice, but you will receive your materials via the delivery method you requested.

Electronic Delivery. At their request, many stockholders are receiving an email providing them with links to receive the Notice and Internet access to the proxy materials rather than receiving a printed copy of the Notice or printed proxy materials.

Paper Copies. If you have previously requested paper copies of your proxy materials, or are otherwise required to receive paper copies, you will receive the 2017 proxy materials, including notice of the meeting, in printed form unless you consent to receive these documents electronically in the future.

How do I receive my proxy materials electronically?

If you are a stockholder of record (*i.e.*, you directly own your common stock through an account with our transfer agent, Computershare Investor Services), you can choose to access your Teradata proxy materials electronically and save the cost of producing and mailing a Notice and other documents by following the instructions provided at <http://www.investordelivery.com> or by following the prompt if you choose to authorize your proxy over the Internet. You must provide your sixteen-digit control number listed on your Notice or proxy card to make this election.

Your election to receive proxy materials by electronic access will remain in effect until you revoke your consent at <http://www.proxyvote.com>, or your consent is deemed to be revoked under applicable law. You must provide your sixteen-digit control number to revoke your consent.

If you are a beneficial owner (*i.e.*, you indirectly hold your common stock through a nominee such as a bank or broker), please review the information provided by your nominee for instructions on how to elect to view future proxy statements and annual reports over the Internet.

**Please keep in mind that choosing electronic delivery saves the Company
and its stockholders money and preserves natural resources.**

How do I obtain a separate set of proxy materials?

To save costs, only one set of proxy materials is being printed and mailed to stockholders who have requested printed copies and share an address, unless otherwise requested or required under applicable law. If you have multiple Teradata common stock record accounts and/or share an address with a family member who is a Teradata stockholder and want to receive more than one copy of the Notice and/or proxy materials, you may contact our mailing agent, Broadridge Financial Solutions, at Broadridge Householding Department, 51 Mercedes Way, Edgewood, New York, 11717 (phone: 1-800-542-1061). Broadridge will mail you a separate copy of the proxy materials and will remove you from the householding program within thirty days after receipt of this request.

How can I vote my shares of Teradata stock?

Your vote is important. Your shares can be voted at the annual meeting only if you are a record stockholder and present in person or represented by proxy. Even if you plan to attend the meeting, we urge you to authorize your proxy in advance. You may vote your shares by authorizing a proxy over the Internet or by telephone. In addition, if you received paper copies of the proxy materials by mail, you can also submit a proxy by mail by following the instructions on the proxy card. Voting your shares by authorizing a proxy over the Internet, by telephone or by written proxy card will ensure your representation at the annual meeting regardless of whether you attend in person.

If you are a stockholder of record, please authorize your proxy electronically by going to the <http://www.proxyvote.com> website or by calling the toll-free number (for residents of the United States and Canada) listed on your Notice and proxy card. Please have your Notice or proxy card in hand when going online or calling. If you authorize your proxy via the Internet, you do not need to return your proxy card. If you choose to authorize your proxy by mail, simply mark your proxy card, and then date, sign and return it in the postage-paid envelope provided.

If you hold your shares beneficially through a nominee (such as a bank or broker), you may be able to authorize your proxy by telephone or the Internet as well as by mail. You should follow the instructions you receive from your nominee to vote these shares.

How do I revoke my proxy for the annual meeting?

You may revoke your proxy at any time before it is voted at the meeting by:

properly executing and delivering a later-dated proxy (including a telephone or Internet proxy authorization);

voting by ballot at the meeting; or

sending a written notice of revocation to the inspectors of election in care of our Corporate Secretary at Teradata Corporation, 10000 Innovation Drive, Dayton, Ohio 45342.

What if I want to vote in person at the meeting?

The method by which you vote and authorize your proxy will in no way limit your voting rights if you later decide to vote in person at the meeting. If you beneficially own your shares through a nominee (such as a bank or broker), you must obtain a proxy executed in your favor from your nominee to be able to vote at the meeting.

