

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

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under § 240.14a-12

CORELOGIC, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of filing fee (Check the appropriate box):

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

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Powering the Global Real Estate Economy

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

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

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

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March 18, 2016

Dear Fellow Stockholders,

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

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

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

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

Thank you very much for your continued interest in CoreLogic.

Paul F. Folino

Anand Nallathambi

Chairman of the Board

President and Chief Executive Officer

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

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

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

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

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

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

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

Registered stockholders. You may authorize your proxy:

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

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

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

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

Stergios Theologides

Senior Vice President, General Counsel
and Secretary

Irvine, California
March 18, 2016

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PROXY STATEMENT
Solicitation of Proxies by the Board of Directors

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

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

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

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

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

Registered stockholders. You may authorize your proxy:

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

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

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

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

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

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PROXY STATEMENT SUMMARY

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

Annual Meeting Information

2:00 pm (Pacific time) on	Executive Offices of CoreLogic, Inc.
April 27, 2016	40 Pacifica
Doors open at 1:45 p.m. Pacific time	Irvine, CA 92618

INTERNET

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

PHONE

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

MAIL

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

IN PERSON

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

Annual Meeting Agenda and Voting Recommendations

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

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

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Highlights of 2015 Company Performance

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

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

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

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

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

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

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

C Chair

AC Audit Committee

Audit Committee Financial Expert

ASPC Acquisition and Strategic Planning Committee

CC Compensation Committee

NCGC Nominating and Corporate Governance Committee

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Corporate Governance Highlights

Board Composition

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

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

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

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Governance Practices

The following table summarizes our good governance practices.

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

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PROPOSAL 1. Election of Directors

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

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

Voting Standard

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

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

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

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Nominees

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

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

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

Biographical Descriptions

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

Acquisition and Strategic Planning

furniture, consumer electronics, computers, appliances and home accessories

Nominating and Corporate Governance

Career Highlights

Prior Board Service

New Kent Capital LLC, family-run investment business

ChoicePoint Inc.
(2000-2008)

Principal and Managing Director (2010-present)

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

Principal (2010-present)

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

President (2002-2008)

Chief Operating Officer (1999-2008)

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

Equifax, Inc., credit bureau

Various financial roles (1989-1997)

Qualifications

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

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John C. Dorman	65	2012	Board Committees	Private Boards
			Audit	<i>DeepDyve, Inc.</i> , an online rental service for scientific and scholarly research
			Acquisition and Strategic Planning (chair)	<i>loanDepot, LLC</i> , a national non-bank lender serving consumers
			Career Highlights	Prior Board Service
			<i>Online Resources Corporation</i> , a developer and supplier of electronic payment services, acquired by ACI Worldwide, Inc.	<i>Online Resources Corporation</i> (2009-2013)
			Co-chairman (January 2010-June 2010)	<i>Digital Insight Corporation</i> , (1998-2007)
			Interim chief executive officer (April 2010-June 2010)	<i>Treasury Services Corporation</i> (1983-1997)
			<i>Digital Insight Corporation</i> , 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)	
			<i>Oracle Corporation</i> , a provider of products and services addressing all aspects of corporate information technology	
			Senior Vice President of the Global Financial Services Division (1997-1998)	
			<i>Treasury Services Corporation</i> , a provider of modeling and analysis software for financial institutions	

Chief Executive Officer (1983-1997)

Qualifications

Mr. Dorman's prior experience as chief executive officer of a technology service provider during a period of rapid growth and expansion, and his current and prior board experience, enables him to provide insights into our operational, technology and growth strategies.

**Paul F. Folino
(Chairman of the
Board)**

71

2011

Board Committees

Audit

Acquisition and Strategic Planning

Compensation

Nominating and Corporate Governance

Career Highlights

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

Executive Chairman (2006-2011)

Chairman (2002-2006)

Chief Executive Officer (1993-2002)

Qualifications

Mr. Folino brings significant expertise regarding information technology and intellectual property. With his extensive experience as a director of publicly-traded companies and strong executive background, Mr. Folino provides valued input on a variety of leadership, strategy, corporate governance and organizational matters.

