INFORMATICA CORP
Form 10-K/A
April 30, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

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x Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the year ended December 31, 2014

or

o Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number: 0-25871

INFORMATICA CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**77-0333710** (I.R.S. Employer Identification No.)

2100 Seaport Boulevard

Redwood City, California 94063

(Address of principal executive offices and zip code)

(650) 385-5000

(Registrant s telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Name of exchange on which registered**
Common Stock, par value $0.001 per share	The NASDAQ Stock Market LLC (NASDAQ Global Select Market)

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes x No o

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 (the Exchange Act). Yes o No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

The aggregate market value of the voting stock held by non-affiliates of the Registrant as of June 30, 2014 was approximately $3,876,880,000 (based on the last reported sale price on June 30, 2014 for the Registrant s common stock, as reported on the NASDAQ Global Select Market).

As of April 24, 2015, there were approximately 104,311,000 shares of the registrant s Common Stock outstanding.

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EXPLANATORY NOTE

On February 26, 2015, Informatica Corporation (Informatica) filed an Annual Report on Form 10-K for its fiscal year ended December 31, 2014 (the   Original Form 10-K) with the U.S. Securities and Exchange Commission (SEC). This Amendment No. 1 on Form 10-K/A (Amendment No. 1) amends Part III of the Original Form 10-K to include information that Informatica, in reliance on General Instruction G(3) to Form 10-K, originally intended to be incorporated by reference from its definitive proxy statement for its next annual meeting of stockholders. General Instruction G(3) to Form 10-K permits registrants to incorporate by reference certain information from a definitive proxy statement that involves the election of directors if such definitive proxy statement is filed with the SEC within 120 days after the end of a company s fiscal year. Informatica will not file its definitive proxy statement involving the election of directors within 120 days of the end of its fiscal year as originally intended. Accordingly, Informatica is amending Part III of the Original Form 10-K as set forth below.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by Informatica s principal executive officer and principal financial officer are filed as exhibits to this Amendment No. 1.

Except as stated herein, this Amendment No. 1 does not reflect events occurring after the filing of the Original Form 10-K with the SEC on February 26, 2015, and no attempt has been made in this Amendment No. 1 to modify or update other disclosures as presented in the Original Form 10-K.

PART III

ITEM 10. *DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE*

Executive Officers of the Registrant

The following table sets forth certain information concerning our executive officers as of April 1, 2015:

Name	Age	Position
Sohaib Abbasi	58	Chairman of the Board, Chief Executive Officer and President
Michael Berry	51	Executive Vice President and Chief Financial Officer
Margaret Breya	53	Executive Vice President and Chief Marketing Officer
Anil Chakravarthy	47	Executive Vice President and Chief Product Officer
Ivan Chong	48	Executive Vice President and Chief Strategy Officer
Earl Fry	56	Executive Vice President, Operations Strategy and Chief Customer Officer
Charles Race	43	Executive Vice President, Worldwide Field Operations
Jo Stoner	44	Executive Vice President and Chief Human Resources Officer

Our executive officers are appointed by, and serve at the discretion of, the Board of Directors. There is no family relationship between any of our executive officers or directors.

Sohaib Abbasi has been our President and Chief Executive Officer since July 2004 and a member of our Board of Directors since February 2004. From 2001 to 2003, Mr. Abbasi was Senior Vice President, Oracle Tools Division and Oracle Education at Oracle Corporation, which he joined in 1982. From 1994 to 2000, he was Senior Vice President Oracle Tools Product Division at Oracle Corporation. Mr. Abbasi graduated with honors from the University of Illinois at Urbana-Champaign in 1980, where he earned both a B.S. and an M.S. degree in computer science. Mr. Abbasi serves on the board of directors of Red Hat, Inc.

Michael Berry joined Informatica as our Executive Vice President and Chief Financial Officer in November 2014. Prior to joining Informatica, Mr. Berry served as Chief Financial Officer at IO Data Centers from October 2013 to October 2014. Prior to joining IO, Mr. Berry served as Executive Vice President and Chief Financial Officer at SolarWinds, Inc. from November 2011 to October 2013, after joining SolarWinds as Senior Vice President and Chief Financial Officer in March 2010. Mr. Berry was also Executive Vice President, Finance and Accounting, and Chief Financial Officer of i2 Technologies, Inc., from August 2005 to January 2010. Prior to i2, Mr. Berry held various positions at The Reynolds and Reynolds Company, Inc., including as Senior Vice President of Solutions Management, Development and Operations and Senior Vice President of Services. Mr. Berry holds a B.A. degree in finance from Augsburg College and a M.B.A. degree in finance from the University of St. Thomas.

Margaret Breya joined Informatica in December 2012 as our Executive Vice President and Chief Marketing Officer. Prior to joining Informatica, Ms. Breya held various positions at Hewlett-Packard from November 2010 to December 2012, most recently as Senior Vice President of Marketing Services. Ms. Breya also served as Executive Vice President and General Manager at SAP from January 2008 to November 2010. In addition, Ms. Breya served as Executive Vice President, General Manager and Chief Marketing Officer at Business Objects, Chief Marketing Officer and Chief Strategy Officer at BEA Systems, and in various positions at Sun Microsystems, including as Senior Vice President of Marketing. Ms. Breya holds a

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B.S. degree in electrical engineering from the University of Illinois and a M.B.A. degree from the University of Oregon. Ms. Breya serves on the board of directors of Jive Software, Inc.

Anil Chakravarthy joined Informatica in September 2013 as our Executive Vice President and Chief Product Officer. Prior to joining Informatica, Mr. Chakravarthy held various positions at Symantec Corporation from May 2004 to September 2013, most recently as Executive Vice President of Information Security. Prior to Symantec, Mr. Chakravarthy also led product management for enterprise security services at VeriSign from December 2001 to May 2004. Mr. Chakravarthy received a Bachelor of Technology in Computer Science and Engineering from the Institute of Technology, Varanasi, India, and received his M.S. and Ph.D. from the Massachusetts Institute of Technology.

Ivan Chong joined Informatica in October 1997 with responsibilities overseeing product management for Informatica s flagship product PowerCenter. In February 2005, Mr. Chong became Vice President of Product Marketing. In January 2007, Mr. Chong was promoted to Senior Vice President and General Manager for Informatica Data Quality. In January 2010, Mr. Chong was promoted to Executive Vice President. Mr. Chong became our Chief Strategy Officer in October 2013. Prior to joining Informatica, Mr. Chong worked at NetGravity, an Internet advertising startup and had various product management roles at Oracle Corporation within the Oracle Tools Division. Mr. Chong holds both an M.S. degree and a B.S. degree from MIT s Department of Electrical Engineering and Computer Science.

Earl Fry joined Informatica as the Chief Financial Officer and Senior Vice President in December 1999. In July 2002, Mr. Fry became Secretary. In August 2003, Mr. Fry was promoted to Executive Vice President. In January 2010, Mr. Fry was promoted to Chief Administrative Officer and Executive Vice President, Global Customer Support. In November 2014, Mr. Fry assumed his new role as Executive Vice President, Operations Strategy and Chief Customer Officer. Prior to joining Informatica, Mr. Fry served as Vice President and Chief Financial Officer at Omnicell Technologies, Inc. and as Vice President and Chief Financial Officer at C*ATS Software, Inc. Mr. Fry holds a B.B.A. degree in accounting from the University of Hawaii and an M.B.A. degree from Stanford University. Mr. Fry serves on the Board of Directors of Central Pacific Financial Corporation.