What are the requirements for ensuring that my shares are voted by proxy at the meeting?

Your shares will be voted at the meeting as directed by the instructions on your proxy card, voting instructions or electronic proxy if (1) you are entitled to vote, (2) your proxy was properly executed or properly exercised electronically, (3) we received your proxy prior to the voting deadlines for the annual

meeting (April 18, 2017 at 11:59 p.m. for record stockholders who do not vote at the meeting, such time as directed by the nominee for beneficial owners, and April 14, 2017 for participants in our 401(k) savings plan), and (4) you did not revoke your proxy prior to or at the meeting.

How do I vote the shares I hold in the Teradata 401(k) savings plan?

If you are a participant in the Teradata 401(k) savings plan, your proxy includes the number of Teradata common stock units (share interests) allocated to your plan account. You may instruct the trustee how to vote the number of share interests allocated to your plan account. The trustee will vote the share interests allocated to your plan account in accordance with your instructions. If you do not vote your share interests in the Teradata 401(k) savings plan, the trustee will vote the unallocated share interests, as well as any allocated share interests held by the plan, in the same proportion as the share interests for which it received timely voting instructions.

What is considered a quorum to conduct the annual meeting?

To have a quorum necessary to conduct business at the meeting, it is necessary to have shares that represent (in person or by proxy) the holders of a majority of our shares of common stock outstanding on the record date, which is the close of business on February 22, 2017. Shares of common stock represented in person or by proxy (including shares that abstain with respect to a particular proposal to be voted upon and broker non-votes) will be counted as present for the purpose of determining whether a quorum exists at the meeting for that proposal. If a quorum is not present, the meeting will be adjourned until a quorum is obtained.

How many votes are required to approve each item?

With respect to Proposal 1 (the election of directors), the affirmative vote of a majority of the voting power present (in person or by proxy) at the meeting and entitled to vote on the election of directors is required to elect each director.

With respect to Proposal 2 (the advisory say-on-pay vote on executive compensation), the affirmative vote of a majority of the voting power present (in person or by proxy) at the meeting and entitled to vote on such question is required to adopt this advisory resolution in accordance with Teradata's bylaws. However, the results of this vote are not binding on the board, whether or not any resolution is passed under this voting standard.

With respect to Proposal 3 (the frequency of the advisory say-on-pay vote on executive compensation), the voting option (*e.g.*, 1 year, 2 years or 3 years), if any, that receives the affirmative vote of a majority of the voting power present (in person or by proxy) at the meeting and entitled to vote on this item of business will be the option adopted by the stockholders in accordance with the voting standard established in Teradata's bylaws. Like the say-on-pay vote, the results of this vote are not binding on the board, whether or not any option is passed under this voting standard.

With respect to Proposal 4 (the ratification of the appointment of the Company's independent auditors), the affirmative vote of a majority of the voting power present (in person or by proxy) at the meeting and entitled to vote on such item of business is required to ratify the appointment.

Abstentions effectively count as votes against the adoption of a proposal and the election of a director. Moreover, if you do not instruct your nominee (such as your bank or broker) how to vote your shares with respect to the election of directors, the advisory vote on executive compensation, and the advisory vote on the frequency of votes on executive compensation, the nominee may not vote on these proposals. However, broker non-votes will have no effect on the outcome of the vote for any proposal or the election of any director. Broker non-votes occur when a nominee returns a properly executed proxy but does not vote on a particular item because the nominee has not received voting instructions from the beneficial owner and, therefore, does not have the authority to vote on a proposal.

How does the Board recommend that I vote my shares?

The Teradata Board of Directors recommends that you vote:

FOR the election of each of the four Class I director nominees, Ms. Cooper and Messrs. Fishback, Kepler and Stavropoulos (see page 6);

FOR the approval, on an advisory basis, of the compensation of our named executive officers as disclosed in this proxy statement (see page 73);

FOR the approval, on an advisory basis, of a frequency of once every year for future advisory say-on-pay votes on executive compensation (see page 75); and

FOR ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2017 (see page 76).