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 (1993-2011)

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Anand Nallathambi	54	2010	<i>Board Committees</i>	<i>Prior Board Service</i>
			Acquisition and Strategic Planning	
			<i>Career Highlights</i>	<i>FADV</i> (2007-2009)
			<i>CoreLogic, Inc.</i>	
			President and Chief Executive Officer (2010-present)	
			President and Chief Operating Officer of the information solutions group of our predecessor, The First American Corporation ("FAC") (2009 until the spin-off of our financial services business, First American Financial Corporation, in June 2010 (the "Separation"))	
			<i>FADV</i>	
			Chief Executive Officer (2007-2009)	
			President (2005-2007)	
			<i>FAC</i> (1996-1998)	
			President, Credit Information Group	
			President, First American Appraisal Services	
			<i>Qualifications</i>	

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Mr. Nallathambi has worked with us in various capacities for nearly 25 years and brings unique insight into our management practices. He has a deep understanding of our history and culture. Respected for his vision in the consumer data industry and his leadership as former chairman of the Consumer Data Industry Association, Mr. Nallathambi's strategic perspectives on combining property and consumer information have helped drive our innovative product development initiatives. Additionally, Mr. Nallathambi's position as our President and Chief Executive Officer gives him in-depth knowledge of our operations, strategy, financial condition and competitive position, as well as extensive experience with our technology, design and product execution.

**Thomas C.
O'Brien**

62

2008

Board Committees

Compensation

Nominating and Corporate Governance (chair)

Career Highlights

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

Chief Executive Officer (2000-2014)

Qualifications

As a result of his experience as a chief executive officer, Mr. O'Brien provides valued insight into corporate governance and our management practices, in particular with respect to the relationship between performance and compensation.

Public Boards

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

Prior Board Service

Insurance Auto Auctions Inc.
(2000-2014)

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

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**Jaynie Miller
Studenmund**

61

2012

Board Committees

Compensation

Career Highlights

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

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)

Qualifications

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

Public Boards

LifeLock, Inc., an identity theft protection company

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

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

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

MarketTools, Inc., provider of software and services for

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seasoned director, having guided the growth and development of several technology and internet companies, including aQuantive, a digital marketing and ad serving company, and MarketTools, a market research and analytics company.

enterprise feedback management and market research (2010-2012)

David F. Walker

62 2010

Board Committees

Audit (chair)

Acquisition and Strategic Planning

Career Highlights

Chairman of the Board, Chico's FAS, Inc.

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)

Qualifications

Mr. Walker's extensive experience in public accounting as a CPA and certified fraud examiner 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.

Public Boards

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

CommVault Systems, Inc., a data management 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)

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Mary Lee Widener	77	2006	Board Committees	Prior Board Service
			Audit	<i>The PMI Group, Inc.</i> , a private mortgage insurer (1995-2013)
			Career Highlights	<i>Federal Home Loan Bank of San Francisco</i> (chairman), a cooperative, wholesale bank helping to meet community credit needs (1994-2004)
			<i>Neighborhood Housing Services of America, Inc.</i> , a non-profit housing agency	
			President and Chief Executive Officer (1974-2009)	
			<i>Community investment consultant</i> , 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	
			Qualifications	
			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 and 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.	

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

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, the Board believes that our long-term success depends in large measure on the talents of our employees. Our executive compensation program is based on pay for performance. We believe that our executive compensation programs have provided effective incentives for strong results by appropriately aligning pay and performance. Other aspects of our philosophy include:

attracting, motivating and retaining highly-qualified executive officers critical to our long-term success;

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

rewarding 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;

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

motivating and rewarding appropriate but not excessive risk-taking to grow the business; and

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

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Review total compensation relative to market median of our compensation peer group

Tie annual incentive awards to achievement of multiple targeted stretch financial and operating goals

Tie 50% of long-term compensation to achievement of stretch EPS targets and total stockholder return (TSR) relative to our peers

Maintain robust stock ownership guidelines

Maintain a clawback policy to recapture unearned 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

Employ a 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

Incentivize participants to take excessive risks

Award discretionary bonuses to our executive officers

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

Provide excessive perquisites

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

Allow for repricing of stock options without stockholder approval

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

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Our 2015 compensation outcomes demonstrate our commitment to aligning pay and performance across the compensation spectrum, as outlined in the chart below.