Charles Race joined Informatica in February 2005 with responsibilities of developing and leading sales teams across EMEA. In January 2009, Mr. Race became Vice President of Northern Europe for Informatica. In January 2012, Mr. Race was promoted to Senior Vice President, Global Sales Strategy, and later served as Senior Vice President, EMEA Field Operations. In July 2014, Mr. Race was promoted to Executive Vice President, Worldwide Field Operations. Mr. Race also held a variety of leadership roles at Hummingbird, uSwitch, Phillips and Rolls-Royce Industrial Power. He graduated from the University of York with a degree in Computer Science.

Jo Stoner joined Informatica in March 2001 with responsibilities overseeing human resources operations in EMEA. In November 2002, Ms. Stoner became Human Resources Director for Asia-Pacific and the Americas. In November 2003, Ms. Stoner was promoted to Senior Vice President, Global Human Resources. In May 2014, Ms. Stoner was promoted to Executive Vice President and Chief Human Resources Officer. Prior to joining Informatica, Ms. Stoner held various HR management roles at British Telecom and startup FirstMark Communications. Ms. Stoner received her undergraduate degree in Industrial Economics with honors from the University of Nottingham in England, and holds a postgraduate HR certification from the Chartered Institute of Personnel and Development.

Directors of the Registrant

The information provided below is biographical information about each member of our Board of Directors (the Board), including other public company board memberships. Age and other information in each director s biography are as of April 1, 2015.

Name	Age	Principal Occupation and Business Experience
Sohaib Abbasi	58	Chairman of the Board, Chief Executive Officer and President, Informatica Corporation
Mark A. Bertelsen	70	Senior Partner, Wilson Sonsini Goodrich & Rosati, Professional Corporation
Amy Chang	38	Chief Executive Officer and Founder, Accompani, Inc.
Mark Garrett	57	Executive Vice President and Chief Financial Officer, Adobe Systems Incorporated
Gerald Held	67	Chief Executive Officer, Held Consulting, LLC
Hilarie Koplow-McAdams	51	Chief Revenue Officer, New Relic, Inc.
Charles J. Robel	65	Former Chairman of the Board, McAfee, Inc.
A. Brooke Seawell	67	Venture Partner, New Enterprise Associates
Geoffrey W. Squire, OBE	68	Chairman, Kognitio Ltd.

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Sohaib Abbasi. Among the other skills and qualifications set forth under Executive Officers of the Registrant above, Mr. Abbasi brings to the Board:

- Leadership, Financial and Global Expertise current CEO and director of publicly-traded international companies, including software and emerging technology companies.

- Industry, Technology, Go-To-Market and Corporate Development and M&A Expertise over 20 years in senior management of technology companies, including software companies

Mark A. Bertelsen. Mr. Bertelsen joined Wilson Sonsini Goodrich & Rosati in 1972 and was the firm s managing partner from 1990 to 1996. He received his law degree (J.D.) from the University of California Berkeley School of Law in 1969, and a B.A. in political science from the University of California Santa Barbara in 1966. Mr. Bertelsen is a trustee of the University of California, Berkeley Foundation. Mr. Bertelsen is also a member of the executive committee of the U.C. Santa Barbara Foundation and served as its chair from 2001 to 2003. He also serves on the Dean s Cabinet of the College of Engineering and on the Director s Council of the Institute of Energy Efficiency of the University of California Santa Barbara. Mr. Bertelsen has been a director since September 2002. Among other skills and qualifications, Mr. Bertelsen brings to the Board:

- Leadership Expertise former managing partner of national law firm; director of publicly-traded technology companies.

- Legal and Compliance, Financial, Industry, Corporate Development and M&A Expertise legal advisor to technology and high growth business enterprises for over 30 years.

Amy Chang. Ms. Chang has been the chief executive officer and founder of Accompani, Inc. since May 2013. Prior to founding Accompani, Ms. Chang was the global head of product, ads measurement and reporting for Google Inc. from 2010 until August 2012. Ms. Chang joined Google in July 2005, and served in various management positions including director of product management, group product manager, senior product manager and product manager. Prior to joining Google, Ms. Chang held various positions at eBay Inc. and McKinsey & Company. Ms. Chang currently serves on the board of directors of Splunk Inc. Ms. Chang holds a B.S. degree in electrical engineering, hardware, and a M.S. degree in electrical engineering, network systems, from Stanford University. During her time at Stanford, Ms. Chang was an Intel Foundation Scholar and a Mayfield Venture Fund Fellow. Ms. Chang has been a director since July 2012. Among other skills and qualifications, Ms. Chang brings to the Board:

- Leadership and Global Expertise current CEO; former global division leader for publicly-traded international technology company.

- Industry, Technology and Go-To-Market Expertise over 10 years in engineering and product strategy at technology and consulting companies; member of several advisory boards of technology companies.

Mark Garrett. Mr. Garrett has been the executive vice president and chief financial officer of Adobe Systems Incorporated since February 2007. From June 2004 to January 2007, Mr. Garrett served as senior vice president and chief financial officer of EMC Software, the software group of EMC Corporation. Prior to its acquisition by EMC, Mr. Garrett was the chief financial officer of Documentum. Mr. Garrett began his career in 1979 at IBM where he spent 12 years in senior accounting and finance management positions. Thereafter, he joined Cadence Design Systems where he was eventually named vice president of finance. Mr. Garrett currently serves on the board of directors for the Adobe Foundation, the Children s Discovery Museum of San Jose and Model N, Inc. He holds bachelor s degrees in accounting and marketing from Boston University and a MBA degree from Marist College. Mr. Garrett has been a director since October 2008. Among other skills and qualifications, Mr. Garrett brings to the Board:

- Leadership, Industry, Go-To-Market and Corporate Development and M&A Expertise over 20 years in senior management of technology companies, including software and emerging technology companies.

- Financial, Legal and Compliance and Global Expertise current and former CFO of publicly-traded international companies.

Gerald Held. Dr. Held has been chief executive officer of Held Consulting, LLC since 1999. He also serves as a mentor/consultant at Studio 9+, a startup incubator. Dr. Held also served as the executive chairman of Vertica Systems, a provider of database management systems, from January 2007 to July 2010. In 1998, Dr. Held was CEO-in-residence at the venture capital firm of Kleiner Perkins Caufield and Byers. From 1993 to 1997, Dr. Held was senior vice president, Oracle Server Technologies Division. From 1976 to 1993, Dr. Held served in various executive roles at Tandem Computers, Inc. He was a member of the technical staff at RCA Corporation from 1970 to 1976. Dr. Held holds a B.S. degree in electrical engineering from Purdue University, an M.S. degree in systems engineering from the University of Pennsylvania and a Ph.D. degree in computer science from the University of California, Berkeley. Dr. Held serves on the board of directors of NetApp, Inc., and a number of privately-held companies. Dr. Held is also a member of the board of directors of The Tech Museum of Innovation. Dr. Held also served on the board of directors of Openwave Systems, Inc. during the past five years. Dr. Held has been a director since November 2008. Among other skills and qualifications, Dr. Held brings to the Board:

- Leadership and Global Expertise former executive and CEO-in-residence; director of publicly-traded technology companies.

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- Industry, Technology and Corporate Development and M&A Expertise over 30 years in senior management of technology companies, including software and emerging technology companies.