If you submit your proxy without specific voting instructions, your shares represented by that proxy will be voted as recommended by our board. As discussed above, if you hold your shares beneficially through a nominee (such as a bank or a broker) and fail to provide specific voting instructions to that nominee, your shares will not be voted in the election of directors, the advisory say-on-pay vote on executive compensation, or the advisory vote on the frequency of future advisory say-on-pay votes on executive compensation.

What do I need to do if I want to attend the annual meeting?

If you plan to attend the meeting in person, please send an email to us at investor.relations@teradata.com to request a meeting reservation request form. You may attend the meeting if you are a stockholder of record, hold a proxy for a stockholder of record, or are a beneficial owner of our common stock with evidence of ownership. If you are a beneficial owner (*i.e.*, you hold your common stock through a nominee such as a bank or broker), please include evidence of your ownership of common stock with the form (such as an account statement showing you own Teradata common stock as of the record date). If you do not have a reservation for the meeting, you may still attend if we can verify your stock ownership at the meeting.

We will include the results of the votes taken at the meeting, as well as the frequency with which the Company intends to conduct the say-on-pay vote in light of the results of the advisory frequency vote, in a Form 8-K filed with the SEC within four business days after the date of the annual meeting or any adjournment or postponement thereof. You may also find information on how to obtain a transcript of the meeting by writing to our Corporate Secretary at Teradata Corporation, 10000 Innovation Drive, Dayton, Ohio 45342.

ELECTION OF DIRECTORS

(Item 1 on Proxy Card)

The Board of Directors is currently divided into three classes. Directors are elected by stockholders for terms of three years and hold office until their successors are elected and qualified. One of the three classes is elected each year to succeed the directors whose terms are expiring. As of the 2017 annual meeting, the terms for the directors in Classes I, II and III of the Board of Directors expire in 2017, 2018 and 2019, respectively.

Ms. Cooper and Messrs. Fishback, Kepler and Stavropoulos currently are Class I directors whose terms are expiring at the 2017 annual meeting.

For the reasons described below, each of the Class I directors has been nominated by the board for re-election through the 2020 annual meeting of stockholders and until his or her successor is elected and qualified.

Proxies solicited by the board will be voted for the election of the nominees, unless you provide a contrary instruction on your proxy. Each of the nominees has indicated his or her willingness to serve if elected. The board has no reason to believe that these nominees will be unable to serve. However, if one of them should become unavailable, the board may further reduce the size of the board or designate a substitute nominee. If the board designates a substitute, shares represented by proxies will be voted for the substitute nominee.

The Board of Directors recommends that you vote FOR the election

of each of the Class I nominees as a director.

Election of each nominee requires the affirmative vote of a majority of the voting power present (in person or by proxy) at the meeting and entitled to vote on such item. If a nominee does not receive a majority vote, he or she is required to tender their resignation for consideration by the disinterested members of the Board of Directors in accordance with the board's Corporate Governance Guidelines as described on page 19 of this proxy statement. Proxies solicited by the Board of Directors will be voted FOR each nominee, unless you specify otherwise in your proxy.

Director Qualifications

Our Board of Directors currently consists of eleven members who we believe are well-qualified to serve on the board and represent our stockholders' best interests. As described below under the caption "Selection of Nominees for Directors," the board and its Committee on Directors and Governance (the "Governance Committee") select nominees with a view to establishing a Board of Directors that is comprised of members who:

- have extensive business leadership experience,
- bring diverse perspectives to the board,
- are independent and collegial,
- have high ethical standards as well as sound business judgment and acumen, and
- understand and are willing to make the time commitment necessary for the board to effectively fulfill its responsibilities.