Limited increases since 2011, generally provided when role expands	Provided targeted pay increases for Messrs. Sando and Theologides reflecting expanded responsibilities and market adjustments after years of no increases
75% of ICP earned based on financial results to target, equally weighted between revenue, adjusted EBITDA, and free cash flow	Exceeded goals for all metrics, including performance well above target levels for free cash flow
25% of ICP based on assessment of performance on individual and team strategic objectives	Strategic objective results varied by individual, with three of our four executive officers receiving ICP payouts in line with the Company's financial performance, and with the Senior Executive Vice President, Group Executive, RMW receiving a reduced award due to achievement of below target results in some lines of business which he managed
No bonus paid for results below 80% of target; maximum award capped at 200% of target award for 120% of target performance	CEO bonus funding was 148% of target, reflecting strong financial and strategic performance during a year of market headwinds
Pay for sustained performance	Results were below the targeted EPS levels for the 2013-2015 PBR SU cycle; less than 50% of targeted awards were earned
Most heavily weighted element of executive compensation program	Strong 2015 EPS performance allowed for above targeted shares to be banked for the 2014 and 2015 grant cycles
50% of annual award is granted in the form of performance-based restricted stock units (PBR SUs) with adjusted EPS and relative TSR measures	Below top quartile peer group TSR results reduced the number of shares banked below maximum for the 2015-2017 cycle
3-year performance period for each annual PBR SU grant	
50% of annual award is granted in time-vested RSUs, which provides stockholder alignment and retention value	

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. However, the Compensation Committee, which is responsible for designing and administering our executive

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compensation program, values the opinions expressed by stockholders in their vote on this proposal and 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. It is expected that we will include an advisory vote on executive compensation on an annual basis at least until the next stockholder advisory vote on the frequency of such votes.

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. Ratification of the Selection of the Independent Auditor

The Audit Committee of the Board of Directors (the "Audit Committee") has selected PricewaterhouseCoopers LLP ("PwC") to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2016. PwC has audited the historical consolidated financial statements of our Company or its predecessor, The First American Corporation, for all annual periods since 1954. 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, 2016 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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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-Corporate Governance-Highlights" on the Company's website at www.corelogic.com.

The Audit Committee reviews the Company's accounting policies and financial reporting and disclosure practices, system of internal controls, internal audit process and the process for monitoring compliance with laws, regulations and corporate policies. The Audit Committee has reviewed the Company's audited consolidated financial statements and discussed them with management, although the Audit Committee members are not auditors or certifiers of the Company's financial statements.

The Audit Committee has discussed with PwC, the Company's independent registered public accounting firm, 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, 2015 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**Principal Accounting Fees and Services**

The aggregate fees billed for each of the last two fiscal years for professional services rendered by PwC, our principal independent registered public accounting firm, in the four categories of service set forth in the table below are as follows:

Audit Fees	2,977,369	\$ 2,867,599
Audit-Related Fees ⁽¹⁾	596,000	75,470
Tax Fees ⁽²⁾	48,305	42,107
All Other Fees ⁽³⁾	5,638	6,200
Total Fees	\$ 3,627,312	2,991,376

(1)

These fees were incurred primarily for services provided for Regulation AB audits during 2015 and 2014, financial due diligence procedures related to acquisitions and estimated SOC-1 fees during 2015.

(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 XBRL tagging of foreign financial reports.

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

The Audit Committee's policy is to pre-approve all engagements of our independent registered public accounting firm for audit and nonaudit services. The Audit Committee's pre-approval policy identifies specific services and assigns pre-approved spending thresholds for each group of nonaudit 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.

All services provided by PwC during the fiscal years ended December 31, 2015 and 2014 were pre-approved by the Audit Committee or its designee.

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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 March 1, 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. The information regarding beneficial owners of 5% or more of our shares of common stock is based solely on public filings made by such owners with the SEC.

T. Rowe Price Associates, Inc. ⁽¹⁾	9,873,586	11.2%
The Vanguard Group ⁽²⁾	6,089,206	6.9%
BlackRock, Inc. ⁽³⁾	5,966,547	6.8%
The Bank of New York Mellon Corporation ⁽⁴⁾	4,635,418	5.3%

(1)

According to a Schedule 13G/A filed February 10, 2016, as of December 31, 2015, 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 3,013,445 shares and sole dispositive power with respect to 9,873,586 shares. The Schedule 13G/A also reports that T. Rowe Price Mid-Cap Growth Fund, Inc. beneficially owns and has sole voting power with respect to 5,000,000 shares representing 5.7% of our outstanding shares of common stock as of March 1, 2016. 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, 2016, as of December 31, 2015, 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 58,934 shares and VIA is the beneficial owner of 10,600 shares. The Vanguard Group is a registered investment adviser and has sole voting power with respect to 64,434 shares, sole dispositive power with respect to 6,025,172 shares, shared dispositive power with respect to 64,034 shares and shared voting power

with respect to 5,100 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 26, 2016, as of December 31, 2015, BlackRock, Inc. is a parent holding company with sole voting power with respect to 5,645,531 shares and sole dispositive power with respect to 5,966,547 shares, reporting on behalf of certain related subsidiaries. The address of the principal business office of the reporting entity is 40 East 52nd Street, New York, New York 10055.