Hilarie Koplow-McAdams. Ms. Koplow-McAdams has served as the chief revenue officer of New Relic, Inc., since December 2013. Prior to joining New Relic, Ms. Koplow-McAdams served as president, global sales of salesforce.com, inc. from April 2013 to November 2013. Ms. Koplow-McAdams also held a variety of other positions at salesforce, including president, commercial and SMB unit from February 2012 to April 2013; executive vice president, worldwide sales from May 2010 to February 2012; and executive vice president, global corporate sales from May 2008 to May 2010. Prior to salesforce, Ms. Koplow-McAdams was vice president of direct sales at Intuit, Inc. from 2006 to 2008. In addition, Ms. Koplow-McAdams previously served in various senior sales roles at Oracle Corporation. Ms. Koplow-McAdams has a bachelor of arts degree in sociology from Mills College and a master of arts degree in public policy from the University of Chicago. Ms. Koplow-McAdams has been a director since March 2014. Among other skills and qualifications, Ms. Koplow-McAdams brings to the Board:

- Leadership and Global Expertise current executive; former executive of publicly-traded international technology companies

- Industry, Technology and Go-To-Market Expertise over 25 years in senior management of technology companies, including software and emerging technology companies

Charles J. Robel. Mr. Robel served as the chairman of the board of directors of McAfee, Inc., from October 2006 to February 2011. From June 2000 to December 2005, Mr. Robel was a general partner and chief of operations of Hummer Winblad Venture Partners, a venture capital firm. From January 1974 to May 2000, Mr. Robel was a partner with PricewaterhouseCoopers, LLP. From mid-1995 to May 2000, Mr. Robel led PricewaterhouseCoopers High Technology Transaction Services Group in Silicon Valley. From May 1985 to mid-1995, Mr. Robel was the partner in charge of the Software Industry Group at PricewaterhouseCoopers, LLP in Silicon Valley, and prior to that, Mr. Robel was with PricewaterhouseCoopers, LLP in Los Angeles and Phoenix. Mr. Robel holds a B.S. degree in accounting from Arizona State University. Mr. Robel serves on the board of directors of GoDaddy Inc., Jive Software, Inc., Model N, Inc., and a privately-held company. Mr. Robel also served on the board of directors of Autodesk, Inc., DemandTec, Inc. and Palo Alto Networks, Inc. during the past five years. Mr. Robel has been a director since November 2005 and lead independent director since January 2009. Among other skills and qualifications, Mr. Robel brings to the Board:

- Leadership, Industry and Corporate Development and M&A Expertise over 30 years in public accounting and advising on strategy, valuation and M&A structuring for technology companies, including software and emerging technology companies

- Financial, Legal and Compliance, and Global Expertise former partner of international accounting firm and current audit committee chair/member for publicly-traded software companies

A. Brooke Seawell. Mr. Seawell has been a venture partner with New Enterprise Associates, a venture capital firm, since January 2005. From February 2000 to December 2004, Mr. Seawell was a partner with Technology Crossover Ventures, a venture capital firm. From January 1997 to August 1998, Mr. Seawell was executive vice president of NetDynamics, an applications server software company, which was acquired by Sun Microsystems. From March 1991 to January 1997, Mr. Seawell was senior vice president and chief financial officer of Synopsys, an electronic design automation software company. Mr. Seawell holds a B.A. degree in economics and a M.B.A. degree in finance from Stanford University. Mr. Seawell serves on the board of directors of NVIDIA Corporation, Tableau Software, Inc., and a number of privately-held companies. Mr. Seawell also served on the board of directors of Glu Mobile Inc. during the past five years. Mr. Seawell was a member of the Management Board of the Stanford Graduate School of Business from 2008 to 2012 and is currently a member of the Stanford Athletic Board.

Mr. Seawell has been a director since December 1997. Among other skills and qualifications, Mr. Seawell brings to the Board:

- Leadership, Industry and Corporate Development and M&A Expertise over 30 years in senior management of technology companies, including software and emerging technology companies, and venture capital firms; director of technology companies

- Financial, Legal and Compliance, and Global Expertise former CFO of international publicly-traded companies

Geoffrey W. Squire, OBE. Mr. Squire is presently the chairman of Kognitio Ltd., a provider of business intelligence services. From May 2002 to January 2009, he was chairman of a UK-based public company, The Innovation Group, a provider of business services to the global insurance community. From April 1997 to June 2005, Mr. Squire was vice chairman of VERITAS, a storage solutions software company. From June 1995 to April 1997, Mr. Squire was CEO of OpenVision, a systems management software company. Prior to OpenVision, Mr. Squire was responsible for the launch of Oracle UK, and served as the chief executive officer of Oracle Europe and president of Oracle Worldwide Operations. A former president of the UK Computing Services & Software Association and the European Information Services Association, Mr. Squire holds an honorary doctorate from Oxford Brookes University and was awarded an Officer of the Order of the British Empire for his contributions to the information industry. Mr. Squire also serves on the board of directors of a number of privately-held

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companies. Mr. Squire has been a director since October 2005. Among other skills and qualifications, Mr. Squire brings to the Board:

- Leadership and Global Expertise   former executive and director of international companies
- Industry, Technology, Go-To-Market and Corporate Development and M&A Expertise   over 20 years in senior management of technology companies, including software and emerging technology companies

Code of Business Conduct

Our Code of Business Conduct applies to all of our directors, officers (including our principal executive officer and senior financial and accounting officers), and employees. You can find the Code of Business Conduct in the   Investor Relations   Corporate Governance   section of our website at www.informatica.com. We will post any amendments to the Code of Business Conduct, as well as any waivers, that are required to be disclosed by the rules of either the SEC or The NASDAQ Stock Market on such website.

Audit Committee

The Audit Committee, which has been established in accordance with Section 3(a)(58)(A) of the Exchange Act, consists of Messrs. Garrett, Robel and Seawell, each of whom is   independent,   as such term is defined for audit committee members by the listing standards of The NASDAQ Stock Market. Mr. Seawell is the Chairman of the Audit Committee. The Board has determined that each of Messrs. Garrett, Robel and Seawell is an   audit committee financial expert   as defined under the rules of the SEC.

Director Nomination Process

There have been no material changes to the procedures by which security holders may recommend nominees to our Board since the date of our proxy statement for our 2014 Annual Meeting of Stockholders.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act (Section 16(a)) requires our executive officers and directors, and certain persons who own more than 10% of a registered class of our equity securities (10% Stockholders), to file reports of ownership on Form 3 and changes in ownership on Forms 4 or 5 with the SEC. Such executive officers, directors and 10% Stockholders are also required by SEC rules to furnish us with copies of all Section 16(a) forms they file.

Based solely on a review of the copies of such reports furnished to us and written representations that no other reports were required to be filed during 2014, we believe that our executive officers, directors and 10% Stockholders have complied with all Section 16(a) filing requirements applicable to them.

ITEM 11. ***EXECUTIVE COMPENSATION***

Compensation Discussion and Analysis

This section discusses our executive compensation programs, policies and decisions relating to our chief executive officer, all persons who served as our chief financial officer during 2014, and our three other most highly compensated executive officers (collectively referred to as our named executive officers). For 2014, our named executive officers were:

- Sohaib Abbasi, our chairman of the board, chief executive officer and president;
- Michael Berry, our executive vice president and chief financial officer;
- Marge Breya, our executive vice president and chief marketing officer;
- Ivan Chong, our executive vice president and chief strategy officer;
- Earl Fry, our executive vice president, operations strategy and chief customer officer (and former chief financial officer); and
- Charles Race, our executive vice president, worldwide field operations.

Executive Summary

Pay-for Performance. The principal objectives of our compensation programs are to attract and retain top-tier talent and to motivate and reward employees who continually drive strong results for Informatica and its stockholders. A central goal of our executive compensation program is to pay for performance, in order to align the interests of our executive officers with those of

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our stockholders. We believe our record over the past several years demonstrates that we have accomplished this goal. For example, we believe the charts below demonstrate the strong correlation between our revenue, net income and stock price growth and the compensation we paid to Mr. Abbasi over the last five years.