We believe that each of the director nominees and other directors bring these qualifications to our Board of Directors. Moreover, they provide our board with a diverse complement of specific business skills, experience and perspectives, including: extensive financial and accounting expertise, public-company board experience, knowledge of the technology and software industries and of Teradata's business, experience with companies with a global presence and growth strategies, and extensive operational and strategic planning experience. In addition, the board believes that each of the director nominees and other directors has demonstrated outstanding achievement in his or her professional career, the willingness to participate actively in board activities and share policy-making and strategic thinking experiences, an ability to articulate independent perspectives, make analytical inquiries and take tough positions that challenge management, and a high degree of personal and professional integrity. The following describes the key qualifications, business skills, experience and perspectives that each of our directors brings to the Board of Directors, in addition to the general qualifications described above and information included in the biographical summaries provided below for each director. Based on all of these qualifications and attributes, the board believes that the directors and nominees have the appropriate set of skills to serve as members of the board.

2017 DIRECTOR NOMINEES

Class I Nominees – Current Terms Expiring in 2017

Director	Key Qualifications and Attributes	Biography
<p>Nancy E. Cooper</p> <p><i>Retired Executive Vice President and Chief Financial Officer of CA Technologies</i></p>	<p>Significant financial expertise</p> <p>Experience as the chief financial officer of a global, publicly-traded company in the software technology industry</p> <p>Strong ethics and compliance focus</p> <p>Audit committee experience</p> <p>Gender diversity</p>	<p>Ms. Cooper, age 63, served as the Executive Vice President and Chief Financial Officer of CA Technologies (CA), an IT management software provider, from August 2006 until her retirement in May 2011. She joined CA in August 2006 with nearly 30 years of finance experience. From 2001 until that time, Ms. Cooper served as Chief Financial Officer for IMS Health Incorporated, the world's leading provider of market intelligence to the pharmaceutical and healthcare industries. Prior to joining IMS Health, she was the Chief Financial Officer of Reciprocal, Inc., a leading digital rights management and consulting firm. In 1998, she served as a partner responsible for finance and administration at General Atlantic Partners, a private equity firm focused on software and services investments. Ms. Cooper began her career at IBM Corporation where she held increasingly important roles over a 22-year period that focused on technology strategy and financial management. She serves as a director of The Mosaic Company, The Guardian Life Insurance Company of America, and Brunswick Corporation. Ms. Cooper joined our board in August 2009.</p>

Director	Key Qualifications and Attributes	Biography
<p>Daniel R. Fishback</p> <p><i>Former President and Chief Executive Officer of DemandTec, Inc.</i></p>	<p>Experience as the chief executive officer of a global, publicly-traded company in the software industry</p> <p>Strong leadership skills and a proven track record driving financial growth and product development</p> <p>High-technology industry expertise</p>	<p>Mr. Fishback, age 55, served as the President and Chief Executive Officer of DemandTec, Inc. from 2001 to 2013. DemandTec is a provider of a cloud-based collaborative optimization network for retailers and consumer products companies that was acquired by IBM Corporation in 2012. From 2000 to 2001, Mr. Fishback served as Vice President of Channels for Ariba, Inc., a provider of solutions to help companies manage their corporate spending. Prior to that, he held sales and executive leadership positions at Trading Dynamics Company and Hyperion Solutions Corporation. Mr. Fishback currently serves on the board of directors for several private technology companies and serves as advisor and consultant to a number of companies, focusing on the application of analytic solutions to solve complex business problems. He joined Teradata's board in January 2017.</p>
<p>David E. Kepler</p> <p><i>Retired Executive Vice President, Chief Sustainability Officer and Chief Information Officer of The Dow Chemical Company</i></p>	<p>Experience as the chief information officer of a complex, global company with additional responsibility for corporate sustainability initiatives, risk management and business services operations</p> <p>Financial expertise</p> <p>Recognized leader in the area of cybersecurity</p>	<p>Mr. Kepler, age 64, served as the Executive Vice President, Chief Sustainability Officer and Chief Information Officer (CIO) of The Dow Chemical Company (Dow) from 2008 until his retirement in December 2014. Mr. Kepler joined Dow in 1975. He was appointed Vice President and CIO of Dow in 1998 and Corporate Vice President in 2001. At Dow, Mr. Kepler assumed responsibility for Business Services in 2004, was appointed Senior Vice President in 2006, with added responsibilities for the company's sustainability initiatives, and appointed Executive Vice President in February 2008. He also serves on the board of directors of TD Bank Group and Autoliv, Inc. Mr. Kepler serves as a trustee of the University of California Berkeley and as a board member of the Michigan Baseball Foundation and previously served on the U.S. National Infrastructure Advisory Council that advises the President on the protection of critical infrastructure and homeland security issues. He joined our board in November 2007.</p>