(4)

According to a Schedule 13G filed January 26, 2016, as of December 31, 2015, The Bank of New York Mellon Corporation ("BONY") is a parent holding company with sole voting power with respect to 4,329,071 shares, sole dispositive power with respect to 4,443,772 shares, shared dispositive power with respect to 78,610 shares and shared voting power with respect to 1,175 shares, reporting on behalf of certain related subsidiaries. The address of the principal business office of the reporting entity is 225 Liberty Street, New York, New York 10286.

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 1, 2016 by:

each director;

each executive officer named in the "Summary Compensation Table" (each, a "NEO"); and

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all directors and current executive officers as a group.

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 1, 2016 are treated as outstanding in determining the amount and percentage beneficially owned by a person or entity.

Directors

J. David Chatham	36,683	
Douglas C. Curling	36,773	
John C. Dorman	26,773	
Paul F. Folino	10,712	
Anand Nallathambi	1,150,932	1.3%
Thomas C. O'Brien	17,918	
Jaynie Miller Studenmund	24,671	
David F. Walker	34,355	
Mary Lee Widener	10,454	

NEOs who are not directors

Frank D. Martell	379,189	
Barry M. Sando	343,637	
Stergios Theologides	134,207	
<i>All directors and current executive officers as a group (12 persons)</i>	2,206,303	2.5%

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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 1, 2016 in the amounts set forth below:

J. David Chatham	3,402	
Douglas C. Curling	3,402	
John C. Dorman	3,402	
Paul F. Folino	3,402	
Anand Nallathambi	742,302	
Thomas C. O'Brien	3,402	
Jaynie Miller Studenmund	3,402	
David F. Walker	3,402	
Mary Lee Widener	3,402	
Frank D. Martell	243,315	
Barry M. Sando	199,238	
Stergios Theologides	109,627	
<i>All directors and current executive officers as a group (12 persons)</i>	1,321,698	1.5%

Securities Authorized for Issuance under Equity Compensation Plans

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

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The following table sets forth, for each of our equity compensation plans, the number of shares of common stock subject to outstanding awards, the weighted-average exercise price of outstanding options, and the number of shares remaining available for future award grants as of December 31, 2015.

Equity compensation plans approved by stockholders	3,819,476 ⁽²⁾⁽³⁾	\$20.79 ⁽³⁾	12,298,481 ⁽⁴⁾
Equity compensation plans not approved by stockholders	163,189 ⁽⁵⁾	\$22.38	N/A
Total	3,982,665	\$20.95	12,298,481

(1)

On June 1, 2010 in connection with spinning off the businesses now known as First American Financial Corporation, all outstanding stock options and unvested RSUs granted to our employees prior to the Separation were adjusted in a manner designed to preserve the intrinsic value of the outstanding stock options and unvested RSUs.

(2)

Of these shares, 937,306 were subject to options then outstanding under the 2011 Plan, 2,312,073 (which currently count as 5,854,590 under the 2011 Plan (3.3 shares for each share issued in respect of awards granted prior to July 29, 2014 and 2 shares for each share issued in respect of awards granted thereafter)) were subject to stock unit awards then outstanding under the 2011 Plan, 569,390 were subject to options then outstanding under the 2006 Plan and 707 were subject to stock unit awards then outstanding under the 2006 Plan. Of the 2,312,780 shares subject to stock unit awards under the plans as described above, 775,778 shares are subject to performance-based awards assuming that the maximum level of performance with respect to such awards is achieved. Note that the actual number of shares to be issued with respect to these performance-based awards will vary depending on the applicable level of performance achieved, with such number ranging from zero to the maximum level indicated above. This amount does not include those shares that were subject to options then outstanding under the First Advantage 2003 Incentive Compensation Plan, which were assumed by us in connection with our acquisition of FADV in November 2009. As of December 31, 2015, these assumed options covered 154,325 shares of our common stock and had a weighted-average exercise price per share 25.44. Our authority to grant new awards under the 2006 Plan terminated on May 19, 2011.

(3)

This weighted-average exercise price does not reflect the shares that will be issued upon the payment of outstanding restricted stock units and is calculated solely with respect to outstanding unexercised stock options.