* CEO compensation is calculated on the same basis as in the 2014 Summary Compensation Table below.
(1) Reflects non-equity incentive plan compensation.
(2) Reflects the aggregate grant date fair value of stock awards and option awards computed in accordance with FASB ASC Topic 718. For 2012, excludes the aggregate grant date fair value of approximately $0.6 million for performance-based

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restricted stock units that were not earned (and, therefore, were not eligible to vest).

(3) Reflects the closing stock price on the last trading day of the fiscal year (December 31, 2014), which was $38.14.

2014 Financial Highlights. In 2014, we reported record annual revenues of approximately $1.05 billion, an increase of 11% from 2013. The following table illustrates our 2014 results in terms of revenue, net income, diluted earnings per share and stock price relative to 2012 and 2013:

	2012	2013	2014
Revenue	$ 811.6 million	$ 948.2 million	$ 1.05 billion
Net Income	$ 93.2 million	$ 86.4 million	$ 114.1 million
Non-GAAP Net Income*	$ 147.1 million	$ 160.7 million	$ 176.9 million
Diluted Earnings per Share	$ 0.83	$ 0.78	$ 1.03
Non-GAAP Diluted Earnings per Share*	$ 1.31	$ 1.44	$ 1.59
Closing Stock Price (on last trading day)	$ 30.32	$ 41.50	$ 31.84

* A reconciliation of GAAP to non-GAAP financial measures and other related information is available on pages 42-45 of the Original Form 10-K, filed with the SEC on February 26, 2015.

Significant 2014 Compensation Decisions. We continually make refinements to our executive compensation program in order to achieve our compensation-related objectives and ensure that they align with the interests of our stockholders. When planning for 2014, we considered our 2013 financial performance and our total stockholder return. In order to motivate our executive officers to continually advance our long-term strategic priorities and build stockholder value, as well as to demonstrate our long-standing commitment to pay for performance and positive compensation practices, we refined our executive compensation program for 2014 by:

- not increasing Mr. Abbasi s base salary from the 2013 level of $700,000, and making a small increase in Mr. Abbasi s target cash incentive award from 105% of base salary (or $735,000) to 115% of base salary (or $805,000) for 2014;

- making only small increases in the base salaries and target cash incentive awards for certain of our other executive officers;

- establishing aggressive performance goal targets for the payment of cash incentive awards under our corporate bonus plan that reflect the achievement of the appropriate level of corporate performance; and

- maintaining a performance-oriented mix of equity awards by utilizing a blend of options, restricted stock units (RSUs) and performance-based restricted stock units (PSUs) for our executive officers, including granting Mr. Abbasi only equity awards (an option for 91,000 shares and a target PSU award for 92,000 shares) that contain a performance-based component.

We believe the design of our executive compensation program, and the resulting compensation paid to our executive officers for 2014 (particularly for Mr. Abbasi), illustrate that we adhere to our central goal to pay for performance.

Mix of Compensation Elements. Our executive compensation program continues to consist of three principal elements: base salary, short-term cash incentive awards and long-term equity-based incentive awards. Consistent with our pay for performance philosophy, a significant portion of our named executive officers compensation in 2014 consisted of incentive awards, particularly long-term equity-based incentive awards (options, RSUs and PSUs). By using a significant equity-based element, we believe we create an incentive for our executive officers to achieve long-term stockholder value. If our stock price declines or stays flat, our executive officers realize little to no benefit from their outstanding options. Therefore, we believe that options present a substantial incentive to maximize performance, and we utilize a mix of equity awards significantly weighted towards options.

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The chart below illustrates the overall mix of compensation components for our named executive officers in 2014:

(1) Includes the value of option, RSU and PSU awards granted in 2014. Value is based on the aggregate grant date fair value computed in accordance with FASB ASC Topic 718.

CEO Target Compensation. The following table reflects Mr. Abbasi s target compensation for 2014, assuming achievement at 100% of the target award:

	2014 Target ($) (1)	**% of 2014 Total Target**
Base Salary	700,000	11.5
Cash Incentive Compensation	805,000	13.2
Value of Equity-Based Incentive Awards (2)		
Options	1,058,740	17.4
Time-Based RSUs		
Performance-Based RSUs	3,519,000	57.9
Total Target Compensation	6,082,740	

(1) Mr. Abbasi s actual compensation was $5,784,890, as set forth in the 2014 Summary Compensation Table below.
(2) Reflects the aggregate grant date fair value computed in accordance with FASB ASC Topic 718.

In addition, the charts below illustrate the mix of Mr. Abbasi s target compensation components for 2014:

(1) Assumes achievement at 100% of target.
(2) Reflects the aggregate grant date fair value computed in accordance with FASB ASC Topic 718.

Positive Compensation Practices. We continually monitor trends and developments in compensation practices to enhance the effectiveness of our compensation philosophy and our corporate governance objectives. In addition to the decisions and highlights described above, we have adopted the following practices:

- all of our executive officers are employed at will ;

- our severance agreements with our executive officers (other than our chief executive officer) generally feature double-trigger severance benefits (that is, the payment of severance benefits is triggered only upon certain terminations of employment following a change in control of Informatica);

- none of our severance agreements provide for potential tax gross-up payments;

- we maintain robust stock ownership guidelines for our executive officers and directors;

- we have adopted a clawback policy;

- our employees (including our executive officers) and directors are prohibited from margining our securities, short selling our securities or trading in derivative securities;

- our equity incentive plan prohibits us from instituting any program to reprice or exchange equity awards for awards with a lower exercise price without stockholder approval; and

- we hold an annual stockholder advisory vote on executive compensation and often solicit feedback from our stockholders on the effectiveness of our compensation philosophy and programs.

Philosophy of Compensation Program

Our compensation program is grounded in the belief that employee performance and success will result in our economic growth, which will have the effect of increasing stockholder value. Our executive officers are compensated under the same programs as other employees, although certain executive compensation elements are more heavily weighted towards our overall performance as compared to achievement of individual objectives. Rewarding strong performance and contribution, regardless of seniority within Informatica, is an important part of our culture and core values.

A significant portion of the executive officers compensation is directly tied to our performance, ensuring that executive compensation, our financial results and stockholder value are properly aligned. We maintain a balance between short-term and long-term performance by rewarding executive officers both on the achievement of our current business plan objectives, as well as on the achievement of long-term growth, profitability and improvement in stockholder value.

We consider each of the following components as an integral part of the overall total compensation package:

- base salary;
- short-term cash incentive awards;
- long-term equity-based incentive awards;
- benefits under generally available programs; and
- severance arrangements.

The Compensation Committee considers each of the above items in determining the compensation package for each executive officer. Further detail on each component is provided below.

Role of the Compensation Committee

Our Compensation Committee acts for the Board of Directors to oversee the design of, and to evaluate and approve, our compensation plans, policies and programs. The Compensation Committee is empowered to review and approve, or when appropriate recommend for the approval by the independent members of the Board of Directors, the annual compensation for and compensation policies applicable to our executive officers, including our chief executive officer.

The Compensation Committee meets at least quarterly. Members of the Compensation Committee also meet with our management and other employees as a part of the compensation planning and administration process throughout the year. In January, the Compensation Committee typically reviews and approves for all employees the compensation philosophy with respect to target compensation, equity award ranges for hiring and retention, bonus metrics and benefits, and also finalizes executive compensation plans for the current fiscal year.