Director	Key Qualifications and Attributes	Biography
William S. Stavropoulos <i>Chairman Emeritus of the Board of Directors of The Dow Chemical Company</i>	<p>Distinguished career with extensive public-company board experience</p> <p>Leadership experience as a former chief executive officer and chairman of a major, global company</p> <p>Substantial business and strategic acumen</p> <p>In-depth knowledge of the Company</p>	<p>Mr. Stavropoulos, age 77, retired as Chairman of the Board of Dow on April 1, 2006. He had served in such capacity since November 2000. Mr. Stavropoulos was the President and Chief Executive Officer of Dow from 1995 to 2000 and was Chairman of the Board, President and Chief Executive Officer from 2002 to November 2004. He is the lead director of Univar, Inc., a global distributor of commodity and specialty chemicals. In addition, he is on the advisory board for Metalmark Capital LLC, a private equity investment firm, and is a trustee of the Fidelity Equity and High Income Funds. He also serves as a special advisor to Clayton, Dubilier & Rice, Inc., a private equity investment firm. He is the president and founder of the Michigan Baseball Foundation, serves as a trustee of the Rollin M. Gerstaecker Foundation, and serves on the board of Artis Naples. Mr. Stavropoulos served on the boards of Maersk Inc. from July 2002 to 2014 and Tyco International, Inc. from March 2007 until 2013. Mr. Stavropoulos joined our board in September 2007.</p>

Other Directors

Class II – Current Terms Expiring in 2018

Director	Key Qualifications and Attributes	Biography
James M. Ringler <i>Chairman of Teradata Corporation</i>	<p>Experience as the chief executive officer and chairman of the board of publicly-held, global companies</p> <p>Extensive experience on public company boards</p> <p>An in-depth knowledge of the Company's business, strategy and management team</p>	<p>Mr. Ringler, age 71, was named Chairman of the Board of Teradata in September 2007. He previously served as Chairman of the Board of NCR Corporation from July 2005 to September 2007, and served as NCR's President and Interim Chief Executive Officer for approximately 6 months in 2005. He served as Vice Chairman of Illinois Tool Works Inc., a multi-billion dollar diversified manufacturer of highly engineered components and industrial systems, from 1999 until he retired in 2004. Prior to joining Illinois Tool Works, from 1997 to 1999, Mr. Ringler was Chairman of Premark International, Inc. He also served as Premark's Chief Executive Officer from 1995 to 1999 when it merged with Illinois Tool Works. Mr. Ringler serves as a director of Autoliv, Inc., Dow, FMC Technologies, Inc., and John Bean Technologies Corporation and served on the board of Ingredion Incorporated (formerly Corn Products International, Inc.) from 2002 until May 2014. He joined our board in September 2007.</p>