- (4) Represents 10,787,183 shares available for future issuance under the 2011 Plan, and 1,511,298 shares available for future issuance under the 2012 ESPP. Shares available under the 2011 Plan may be used for any type of award authorized in that plan (subject to certain limitations of the plan) including stock options, stock appreciation rights, stock units, restricted stock, performance-based awards, stock bonuses and other awards payable in shares of Company common stock.
- (5) Consists of an inducement award of stock options issued outside of our existing plans. These stock options were granted to Frank McMahon, the former chief executive officer of the information solutions group, pursuant to the terms of his employment agreement and are fully vested. The stock options have a remaining maximum contractual term of less than six months.

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CORPORATE GOVERNANCE AND BOARD MATTERS

Committees of the Board of Directors

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

During 2015, each member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee was determined by the Board to be independent, as defined in the corporate governance rules of the NYSE for listed companies and in accordance with the categorical standards of independence included in our Corporate Governance Guidelines as discussed below. The Board further determined that each member of the Audit Committee and the Compensation Committee met the additional independence standards applicable to those committees. Please see the section entitled "Independence of Directors" below for more information.

Audit Committee

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

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

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

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

reviewing internal auditing procedures and results;

selecting our independent registered public accounting firm;

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

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

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

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

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

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During 2015, our Audit Committee met six times. The Audit Committee's charter is posted on the Investors section of our web site under Corporate Governance Highlights at www.corelogic.com.

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

Compensation Committee

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

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

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

establishing and reviewing our compensation philosophy;

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

establishing our compensation policies and procedures with respect to our executive officers, including bonus awards, monitoring our incentive and equity compensation plans and making recommendations to the Board regarding director compensation;

monitoring compliance with the rules and guidelines of our Company's equity-based plans;

reviewing and monitoring our employee retirement and benefit plans; and

reviewing the Compensation Discussion and Analysis contained in our proxy statement and preparing the Compensation Committee Report for inclusion in our proxy statement.

During 2015, the Compensation Committee met nine times. The Compensation Committee's charter is posted on the Investors section of our website under Corporate Governance Highlights at www.corelogic.com.

The Compensation Committee has the authority to delegate responsibilities to a subcommittee of one or more members of the Compensation Committee, who must regularly report on their activities to the Compensation Committee as a whole. In March 2015, the Board created a talent development subcommittee of the Compensation Committee to aid the Compensation Committee in fulfilling its responsibility for oversight of development and succession planning for key executives. Ms. Studenmund is the sole committee member. From January through June of 2015, the Compensation Committee retained Steven Hall & Partners ("Steven Hall") as its independent compensation consultant to advise on the

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compensation of our executive officers and directors. From July through December of 2015, Pay Governance LLC ("Pay Governance") was retained as the Compensation Committee's independent compensation consultant. The Compensation Committee also seeks input from our Chief Executive Officer, Chief Operating and Financial Officer, Senior Vice President, Human Resources and General Counsel when making decisions regarding compensation matters. During 2015, Steven Hall attended four Compensation Committee meetings and Pay Governance attended three Compensation Committee meetings.

During 2015, Steven Hall provided:

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

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

a review of director compensation;

analysis of survey data; and

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

During 2015, Pay Governance provided:

review and advice on the Company's peer group for 2016 compensation for executive compensation comparison purposes;

review of director compensation for 2016;

analysis of survey data; and

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

Neither Steven Hall nor Pay Governance performed any services for us and the Compensation Committee does not believe that the services performed by either Steven Hall or Pay Governance raised any conflict of interest. The Compensation Committee regularly evaluates the services provided by its independent compensation consultant.

In addition, the Company has engaged Mercer LLC ("Mercer") to provide certain compensation-related services on behalf of the Company and management. In 2015, Mercer assisted us with the selection of a peer group of companies, advised on industry best practices and emerging trends in executive compensation, prepared pay survey data, made recommendations on the structuring of compensation programs and advised on our public disclosures regarding executive compensation. In connection with its engagement, Mercer did not attend any meetings of the Compensation Committee in 2015. Mercer performed no services for the Compensation Committee.

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

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non-employee director compensation is included in the section entitled "2015 Director Compensation Table" below.

Nominating and Corporate Governance Committee

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

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

identifying individuals qualified to become directors of our Company;

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

overseeing the evaluation of the Board; and

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

The Nominating and Corporate Governance Committee held three meetings during 2015. The Nominating and Corporate Governance Committee's charter is posted on the Investors section of our web site under Corporate Governance Highlights at www.corelogic.com.