The Compensation Committee consists of Ms. Chang, Dr. Held and Ms. Koplow-McAdams. Dr. Held is the chairman of the Compensation Committee. Each member of the Compensation Committee is independent as that term is defined pursuant to the Compensation Committee s charter in terms of the independence requirements of The NASDAQ Stock Market, the non-employee director definition under Section 16 of the Exchange Act and the outside director definition in Section 162(m) of the Internal Revenue Code of 1986, as amended. No Compensation Committee member is a former or current officer or employee

of Informatica or any of its subsidiaries. Members of the Compensation Committee serve at the discretion of our Board of Directors.

In carrying out its responsibilities, the Compensation Committee consults with Mr. Abbasi, our human resources personnel, and when appropriate, with external independent compensation consultants or other members of management, to assist in the evaluation of and recommendations related to our compensation programs. While the Compensation Committee may, from time to time, consult with Mr. Abbasi or other members of management in connection with the planning or evaluation of compensation program-related matters, the Compensation Committee is responsible for oversight and approval of our programs and the individual elements of those programs.

Role of Executive Officers in Compensation Decisions

The Compensation Committee meets with Mr. Abbasi to obtain recommendations regarding the compensation of our executive officers, particularly with respect to base salaries, cash incentive awards and equity incentive awards. The Compensation Committee considers, but is not bound by and does not always accept, Mr. Abbasi s recommendations. While the Compensation Committee may solicit input from Mr. Abbasi on his expectations regarding his own compensation, the Compensation Committee deliberates and makes decisions with respect to his compensation without him present. Mr. Abbasi and other executive officers attend some of the Compensation Committee s meetings, but leave the meetings as appropriate when matters of executive compensation specific to them are discussed.

Role of the Independent Compensation Consultant

An independent compensation consultant is retained each year by the Compensation Committee to analyze and benchmark our executive officers compensation package, including base salary, variable pay and equity awards. Additionally, such consultant may be asked to review and benchmark the competitive structure of equity programs, benefits or severance provisions on an as-needed basis. The independent compensation consultant serves at the discretion of the Compensation Committee. The Compensation Committee typically requests that representatives of the independent compensation consultant attend the Compensation Committee s meetings, as appropriate.

For 2014, Radford, an AonHewitt Company, provided independent compensation consulting services to the Compensation Committee with respect to our executive officer and director compensation programs and policies and with respect to our equity compensation programs and policies for the broader employee base. Radford was originally engaged by the Compensation Committee in 2009 following a review of the compensation consultant relationship as part of their governance process and an evaluation of a number of consultants. The Compensation Committee reviews, on an annual basis, the independence of Radford in accordance with the rules and regulations of the SEC.

Peer Companies

On an annual basis, the Compensation Committee asks Radford to develop a peer group of software and technology companies for further analysis. In evaluating potential peer companies, Radford solicits input from the Compensation Committee, as well as from members of management, on the appropriate parameters for comparison. The specific criteria for selection into the peer group are set annually by the Compensation Committee. In selecting a peer group, we consider software and technology companies that, in our view, compete with us for talent and have financial or other organizational metrics generally similar to ours. Accordingly, our peer group includes a blend of mid-size companies and larger companies serving the data integration market or adjacent markets, as well as other comparably sized software companies. The selection criteria for our peer group include headquarters location, revenue and revenue growth rates, market capitalization and number of employees. When the peer group is reviewed each year, companies may be removed for failure to meet the selection criteria or new companies may be added as necessary to ensure a significant sample size of companies.

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2014 Peer Companies. Our peer group for 2014 consisted of the following companies:

2014 Peer Group

Akamai Technologies, Inc.	NeuStar, Inc.	Red Hat, Inc.
Cadence Design Systems, Inc.	Nuance Communications, Inc.	Splunk Inc.
Concur Technologies, Inc.	Open Text Corporation	Synopsys, Inc.
Fair Isaac Corporation	PTC Inc.	Tibco Software Inc.
MicroStrategy Incorporated	Pegasystems, Inc.	VeriSign, Inc.
NetSuite Inc.	Qlik Technologies Inc.	

JDA Software Group, Inc., Quest Software, Inc. and salesforce.com, inc. were removed from our peer group. JDA and Quest were acquired, and salesforce exceeded the criteria for revenue and market capitalization. In addition, Fair Isaac Corporation and Splunk Inc. were added.

Stockholder Advisory Vote on Executive Compensation

We hold an annual stockholder advisory vote on executive compensation (the say-on-pay proposal).

Approximately 96% of the votes cast on the say-on-pay proposal at the 2013 annual meeting were voted in favor of the proposal. In establishing 2014 compensation, the Compensation Committee considered the results from the 2013 annual meeting. The Compensation Committee believed that these results affirmed our stockholders support for our executive compensation decisions and policies, and as such, the Compensation Committee did not materially change its approach to 2014 executive compensation in response to the say-on-pay proposal.

However, only about 58% of the votes cast on the say-on-pay proposal at the 2014 annual meeting were voted in favor of the proposal. These results from the 2014 annual meeting were evaluated by the Compensation Committee when establishing 2015 executive compensation. We also engaged in a dialogue in 2014 with some of our larger stockholders on corporate governance and compensation matters and solicited their feedback on various aspects of our compensation programs, particularly our equity compensation programs. As a result, we made significant changes to our compensation practices for 2015, including:

- ensuring that the 100% payout level under our corporate bonus plan correlates to a target achievement level per performance goal of not less than 100%;
- reducing our use of above-median benchmarking, as described below under Target Compensation ;
- removing the overlapping performance goals from our corporate bonus plan and PSU awards the performance goals for the 2015 corporate bonus plan relate to non-GAAP operating income, license revenue and subscription revenue, while the performance goals for our 2015 PSU awards relate to total revenue, non-GAAP earnings per share, revenue growth, recurring revenue mix and total stockholder return;

- implementing a new PSU award structure that measures performance over a multi-year period shares will be earned based on a 3-year revenue compound annual growth rate threshold and recurring revenue as a percentage of total revenue target for 2017, adjusted by a multiplier based on relative total stockholder return compared to the S&P Software & Services Select Industry Index; and

- adopting a clawback policy, as described below.

We remain committed to aligning our executive compensation program with the interests of our stockholders. We will continue to ask for input from our stockholders as we further refine our executive compensation programs to best align pay for performance and enhance our positive compensation and governance practices.

Target Compensation

We evaluate comparative market data to assist with attracting, retaining and motivating our key employees. When establishing 2014 compensation, we looked at three elements base salary, target total cash, and long-term incentives (which together we refer to as total direct compensation) as compared to our peer group. For 2014, we targeted an executive officer s total direct compensation within a range of the 50th to 75th percentiles.

We target a range of total direct compensation, which provides us with flexibility to ensure we continue to offer competitive compensation. An executive officer s target total direct compensation may be within, above or below the target

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range based upon a variety of factors, including both corporate and individual performance and the executive officer s role, skills and experience. For example, in 2014, we targeted the total direct compensation of Mr. Abbasi, our chief executive officer, below the 50th percentile.

In addition, we believe that our target range furthers our pay-for-performance philosophy, by maintaining consistency between our executive officer s compensation and our internal operating plan. Our internal operating plan is intentionally challenging and designed to require significant effort and skill by the company to achieve, and, by targeting a competitive range, we ensure that if we achieve our internal goals and objectives for our business, our overall compensation will align with our performance.

New Executive Officer Compensation

One of our named executive officers, Mr. Berry, joined us in November 2014. In determining and negotiating Mr. Berry s compensation, the Compensation Committee and management reviewed and considered his qualifications and experience, his anticipated duties and responsibilities at Informatica, the overall compensation necessary to encourage and incentivize Mr. Berry to join Informatica, and the compensation that Mr. Berry was receiving from his then-current employer. The Compensation Committee and management also consulted with Radford regarding the appropriate compensation for such duties and responsibilities relative to our peer group and our target percentiles.