Director	Key Qualifications and Attributes	Biography
<p>Lisa R. Bacus</p> <p><i>Executive Vice President and Global Chief Marketing Officer for Cigna Corporation</i></p>	<p>Deep marketing expertise with focus on strategic planning and data analytics and knowledge of digital marketing strategies</p> <p>Experience as senior executive of large global companies</p> <p>Diverse perspectives given gender and Hispanic heritage</p>	<p>Ms. Bacus, age 52, is the Executive Vice President and Global Chief Marketing Officer of Cigna Corporation, a global health care products and services company. Prior to joining Cigna, Ms. Bacus was the Executive Vice President and Chief Marketer at American Family Insurance Group, a personal and commercial property and casualty insurance company, from February 2011 until May 2013, and its Vice President, Marketing, from 2008 to 2011. Before joining American Family Insurance, she held a number of marketing management positions with increasing responsibility at the Ford Motor Company from 1986 to 2008. She has served on the board of Shoutlet, Inc., a provider of enterprise social media management software, and currently serves on the board of another privately-held company and a number of non-profit boards. Ms. Bacus joined our board in January 2015.</p>
<p>Timothy C.K. Chou</p> <p><i>Retired President of Oracle On Demand, a division of Oracle Corporation</i></p>	<p>Extensive experience with technology companies</p> <p>Recognized as an industry leader in cloud computing, having been featured in various publications including <i>Forbes</i>, <i>Business Week</i>, <i>The Economist</i>, and <i>The New York Times</i> as well as on CNBC and NPR</p> <p>Ethnic diversity</p>	<p>Mr. Chou, age 62, served as President of Oracle On Demand, a division of Oracle Corporation, a multi-billion dollar global provider of enterprise software and computer hardware products and services, from November 1999 until his retirement in January 2005. Prior to that, Mr. Chou served as Chief Operating Officer of Reasoning, Inc., an information technology services firm, and as Vice President, Server Products, of Oracle Corporation. Mr. Chou is a distinguished author and lecturer at Stanford University on cloud computing and he also serves on the board of directors of Blackbaud, Inc. He joined Teradata's board in January 2017.</p>

Director	Key Qualifications and Attributes	Biography
<p>John G. Schwarz</p> <p><i>Co-founder and Chief Executive Officer of Visier Inc.</i></p>	<p>Extensive experience within the software and technology industries as the chief executive officer and director of a global, high-technology company</p> <p>Operational and strategic planning experience leading a business organization that experienced high growth through both acquisitions and organic growth strategies</p> <p>Broad global experience and perspective</p>	<p>Mr. Schwarz, age 66, is the founder and Chief Executive Officer of Visier Inc., a business analytics software firm, a position he has held since April 2010. Previously, he served as Chief Executive Officer of SAP Business Objects, a unit of SAP AG, from 2008 to 2010, during which time he was a member of the executive board of SAP AG and also served on the board of directors of SAP Business Objects. From 2005 until its acquisition by SAP in 2008, he served as Chief Executive Officer of Business Objects S.A., a provider of business intelligence software and services. Mr. Schwarz served as President and Chief Operating Officer of Symantec Corporation, a provider of infrastructure security and storage management software, from 2001 to 2005. From 2000 to 2001, he served as President and Chief Executive Officer of Reciprocal Inc., which provided business-to-business secure e-commerce services for digital content distribution over the Internet. Prior to joining Reciprocal, Mr. Schwarz spent 25 years at IBM with his last position being General Manager of IBM's Industry Solutions unit, a worldwide organization focused on building business applications and related services for IBM's large industry customers. Mr. Schwarz serves as a director of Synopsys, Inc. and Avast Software, and served as a director of SuccessFactors, Inc. from 2010 to 2011. He is also a member of the Dalhousie University Advisory Board. He joined our board in September 2010.</p>