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

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

We do not have a formal policy for the consideration of diversity in identifying nominees for director. However, the Nominating and Corporate Governance Committee recognizes the benefits associated with a

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diverse board and, as indicated above, considers diversity as a factor when identifying and evaluating candidates for membership on our Board. The Nominating and Corporate Governance Committee utilizes a broad conception of diversity, including professional and educational background, prior experience on other boards of directors (both public and private), political and social perspectives as well as race, gender and national origin. Utilizing these factors, and the factors described above, the Nominating and Corporate Governance Committee makes recommendations, as it deems appropriate, regarding the composition and size of the Board. The priorities and emphasis of the Nominating and Corporate Governance Committee and of the Board may change from time to time to take into account changes in business and other trends and the portfolio of skills and experience of current and prospective Board members.

Acquisition and Strategic Planning Committee

The current members of the Acquisition and Strategic Planning Committee are Messrs. Dorman (Chairman), Curling, Folino, Nallathambi and Walker. The Acquisition and Strategic Planning Committee has the authority to (i) oversee and approve certain investment, merger, acquisition and divestiture transactions proposed by our management which are below a certain size and which do not involve our equity and (ii) provide counsel to management's development of longer-term business and product strategies. The Acquisition and Strategic Planning Committee held one meeting during 2015. In March 2015, the Board created an insurance strategy subcommittee focused on overseeing our strategic plans in the insurance vertical. Mr. Curling is the sole member of this subcommittee and provides reports to the Acquisition and Strategic Planning Committee.

Independence of Directors

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

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

Board Leadership Structure; Meetings of Independent Directors

The offices of Chief Executive Officer and Chairman are separate. Mr. Folino has served as Chairman of our Board since July 2014. Our Board believes that the separation of the offices of Chairman and Chief Executive Officer continues to be appropriate as it allows our Chief Executive Officer to focus primarily on his management responsibilities and the Chairman to oversee and manage the Board and its functions. Having an independent Chairman promotes the independence of our Board and provides appropriate oversight of management and ensures free and open discussion and communication among the non-management members of our Board. In 2015, the non-management directors met five times in executive session without management present. The Chairman chairs and coordinates the agenda for these executive sessions of the non-management directors.

Our Corporate Governance Guidelines provide that the Board shall annually elect a lead director by a majority vote of the independent directors unless the Chairperson of the Board is an independent director.

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in which case the Chairperson of the Board will perform the functions of a lead director and no lead director shall be elected. Mr. Folino, an independent director, is the Chairman and, as a result, we do not currently have a lead director.

Risk Oversight

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

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

having responsibility for the internal audit function, with that function reporting directly to the Audit Committee;

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

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

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

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

In performing these functions, the Audit Committee regularly receives reports from management (including the Chief Executive Officer, the Chief Operating and Financial Officer, the Controller, the General Counsel and the Chief Compliance Officer) and internal auditors regarding our enterprise risk management program, compliance program, information security and business continuity programs, extraordinary claims and losses, and significant litigation.

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

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Board Meetings and Attendance

Our Board held seven meetings during 2015. Each director attended 75% or more of the total number of meetings of the Board and meetings of the committees (if any) on which the director served during his or her respective tenure on the Board. From time to time, our Board also acts by unanimous written consent as permitted by our Bylaws and the Delaware General Corporation Law.

Code of Ethics

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

Corporate Governance Guidelines

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

Director Overboarding Policy

Our Corporate Governance Guidelines provide that our directors may not serve on more than five public company boards (including our Board), and our Audit Committee members may not serve on more than three audit committees (including our Audit Committee) without prior Board approval. In each case, in determining whether to grant such approval, the Board will consider the director's ability to devote sufficient time to the activities of the Board and/or Audit Committee and the director's qualifications and contribution or potential contribution to the Board and/or Audit Committee. All of our directors are in compliance with the overboarding policy.

Board and Committee Evaluations

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

Director Attendance at Annual Meetings

We encourage our directors to attend the annual meetings of our stockholders, either in person or telephonically. Eight of our nine directors nominated for election in 2016 attended the 2015 annual meeting.

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Communicating with Directors

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

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

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

Transactions with Management and Others

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

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

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

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

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

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

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

transactions involving indebtedness between us and a beneficial owner of more than 5% of our common stock or an immediate family member of such beneficial owner, provided that the

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beneficial owner or family member is not an executive officer, director or director nominee of ours or an immediate family member thereof.