Base Salary

Annual base salaries for our executive officers are determined primarily on the basis of the executive officer s level of responsibility, general salary practices of the peer group and the individual officer s specific qualifications and experience. Base salaries are reviewed annually by the Compensation Committee and any variances between the salary levels of each executive officer and those of the companies included in the benchmarks are reviewed. The Compensation Committee also reviews recommendations made by Mr. Abbasi for each executive officer (other than himself). Salaries may be adjusted based on certain criteria including our recent financial performance, the executive officer s individual performance, the functions performed by the executive officer, the scope of the executive officer s on-going duties and any general changes in the compensation data from the peer companies. In determining any merit salary increase, the relative importance of each factor may vary from individual to individual.

2014 Base Salaries. In the fourth quarter of 2013 and the first quarter of 2014, the Compensation Committee reviewed data provided by Radford, including the analysis of each named executive officer s base salary against our selected peer group. In addition to reviewing the data provided by Radford, the Compensation Committee considered our 2013 financial performance and the current position of base salaries within the percentile target. As a result, minor increases were made to the base salaries for certain of our executive officers for 2014.

For 2014, the base salaries of our named executive officers were as follows:

Named Executive Officer	**2013 Base Salary ($)**	**2014 Base Salary ($)**	**% Change**

Sohaib Abbasi	700,000	700,000	0%
Michael Berry (1)		410,000	
Marge Breya	400,000	410,000	2.5%
Ivan Chong	375,000	385,000	2.7%
Earl Fry	417,000	440,000	5.5%
Charles Race (2)		400,000	

(1) Mr. Berry joined us in November 2014. Mr. Berry s base salary was negotiated in connection with his hiring.

(2) Mr. Race s base salary was increased to $400,000 in August 2014 in connection with his promotion to executive vice president, worldwide field operations. Prior to his promotion, Mr. Race s base salary was £185,000.

Short-Term Cash Incentive Awards

In addition to base salaries, we pay short-term cash incentive awards pursuant to our corporate bonus plan and individual variable compensation plans. As a result, a substantial portion of each named executive officer s total cash compensation is tied to our performance, in order to focus each executive officer on the importance of achieving our top-line and bottom-line objectives. We refer to these cash incentive awards as a bonus.

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Target Bonus. The target bonus for each named executive officer is determined using competitive market data provided by our independent compensation consultant, evaluated against a number of criteria including functional responsibilities and the scope of the executive officer s position and on-going duties, and is expressed as a percentage of base salary. The Compensation Committee also reviews recommendations made by Mr. Abbasi for each executive officer (other than himself).

2014 Target Bonus. The Compensation Committee approved a 10% increase in the 2014 target bonus percentages for Mr. Abbasi and Mr. Chong, in order to maintain their total cash compensation at the targeted percentile and incentivize them to achieve our growth strategies and maximize stockholder value (and for Mr. Chong, to ensure internal parity among his peers). No changes were made to the target bonus percentages for our other named executive officers.

For 2014, each named executive officer s target bonus was:

Named Executive Officer	2013 Target Bonus (as a % of Base Salary)	2014 Target Bonus (as a % of Base Salary)	2014 Target Bonus ($)
Sohaib Abbasi	105%	115%	805,000
Michael Berry (1)		90%	61,500
Marge Breya	90%	90%	369,000
Ivan Chong	80%	90%	337,500
Earl Fry	90%	90%	396,000
Charles Race (2)		90%	147,000

(1) Mr. Berry joined us in November 2014. Mr. Berry s target bonus percentage was negotiated in connection with his hiring. The table above reflects a prorated target bonus based on his start date.

(2) Mr. Race was promoted in August 2014. The table above reflects a prorated target bonus based on his promotion date.

Corporate Bonus Plan. Our corporate bonus plan focuses on the achievement of key fiscal year business objectives around growth and profitability. Most of our employees participate in this bonus plan, including our executive officers, which directly rewards achievement against semi-annual performance goals. The performance goals are determined by the Compensation Committee in consultation with the Board of Directors and executive management. These performance goals are specifically tied to three key corporate performance objectives: non-GAAP operating income, license bookings and subscription (annual contract value) bookings. The performance goal related to subscription bookings was added to the corporate bonus plan for 2014. For purposes of the corporate bonus plan, GAAP operating income is adjusted for certain items. Non-GAAP operating income excludes charges and benefits related to the amortization of acquired technology and intangible assets, facilities restructuring and facility lease termination costs, pre-occupancy building operating expense, acquisitions and other charges, and stock-based compensation expense.

The target levels of the performance goals are measured on a semi-annual basis. Bonuses are paid out after the second calendar quarter for performance achieved in the first half of the year, and after the fourth calendar quarter for performance achieved in the second half of the year. The corporate bonus plan has a minimum payout threshold, with zero payout for achievement at 80% or less of the target level for that semi-annual period. In addition, it is possible to exceed the target level of achievement and receive a bonus payout in excess of the amount payable at the target level, up to a maximum of 200% of the target bonus amount. The Compensation Committee reviews, approves and has discretion to adjust the actual achievement levels and the bonus payments for all participants.

The target levels of the performance goals are derived from our internal operating plan for the fiscal year. Our annual operating plan sets forth our internal goals and objectives for the overall growth and development of Informatica and, therefore, is intentionally challenging and designed to require significant effort and skill by the company to achieve. As a result, the likelihood of achieving the performance targets reflects the challenges inherent in achieving the goals and objectives in our internal operating plan. We also adjust the payout levels under the corporate bonus plan from year-to-year based on the likelihood of achievement of the performance goals. In addition, we evaluate and adjust payout levels based on an assessment of our peer group s financial targets for the current fiscal year.

The Compensation Committee considers the likelihood of achievement when approving the target levels and performance goals, including historical levels of achievement by our executive officers. Achievement of 120% of the performance goal target level (or 140% with respect to the subscription bookings performance goal) would be required in order to achieve a maximum payout of 200% of the target bonus. Historically, this maximum level of achievement has never been attained. Achievement of a maximum bonus payout would require significant skill and effort on the part of an executive officer and very high levels of corporate performance that the Compensation Committee believes are possible but unlikely to be achieved.

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2014 Corporate Bonus Plan. For 2014, 50% of each employee s target bonus (including our named executive officers) was attributable to the performance goal related to non-GAAP operating income, 35% was attributable to the performance goal related to license bookings and the remaining 15% was attributable to the performance goal related to subscription bookings. Achievement of the target level of the performance goals for 2014 would have required aggressive growth and significant improvement from the prior fiscal year very high levels of both individual and corporate performance that we believed were possible but difficult to achieve. In addition, when we evaluated the target levels of the performance goals relative to the peer group for 2014, we believed that our targets were relatively consistent with the peer group s targets for the year. As a result, we maintained the payout levels with respect to the non-GAAP operating income performance goal, adjusted downward the payout levels with respect to the license bookings performance goal and established the payout levels with respect to the subscription bookings performance goal:

	2014 Payout Level of Target Bonus (1)	
Achievement Level per Performance Goal	**Non-GAAP Operating Income**	**License Bookings**
Threshold (80% or less)	0%	0%
85%	25%	25%
90%	50%	50%
95%	75%	75%
Target (100%)	100%	100%
105%	125%	125%
110%	150%	150%
115%	175%	175%
Maximum (120%)	200%	200%

Achievement Level per Performance Goal	**2014 Payout Level of Target Bonus (1) Subscription (ACV) Bookings**
Threshold (80% or less)	0%
85%	25%
90%	50%
95%	75%
Target (100%)	100%
110%	125%
120%	150%
130%	175%
Maximum (140%)	200%

(1) Payments are linear between payout levels.

