

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.**

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(Name of Registrant as Specified In Its Charter)

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

Payment of filing fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
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  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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    - (1) Amount previously paid:
    - (2) Form, Schedule or Registration Statement No.:
    - (3) Filing Party:
    - (4) Date Filed:
-







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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**

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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, 3<sup>rd</sup> 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](http://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**

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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, 3<sup>rd</sup> 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](http://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](http://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 | <b>FOR</b>            | 7  |
| 2. | Approval, on an advisory basis, of the compensation of our named executive officers   | <b>FOR</b>            | 13 |
| 3. | Vote, on an advisory basis, on the frequency of future advisory votes on the compensation of our named executive officers   | <b>EVERY ONE YEAR</b> | 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 | <b>FOR</b> | 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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<b>J. David Chatham</b>	66	1989	President and chief executive officer of Chatham Holdings Corporation and the Chatham family of real estate businesses	C
<b>Douglas C. Curling</b>	62	2012	Principal and managing director of New Kent Capital LLC	
<b>John C. Dorman</b>	66	2012	Former chairman of Online Resources Corporation	C
<b>Paul F. Folino (Chairman of the Board)</b>	72	2011	Former executive chairman of the board of directors of Emulex Corporation	
<b>Frank D. Martell <sup>(1)</sup></b>	57	2017	President and Chief Executive Officer of CoreLogic, Inc.	
<b>Thomas C. O'Brien</b>	63	2008	Former chief executive officer and president of Insurance Auto Auctions Inc.	C
<b>Jaynie Miller Studenmund</b>	62	2012	Former chief operating officer of Overture Services, Inc.	
<b>David F. Walker</b>	63	2010	Chairman of the board of directors of Chico's FAS, Inc.	C
<b>Mary Lee Widener</b>	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:

<b>Independent Chairman</b>	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.
<b>Director Overboarding Policy</b>	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.
<b>Annual Board and Committee Evaluations</b>	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.
<b>Director Stock Ownership Guidelines and Equity Grants</b>	All directors receive annual equity grants and must meet equity ownership requirements during their service with us.
<b>Majority Voting Standard for Directors, with Director Resignation Policy</b>	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.
<b>Single Voting Class</b>	We have only one class of voting securities.
<b>10% Threshold for Special Meetings</b>	Stockholders holding 10% of more of our outstanding stock have the right to call a special meeting.
<b>No Poison Pill</b>	We do not have a stockholders rights plan, commonly known as a "poison pill," in place.

The following chart demonstrates our Board meeting cadence:

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

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](http://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:

<b>Audit Fees</b>	\$ 2,861,040	\$ 2,977,369
<b>Audit-Related Fees</b> <sup>(1)</sup>	231,600	596,000
<b>Tax Fees</b> <sup>(2)</sup>	41,057	48,305
<b>All Other Fees</b> <sup>(3)</sup>	16,228	5,638
<b>Total Fees</b>	\$ 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.

<b>T. Rowe Price Associates, Inc.</b> <sup>(1)</sup>	10,308,213	11.0%
<b>The Vanguard Group</b> <sup>(2)</sup>	6,911,533	8.0%
<b>BlackRock, Inc.</b> <sup>(3)</sup>	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*

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

#### *NEOs who are not directors <sup>(1)</sup>*

<b>James Balas</b>	50,162
<b>Barry M. Sando</b>	214,507
<b>Stergios Theologides</b>	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:

<b>J. David Chatham</b>	3,760
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