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

BlackRock, Inc. beneficially owns greater than 5% of our common stock and is therefore a related party. During 2015, BlackRock, Inc. or its affiliates purchased approximately \$427,000 of data, analytics and other Company products. These transactions occurred pursuant to contracts entered into on an arm's-length basis and were ratified by the Nominating and Corporate Governance Committee in accordance with our related party transactions policy.

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EXECUTIVE OFFICERS

The following provides information regarding our current executive officers. Our officers are appointed annually by the Board.

<p>Anand Nallathambi President and Chief Executive Officer</p>	<p>Biography is set forth under the heading Proposal 1 - Election of Directors above.</p>	<p>54</p>
<p>Frank D. Martell Chief Operating and Financial Officer</p>	<p><i>CoreLogic, Inc.</i></p> <p>Chief Operating and Financial Officer (2014-present)</p> <p>Chief Financial Officer (2011-2014)</p> <p><i>Western Institutional Review Board</i></p> <p>A leading provider of review, approval and oversight for clinical research studies involving human subjects</p> <p>President and Chief Executive Officer (2010-2011)</p> <p><i>Advantage Sales and Marketing</i></p> <p>A retail merchandising and marketing services company</p> <p>Chief Financial Officer (2009-2010)</p> <p><i>Information Services Group, Inc.</i></p> <p>A technology insight, market intelligence and advisory services company</p>	<p><i>Private Board Service</i></p> <p>56</p> <p><i>BV Investment Partners L.P.</i>, a leading, middle-market private equity buyout firm</p> <p><i>Bank of the West</i>, a regional financial services company</p> <p><i>Prior Board Service</i></p> <p><i>Western Institutional Review Board</i> (2010-2011)</p>

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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)

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<p>Barry M. Sando Senior Executive Vice President, Group Executive Risk Management and Workflow</p>	<p>CoreLogic, Inc.</p> <p>Senior Executive Vice President, Group Executive Risk Management and Workflow (2014-present)</p> <p>Group Executive and Executive Vice President, mortgage origination services, default services and business and information services segments (2010-2014)</p> <p>FAC</p> <p>President, information and outsourcing solutions business segment (1997-2010)</p> <p>Flood zone certification subsidiary President (1997) Executive Vice President (1995-1997)</p> <p>Tax service subsidiary (1991-1995)</p>	<p>56</p>
<p>Stergios Theologides Senior Vice President, General Counsel and Secretary</p>	<p>CoreLogic, Inc.</p> <p>Senior Vice President, General Counsel and Secretary (2010-present)</p> <p>FAC</p> <p>Senior Vice President and General Counsel, Information Solutions Group (2009-2010)</p> <p>Morgan Stanley</p>	<p>Prior Council and Industry Association Service</p> <p>49</p> <p>Federal Reserve Board's Consumer Advisory Council</p>

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

New Century Financial Corporation

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

O'Melveny & Myers LLP

Corporate and securities practice (1992-1996)

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COMPENSATION DISCUSSION & ANALYSIS

Our Compensation Discussion and Analysis ("CD&A") describes the Compensation Committee's (for purposes of the CD&A, the "Committee's") compensation philosophy, objectives, policies and decisions for our four executive officers listed below (our "NEOs"). This discussion and analysis of the compensation program for our NEOs should be read in conjunction with the tables and text contained elsewhere in this proxy statement that describe the compensation awarded to, earned by or paid to the NEOs in 2015.

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

Executive Summary Business Highlights

2015 was a year of significant transformation for CoreLogic. Key achievements included:

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

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

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

enhancement of operating segmentation and reporting in support of our continued scaling; and

completion of our multi-year data center migration to a private dedicated cloud computing environment hosted by Dell.

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

Metric	2015 Change Over 2014	Value (000s)	% of Target
Revenue	9%	\$1,528	102%
Adjusted EBITDA	17%	\$423	107%
Free Cash Flow	3%	\$256	144%
Adjusted EPS	43%	\$1.90	131%

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Please see our Form 8-K and related press release filed on February 24, 2016, for a detailed reconciliation of adjusted EBITDA, adjusted EPS and free cash flow to the most directly comparable GAAP financial measures.

For 2015, achievements in the three focal areas included:

Grew revenue 9% (10% before foreign exchange adjustments)

Both segments delivered margins at or above 30% despite significant investment in our productivity and cost initiatives

Launched Valuation Solutions Group with acquisitions of LandSafe Appraisal Services and the remaining 49.9% of Rels LLC which resulted in our 100% ownership

Launched CoreLogic Innovation Labs to create the next generation of solutions to drive future growth

Introduced innovative mobile app which delivers regular features of our applied analytics to our principal constituents

Expanded data assets and construction replacement cost solutions with acquisition of Australia-based Cordell Information

Completed SG&A benchmarking, developed roadmap to achieve top quartile performance and reorganized for effectiveness and efficiency

Completed our data center migration (DCM); launched significant program to enhance disaster recovery and information security capabilities

Deepened employee understanding of our vision, mission and values globally, strengthening "One CoreLogic"

Advanced real estate consolidation program; closed 15 offices and identified core hub locations

Strengthened employee development, with an emphasis on building management excellence

Reduced voluntary attrition despite tightening labor markets

Pay Philosophy

Our compensation philosophy is based on pay for performance. We believe that our executive compensation programs have provided effective incentives for strong results by appropriately aligning pay and performance. Other aspects of our philosophy include 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

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

Say-on-Pay Vote History and Stockholder Engagement

Our Board and management are committed to maintaining sound and effective compensation and governance programs, with policies and programs designed to build value for the Company's stockholders and promote the vitality of the Company. At our 2015 Annual Meeting of Stockholders, 99% of the votes cast were in favor of the advisory vote to approve our executive compensation. Buttressed by this support in favor of our existing executive compensation practices, the Compensation Committee continues to refine our programs to maintain alignment with stockholders and their views on compensation.

In late 2015 and early 2016 as part of our stockholder engagement strategy, we conducted outreach to our top stockholders. As part of our engagement strategy we have ongoing discussions with our largest investors and often solicit their feedback on a variety of corporate governance topics, including executive compensation practices. In addition to soliciting feedback from our stockholders, the Compensation Committee routinely assesses our compensation programs and seeks to maximize alignment between stockholder return and executive compensation while incentivizing and retaining a successful management team.

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Review total compensation relative to market median of our compensation peer group

Tie annual incentive awards to achievement of multiple targeted stretch financial and operating goals

Tie 50% of long-term compensation to achievement of stretch EPS targets and total stockholder return (TSR) relative to our peers

Maintain robust stock ownership guidelines

Maintain a clawback policy to recapture unearned 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

Employ a 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

Incentivize participants to take excessive risks

Award discretionary bonuses to our executive officers

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

Provide excessive perquisites

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

Allow for repricing of stock options without stockholder approval

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

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Pay Program Design and Practices

Our executive officer compensation program is structured to be competitive and to focus our executive officers on delivering short-and long-term results that drive stockholder value. As described in the table below, our program emphasizes at-risk pay and pay for performance.

Our program has been designed to balance appropriate incentives for annual and long-term performance objectives, so that executive officers are focused on annual operating excellence as well as stockholder value creation over the long term.

The following table lists each major component of our executive compensation program and the compensation program objectives that it is designed to achieve.

Base Salary / Merit Increases	x		
Annual Incentive Compensation Plan	x	x	
Long-Term Incentives	x	x	x

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The following table describes our pay program including the rationale for each aspect of it.

Position target total pay near market median depending on individual experience and performance	Provides market-competitive mix of base salary, cash incentives and equity incentives
Subject approximately 75% of target pay opportunity to operating results and share price performance	Aligns compensation to results for our stockholders
Compare pay to a group of representative and relevant industry- aligned peers	Ensures competitiveness with market pay levels and practices
Competitive fixed compensation	Provides core amount of fixed pay to attract, motivate and retain highly-qualified executives
Limited increases since 2011	Limited increases for the past four years; generally provided for role expansion with increases emphasizing variable pay opportunity
CEO has had no base salary increase since 2011	
Variable award paid in cash based on performance against annually established targets for revenue, EBITDA, cash-flow and strategic goals	Motivates and rewards executives for achievement of key financial results and strategic accomplishments that drive stockholder value
50% of total grant value for executive officers	Focuses executives on achievement of operating results over the long term

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Shares are earned based on 3 years of EPS performance, modified based on our TSR relative to our peers

EPS growth historically has been highly aligned with our share price

50% of 2015 total grant value

Enhances retention of key talent

Grants vest ratably over three years

Payout value fluctuates based on stock price performance, aligning with stockholder value creation

401(k) program for all employees ("401(k) Plan")

Aligns with market-prevalent retirement programs

Legacy supplemental executive retirement plan frozen in 2010 with no new entrants allowed

Focuses executives on accumulating savings