2014 Bonuses. For 2014, the achievement (compared to our internal operating plan) and payout levels of the performance goals under the corporate bonus plan approved by the Compensation Committee were:

Performance Goal	**First Half 2014 Achievement**	**First Half 2014 Payout**	**Second Half 2014 Achievement**	**Second Half 2014 Payout**
Corporate Bonus Plan:				

Non-GAAP Operating Income	99%	95%	88%	40%
License Bookings	88%	35%	85%	25%
Subscription Bookings	101%	103%	114%	135%

These results combined for a total payout level of 77% for the first half of 2014 and 49% for the second half of 2014, representing a 63% payout level for the entire fiscal year.

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For fiscal 2014, the actual bonuses approved by the Compensation Committee were:

Named Executive Officer	Total First Half Award ($)	Total Second Half Award ($)	Total 2014 Award ($)	Total 2014 Award (as a % of Base Salary)	Total 2014 Award (as a % of Target Bonus)
Sohaib Abbasi	309,925	197,225	507,150	72.5%	63%
Michael Berry (1)		30,135	30,135	44.1%	49%
Marge Breya	142,065	90,405	232,470	56.7%	63%
Ivan Chong	129,938	82,688	212,626	56.7%	63%
Earl Fry	152,460	97,020	249,480	56.7%	63%
Charles Race (2)		72,030	72,030	43.2%	49%

(1) Mr. Berry joined us in November 2014.

(2) Mr. Race was promoted in August 2014. Prior to his promotion, Mr. Race was on an individual variable incentive compensation plan, which provided for the payment of commissions based on the achievement of license bookings targets for Europe, the Middle East and Africa (EMEA). In his prior role as our senior vice president, EMEA sales, Mr. Race was responsible for delivering our EMEA license bookings target. In 2014, Mr. Race received approximately £62,246 in commissions.

Equity Incentive Awards

Informatica s equity incentive plans are a critical component of the compensation program. We believe awarding equity compensation incentivizes our executive officers and key employees to focus on building stockholder value through meeting long-term financial and strategic goals. We grant stock options, RSUs and PSUs to executive officers and other employees under our equity incentive plan. We also sponsor an employee stock purchase plan (ESPP). All full time employees (except employees in geographies where participation is restricted by local statute or regulations) are eligible to participate in our ESPP, which provides a fifteen percent (15%) discount on the purchase of shares twice a year. Executive officers may participate in this plan on the same terms as all other employees. Offering these equity alternatives are critical elements in attracting and retaining high caliber employees, including executive level talent, in the competitive technology labor market.

Equity Grant Process. At the start of each fiscal year, the Compensation Committee reviews our hiring and growth plans for the year ahead and approves an equity budget presented by human resources management. The Compensation Committee also approves equity guidelines for hiring and retention purposes for management to work within during the fiscal year ahead. Equity grant ranges are set for each job function, level and position within Informatica for both new hire grants and annual refresh grants, and are reviewed and approved by the Compensation Committee at the start of each fiscal year. Ranges are set to balance the need to use equity grants to provide significant attraction and retention value against the need to limit dilution of stockholder interests by working within our target dilution rate. We develop our target dilution rate each year by taking into account the guidelines of our larger stockholders, proxy advisory firm guidelines for our industry, peer group data, the impact on our financial metrics and our hiring and growth plans. These equity ranges provide reference guidelines for Mr. Abbasi, our human resources personnel, the Compensation Committee and the Board of Directors when hiring new executive officers and key management. Additionally, the Compensation Committee uses data provided by Radford to ensure that new hire and any refresh grants for executive officers are within the target positioning levels in our peer group.

Our equity incentive plan authorizes the Compensation Committee to grant awards to our executive officers and, as such, the Compensation Committee approves grants to new executive officers, as well refresh and promotional grants to existing executive officers. The principal factors considered in granting new employee equity grants to our executive officers are: (i) level of responsibility of the executive officer s position, (ii) total compensation profile, and (iii) the executive officer s ability to influence our long-term growth and profitability. Additional factors considered when reviewing annual refresh grants include: (i) performance, (ii) the existing levels of stock ownership and equity awards that the particular executive officer holds, and associated retention value, among the executive officers relative to each other and to our employees as a whole, (iii) our target dilution rate, and (iv) peer group practices. The Compensation Committee also reviews recommendations made by Mr. Abbasi for each executive officer (other than himself).

2014 Equity Awards and 2014 PSU Program. In the fourth quarter of 2013 and the first quarter of 2014, Radford provided the Compensation Committee with recommendations for equity awards for each executive officer based on consideration of the factors detailed above and to align long-term, equity-based incentives within the target direct compensation ranges. The Compensation Committee also considered the retention value of the named executive officers current equity awards, and discussed with Mr. Abbasi his recommendations for the executive officers (other than himself). With respect to the mix of equity awards to be granted, the Compensation Committee continued the PSU program in 2014. The Compensation Committee

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utilized a mix of options, PSUs and time-based RSUs for our executive officers, maintaining the primary focus of the 2014 equity awards on enhancing performance.

In 2014, each named executive officer received the following equity awards:

Named Executive Officer	Grant Date	Options (#) (1)	RSUs (#) (2)	Target PSU Award (#)
Sohaib Abbasi	02/03/14	91,000		92,000
Michael Berry (3)	11/07/14	175,000	60,000	
Marge Breya	02/03/14	75,000	12,500	12,500
Ivan Chong	02/03/14	55,000	8,250	8,250
Earl Fry	02/03/14	100,000	15,000	15,000
Charles Race (4)	02/03/14			25,000
	08/01/14	100,000	50,000	

(1) Except for Mr. Berry, options vest over a four-year period, at a rate of 1/48th per month. Mr. Berry s options vest over a four-year period, with 25% of the shares vesting on the first anniversary of the grant date and then at a rate of 1/48th per month thereafter.

(2) RSUs vest over a four-year period, at a rate of 25% on each anniversary of the vesting commencement date. The vesting commencement date for RSUs is the first day of the second month of the quarter in which the awards were granted.

(3) Mr. Berry joined us in November 2014 and was not eligible to participate in the 2014 PSU Program. Mr. Berry s equity awards were negotiated in connection with his hiring.

(4) Mr. Race was promoted in August 2014 and received additional equity grants in connection therewith. Mr. Race s 2014 PSU award has different terms than the PSUs granted to our other executive officers, as described below.

Corporate PSU Program. A target number of PSUs will be eligible to vest if applicable performance criteria are met during a specified performance period. The actual number of PSUs which may be earned (and, therefore, be eligible to vest) depends upon the level of achievement with respect to the performance criteria specified by the Compensation Committee at the time of grant. If the target level of achievement is not met, no PSUs will be earned. At or above the minimum level of achievement, the actual number of PSUs earned may range from 50% to 125% of the target PSU award. Once the actual number of PSUs earned has been determined, the PSUs will vest over a four-year period, at a rate of 25% on each anniversary of the grant date.

The performance period for the 2014 target PSU awards was the 2014 fiscal year. 60% of the target PSU award was measured on the basis of our total revenue (compared to our internal operating plan) for the performance period, and 40% of the target PSU award was measured on the basis of non-GAAP operating income (compared to our internal operating plan) for the performance period. The Compensation Committee selected these performance goals to align with our key business objectives around growth and profitability, as well as increasing stockholder value. In addition, the thresholds for the percentage of target PSU awards earned were evaluated and adjusted based on an assessment of our peer group s financial targets and our targeted total direct compensation ranges for long-term equity incentives.