Class III Current Terms Expiring in 2019

Director	Key Qualifications and Attributes	Biography
<p>Cary T. Fu</p> <p><i>Co-founder and retired Chairman and Chief Executive Officer of Benchmark Electronics, Inc.</i></p>	<p>Experience as the chief executive officer and chairman of the board of a publicly-traded global technology company</p> <p>Financial expertise and experience as a chief financial officer and certified public accountant</p> <p>Experience co-founding and leading a high-growth business organization</p> <p>Diverse perspective given Taiwanese heritage and years of experience doing business in Asia</p>	<p>Mr. Fu, age 68, is the co-founder of Benchmark Electronics, Inc. (Benchmark), a publicly-held electronics manufacturing services provider. He served as Chairman of the Board of Benchmark from 2009 until his retirement in December 2012 and had been a director of Benchmark since 1990. In 2011, Mr. Fu retired as Benchmark's Chief Executive Officer, a position he had held since September 2004. Prior to becoming Chief Executive Officer of Benchmark, he served as its President and Chief Operating Officer from May 2001 to September 2004, Executive Vice President from 1992 to 2001, and Executive Vice President, Financial Administration, from 1990 to 1992. He also serves on the board of directors of Littelfuse, Inc., and is a certified public accountant. He joined our board in July 2008.</p>
<p>Michael P. Gianoni</p> <p><i>President and Chief Executive Officer of Blackbaud, Inc.</i></p>	<p>Experience as the president and chief executive officer of a global, publicly-traded technology company</p> <p>Strong operational and leadership skills and business acumen</p> <p>Proven track record driving financial performance improvement</p> <p>Deep software industry knowledge</p>	<p>Mr. Gianoni, age 56, is the President and Chief Executive Officer of Blackbaud, Inc., a provider of software and services specifically designed for nonprofit organizations, a position he has held since joining the company in January 2014. Previously, Mr. Gianoni was the Executive Vice President and Group President, Financial Institutions, at Fiserv, Inc., a global technology provider serving the financial services industry, from January 2010 to December 2013. He joined Fiserv as President of its Investment Services division in 2007, where he was responsible for product, technology, sales, finance, operations, and strategy. From 2006 until its acquisition by Fiserv, Mr. Gianoni was Executive Vice President and General Manager of CheckFree Corporation, a leading provider of financial e-commerce solutions. Prior to that time, he held a number of senior management positions at DST Systems Inc., an information processing and software services company. Mr. Gianoni serves as a director of Blackbaud and joined our board in January 2015.</p>

Director	Key Qualifications and Attributes	Biography
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Victor L. Lund

President and Chief Executive Officer of Teradata Corporation

Service as the President and Chief Executive Officer of the Company with extensive knowledge of, and experience with, the software industry and the Company's operations, strategy and financial position

Significant financial expertise

Experience as the chief financial officer and chief executive officer of a large business with a high-growth model

Extensive public-company board experience, particularly on audit committees

Mr. Lund, age 69, is President and Chief Executive Officer of Teradata. Previously, he served as the non-executive Chairman of the Board of DemandTec from December 2006 until February 2012, and was a member of its board from April 2005 until that time. Mr. Lund served as Chairman of the Board of American Stores from 1995 until its acquisition by Albertson's, Inc. in June 1999, and as Chief Executive Officer of American Stores Company from 1992 until 1999. From 1999 until 2002, he served as Vice Chairman of Albertson's. Prior to joining American Stores in 1977, Mr. Lund was a practicing certified public accountant. He also currently serves on the board of directors of Service Corporation International and has served on a number of publicly-traded company boards, including Del Monte Foods Company from March 2005 until 2011. He joined our board in September 2007.

No family relationship exists among any of the directors, nominees or executive officers. No arrangement or understanding exists between any director, nominee, or executive officer and any other person pursuant to which any director, nominee or executive officer was selected as a director, nominee or executive officer of the Company.

ADDITIONAL INFORMATION CONCERNING THE BOARD OF DIRECTORS

The Board of Directors oversees the overall performance of the Company on your behalf. Members of the board stay informed of our business by actively participating in numerous board and committee meetings, through discussions with the Chief Executive Officer (CEO) and other members of management and staff, and by reviewing other materials and communications provided to them.

Corporate Governance

Our Board of Directors is elected by the stockholders to govern our business and affairs. The board selects the senior management team, which is charged with conducting our business. Having selected the senior management team, the board acts as an advisor to senior management and monitors its performance. The board reviews our strategies, financial objectives, operating plans, major risks, and plans for mitigating such risks. It also plans for management succession of the CEO, as well as other senior management positions, and oversees our compliance efforts.

To support these important duties, the board employs a strong framework of corporate governance practices, including those outlined below: