

CORELOGIC, INC.
Form DEF 14A
March 19, 2019
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under § 240.14a-12

CORELOGIC, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of filing fee (Check the appropriate box):

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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:

- (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:

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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 fee 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:

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March 19, 2019

Dear Fellow Stockholders,

You are cordially invited to attend our annual meeting of stockholders at 2:00 p.m. Pacific Time on Tuesday, April 30, 2019, 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 2018 Annual Report to Stockholders (the "Annual Report") with this proxy statement. We encourage you to read the Annual Report, which 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.

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

Date and Time	Matters to be voted on at the 2019 Annual Meeting of Stockholders
April 30, 2019 2:00 p.m. Pacific Time	1. To elect the eleven persons named in the accompanying proxy statement to serve on our board of directors until the next annual meeting and until their respective successors are duly elected and qualified;
Place	2. To approve, on an advisory basis, the compensation of our named executive officers;
CoreLogic, Inc. 40 Pacifica, Irvine, CA 92618	3. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019; and 4. To transact such other business as may properly come before the meeting or any postponements or adjournments thereof.
Record Date Only stockholders of record at the close of business on March 4, 2019 are entitled to notice of and to vote at the Annual Meeting.	

How to Vote Your Shares

By Internet: Visit the website listed on your proxy card, notice or voting instruction form

By Telephone: Call the phone number listed on your proxy card or voting instruction form

By Mail: Complete, sign, date, and return your proxy card or voting instruction form in the envelope provided

In Person: Attend our Annual Meeting and vote by ballot

Your Vote is Very Important Even if you plan to attend the Annual Meeting, we encourage you to vote via the Internet, by telephone or by mail as soon as possible to ensure that your shares are represented at the Annual Meeting. We look forward to seeing you at the Annual Meeting.

By Order of the Board of Directors,

Arnold A. Pinkston

Chief Legal Officer and

Corporate Secretary

Irvine, California

March 19, 2019

**Important Notice Regarding the Availability of Proxy Materials
for the Annual Meeting of Stockholders to be held on April 30, 2019**

Our Notice of Annual Meeting of Stockholders, Proxy Statement and Annual Report to Stockholders for the year ended December 31, 2018 are available at www.viewproxy.com/corelogic/2019. You are encouraged to access and review all important information contained in our proxy materials before voting.

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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 2019 annual meeting of stockholders (the Annual Meeting), and you should read the entire proxy statement carefully before voting.

ANNUAL MEETING INFORMATION AND STOCKHOLDER VOTING MATTERS

Annual Meeting	Proposal	Board Voting Recommendation
Date & Time April 30, 2019 2:00 p.m. PT	1 Election of the eleven persons named in this proxy statement to serve on our board of directors until the next annual meeting and until their respective successors are duly elected and qualified	FOR each nominee
Place CoreLogic 40 Pacifica Irvine, CA 92618	2 Approval, on an advisory basis, of the compensation of our named executive officers	FOR
Record Date March 4, 2019	3 Ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019	FOR

Mailing Date: This proxy statement and form of proxy are first being sent or made available to our stockholders on or about March 19, 2019.

CORELOGIC AT A GLANCE

We delivered strong operating and financial results in 2018 despite significant US mortgage market headwinds. In the face of these headwinds, we reduced our overall cost structure by more than \$20 million through productivity initiatives and cost management, continued to invest in future growth and productivity initiatives, and completed

targeted acquisitions to enhance our business mix by increasing our non-mortgage and international footprints while driving higher technology platform revenues. We invested in next generation technology capabilities focusing on data structures and visualization, technology platforms, and advanced automation techniques, which we expect will set a foundation for future growth and margin expansion. Finally, we enhanced our infrastructure capabilities as we initiated our migration to the Google Cloud platform.

Notable financial accomplishments in 2018 include:

Significant market outperformance as our 2018 revenues were down 3%, as compared with a 15% estimated drop in overall US mortgage market unit volumes.

Increased adjusted EBITDA by 3% and adjusted EPS by 15%, supported by our productivity and cost initiatives.

Generated \$258 million of free cash flow (FCF) while reinvesting to drive future growth and margin expansion.

Delivered more than \$20 million in cost management and productivity benefits.

Repurchased approximately 3% of our outstanding common shares.

Please see *Appendix A* for a detailed reconciliation of adjusted EBITDA, adjusted EPS and FCF to the most directly comparable financial measures calculated in accordance with generally accepted accounting principles in the United States (GAAP).

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The following graphics and table provide summary information about each director nominee as of the date of this proxy statement. All of the directors possess strength of character, inquiring and independent minds, mature judgment and a deep commitment to our success.

Director	Director Experience and Expertise						Committee Membership			
	Joined	Public	Technology	Real	Financial/	Private	AC	SC	CC	NC
	CLGX	Company		Estate/		Equity/				
	Board	CEO/CFO		Insurance	M&A	Investing				
Paul F. Folino										
Chairman of the Board	2011									
Frank D. Martell	2017									
J. David Chatham	2010*								Chair	
Douglas C. Curling	2012									
John C. Dorman	2012								Chair	

Claudia Fan Munce	2017	
Thomas C. O'Brien	2010*	Chair
Vikrant Raina	2017	
Jaynie Miller Studenmund	2012	
		Chair
David F. Walker	2010	
Mary Lee Widener	2010*	

* Denotes the year that director joined our board of directors (Board) pursuant to the separation from our predecessor, The First American Corporation (FAC), in 2010. Messrs. Chatham and O'Brien joined the predecessor FAC board in 1989 and 2008, respectively, and Ms. Widener joined the predecessor FAC board in 2006.

AC Audit Committee

SC Strategic Planning and Acquisition Committee

CC Compensation Committee

NC Nominating & Corporate Governance Committee

Audit Committee Financial Expert

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CORPORATE GOVERNANCE HIGHLIGHTS

We are committed to sound and effective corporate governance practices that serve the long-term interests of our stockholders. The Board diligently exercises its oversight responsibilities with respect to the Company's business and affairs consistent with the highest principles of business ethics and corporate governance.

Board Independence	Ten of our eleven directors (91%) are independent.
Independent Chairman	The offices of CEO and Chairman of the Board are separate, and our Chairman of the Board is an independent director.
Annual Election of Directors	Our Amended and Restated Bylaws ("Bylaws") mandate that directors be elected annually.
Board Diversity	We have a diverse Board that includes the perspectives of three women, different professional and educational backgrounds, prior experience on other boards of directors, multiple political and social perspectives as well as directors of varying race and national origin.
Board Refreshment	The Board regularly reviews the skills and experience of current and prospective Board members to ensure it is positioned to address changes in the business and the markets in which we operate. In 2017, the Board added Ms. Munce and Mr. Raina to include their unique perspective and experience to the Board.
Active Stockholder Engagement	We actively engage with our stockholders to discuss strategy, operational performance, financial results, corporate governance, compensation programs and related matters.

Majority Voting Standard, with Resignation Policy	Our Bylaws mandate that directors be elected under a majority of votes cast standard in uncontested elections, and each incumbent director has submitted an irrevocable letter of resignation that becomes effective if he or she does not receive a majority of votes cast in accordance with our Corporate Governance Guidelines and the Board determines to accept the resignation.
Director Overboarding Policy	Our Corporate Governance Guidelines provide that our directors may not serve on more than five public company boards (including our Board), and our Audit Committee members may not serve on more than three public company audit committees (including our audit committee) without prior Board approval.
Annual Board and Committee Evaluations	The Board and each of its committees performs an annual evaluation under the direction of the Nominating and Corporate Governance Committee.
Director Stock Ownership Guidelines	All directors receive annual equity grants and must meet equity ownership requirements during their service with us.
Single Voting Class	We have only one class of voting securities.
Stockholder Right to Call Special Meetings	Stockholders holding 10% of more of our outstanding stock have the right to call a special meeting of stockholders.
Stockholder Right to Act by Written Consent	Stockholders may act by written consent on matters that could otherwise be acted upon at a meeting of stockholders.

No Poison Pill

We do not have a stockholder rights plan, commonly known as a poison pill, in place.

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STOCKHOLDER ENGAGEMENT PROGRAM

The Board and executive management are committed to engaging with our stockholders. Throughout the year, executive management proactively and consistently meets with current and prospective stockholders to discuss our strategic priorities, operational performance, and financial results. Also, through these discussions or separate outreach efforts, we seek to engage our top stockholders to solicit feedback on corporate governance, our compensation program, and related matters. In 2018, we conducted such outreach to our top stockholders representing a majority of our outstanding shares; these stockholders did not express concerns over our corporate governance practices or compensation program design.

EXECUTIVE COMPENSATION

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 rigorous financial goals and strategic objectives that may not yield current-period financial results but are expected to position us for enhanced results in future periods;

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

motivate and reward appropriate risk-taking to grow the business; and

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

We aligned annual incentives to rigorous financial targets. The Company's underlying pay-for-performance approach is intended to reward management appropriately in light of below- and above-expected performance results through use of a weighted combination of three performance metrics: revenue, adjusted EBITDA, and FCF.

We assessed and rewarded our most significant strategic accomplishments. Our decisions on ICP awards took into consideration a number of key accomplishments in 2018 across our three strategic areas of focus: growth and innovation, operational excellence, and high performing organization.

We did not make across-the-board increases in base salaries for the 6th consecutive year. Notwithstanding strong results, consistent with our practices in recent years, our Compensation Committee did not increase NEO base salaries for market trends. The Compensation Committee adjusted Mr. Martell's salary in recognition of his strong leadership and management of the business through a challenging US mortgage market environment. Our Compensation Committee also adjusted the salary for Mr. Balas in recognition of his continued strong leadership in his CFO role. The new salaries for Mr. Martell and Mr. Balas move each of them to more competitive pay levels.

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What We Do

Review total compensation relative to the median of a Peer Group of industry-aligned companies with similar executive talent needs

Tie annual incentives to achievement of multiple rigorous 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

Cap performance-based vesting of performance shares at 150% of target if 3-year TSR ranks below 55th percentile

Require achievement of threshold adjusted net income level to be eligible to vest in RSU awards

Maintain robust stock ownership guidelines and require covered executives to retain 50% of net after-tax shares earned until the guidelines are met

Maintain a claw-back policy for incentive payments