Achievement Level per Performance Goal	2014 % of Target PSU Award Earned (1) Revenue	Non-GAAP Operating Income
Below 90%	0%	0%
92.5%	70%	70%
95%	80%	80%
97.5%	90%	90%
100%	100%	100%
102.5%	110%	110%
At or above 105%	125%	125%

(1) Achievement at a percentage between those reflected in the table is determined using linear interpolation.

Individual PSU Program. Prior to his promotion to executive vice president, worldwide field operations in August 2014, Mr. Race was our senior vice president, EMEA sales. In connection with that role, we created an individual PSU plan to incentivize Mr. Race to achieve targets for license bookings in EMEA based on our internal operating plan. Mr. Race received a target PSU award of 10,000 shares measured on the basis of an annual EMEA data integration and data quality perpetual

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license bookings performance goal. Below a 90% achievement level, no PSUs were eligible to be earned; at a 100% achievement level, the target number of PSUs could be earned (i.e., 10,000 shares); and at or above 110% achievement, the maximum number of PSUs eligible to be earned was 15,000 shares. Mr. Race also received a target PSU award of 15,000 shares measured on the basis of a quarterly EMEA data integration and data quality perpetual license bookings performance goal. For each fiscal quarter, below the 95% achievement level, no PSUs were eligible to be earned; at 100% achievement, 2,500 PSUs could be earned; and at or above 105% achievement, 3,750 PSUs were eligible to be earned. Mr. Race could also receive an additional 2,500 PSUs for achievement of three of four quarters at levels greater than 100% with the remaining quarter s achievement level at least 90%, or an additional 5,000 PSUs for achievement of all four quarters at 100% or greater.

2014 Actual PSUs. In January 2015, the Compensation Committee approved the achievement level (compared to our internal operating plan) of the performance goals under the PSU programs and the percentage of PSUs actually earned (and eligible to vest):

Performance Goal	**2014 Achievement**	**2014 % of Target PSUs Earned**
Corporate PSU Program:		
Revenue	96%	85%
Non-GAAP Operating Income	93%	72%

As a result, each named executive officer earned the following PSU awards:

Named Executive Officer	**2014 Actual PSUs Earned Revenue (#)**	**2014 Actual PSUs Earned Non-GAAP Operating Income (#)**	**Total 2014 Actual PSUs Earned (#)**
PSU Program:			
Sohaib Abbasi	46,920	26,496	73,416
Michael Berry (1)			
Marge Breya	6,375	3,600	9,975
Ivan Chong	4,208	2,376	6,584
Earl Fry	7,650	4,320	11,970

	2014 Actual PSUs Earned Annual (#)	**2014 Actual PSUs Earned Quarterly (#)**	**Total 2014 Actual PSUs Earned (#)**
Individual PSU Program:			
Charles Race		2,500	2,500

(1) Mr. Berry joined us in November 2014 and was not eligible to participate in the 2014 PSU Program.

Benefits

We have adopted certain general employee benefits plans in which executive officers also participate under the same terms as other employees. The benefits plans vary by geography to account for statutory requirements and local market practices. The primary benefit plans that are available to all U.S. employees who work at least twenty-four hours per week include:

- flexible time off for vacation, care of a family member, or for a personal or family illness;
- medical, dental and vision coverage;
- disability insurance with the same relative coverage and payout levels regardless of seniority;
- basic life and accidental death & dismemberment insurance with the same relative coverage and payout levels regardless of seniority;
- 401(k) savings plan with a matching contribution by us of up to $4,000; and
- our ESPP.

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We do not currently offer any non-qualified deferred compensation plans or supplemental retirement plans to our executive officers. Also, we do not provide any pension arrangements or other similar benefits to our executive officers, other than the 401(k) plan referenced above and the contributions by us to Mr. Race s statutory UK pension plan, which were approximately $21,243 in 2014.

We do not have a general program of perquisites that are available to our executive officers. However, from time to time to ensure that our executive officers are able to successfully fulfill our expectations for their roles and responsibilities, we agree to cover certain costs associated with any relocation to California. We paid approximately $12,318 to cover Mr. Berry s relocation costs when he joined us in November 2014, which includes the tax reimbursement associated with such relocation expenses. In addition, in connection with Mr. Race s promotion, we agreed to cover the cost of his housing prior to his anticipated relocation to the United States. We paid approximately $35,475 in housing costs. Furthermore, Mr. Race received a car allowance of approximately $13,883 prior to his promotion.

Severance Arrangements

We have entered into agreements with our named executive officers regarding severance arrangements. Such agreements are standard in our industry and are necessary in order to attract and retain the best talent for these executive officer positions. See Potential Payments on Termination or Change of Control below for a summary of the material terms and conditions of these severance arrangements.

Stock Ownership Guidelines

To further align the interests of our executive officers and members of the Board of Directors with those of our stockholders, we have adopted stock ownership guidelines for our executive officers and directors. Executive officers and directors are expected to meet a minimum ownership level equal to:

- chief executive officer 5x annual base salary;
- other executive officers 3x annual base salary; and
- directors 5x annual retainer.

Executive officers and directors will be expected to meet 50% of these ownership levels within three years from the date of their appointment as an executive officer or election to the Board of Directors, and 100% of these ownership levels within five years of such date. Minimum ownership levels are calculated annually based on the executive officer s base salary or director s annual retainer in effect as of the end of the fiscal year and the closing price of our common stock on the last business day of the fiscal year. Shares counted towards the minimum ownership levels include all shares beneficially owned by the executive officer or director, including shares beneficially owned by the executive officer s or director s immediate family, but exclude unvested restricted stock, shares underlying unvested restricted stock units and shares underlying unexercised option grants.

Clawback Policy

Our Board of Directors has adopted a clawback policy, which entitles us to recover certain compensation previously paid to our executive officers. Specifically, in the event of intentional misconduct or gross negligence that results in a material restatement of our financial statements during a three-year period, each executive officer will be required to repay or forfeit any excess compensation to the extent determined by the Board of Directors (or a Board committee) in accordance with the policy. Excess compensation refers to the portion of any cash-based incentive compensation or performance-based equity compensation received by an executive officer that was in excess of the amount they would have received if calculated under the restated financial statements.

Accounting and Tax Considerations

We generally consider tax and accounting implications in designing our compensation programs, and aim to keep the compensation expense associated with such programs within reasonable levels. For example, in selecting equity-based compensation elements, the Compensation Committee reviews the projected expense amounts and expense timing associated with equity awards. In addition, Section 162(m) of the Internal Revenue Code of 1986, as amended, disallows a deduction by us for compensation exceeding $1.0 million paid to certain executive officers, excluding, among other things, performance-based compensation. To maintain flexibility in compensating executive officers in a manner designed to promote varying corporate goals, we have not adopted a policy that all compensation must be deductible.

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Report of the Compensation Committee of the Board of Directors

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis with Informatica s management. Based on such review and discussion, the Compensation Committee recommended to Informatica s Board of Directors that the Compensation Discussion and Analysis be included in this Amendment No. 1.

COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Gerald Held (Chair)
Amy Chang
Hilarie Koplow-McAdams

2014 Summary Compensation Table

The following table presents information concerning the compensation of the named executive officers for the fiscal year ended December 31, 2014.

Name and Principal Position	**Year**	**Salary ($)**	**Bonus ($) (1)**	**Stock Awards ($) (2)**	**Option Awards ($) (2)**	**Non-Equity Incentive Plan Compensation ($)**	**All Other Compensation ($) (3)**	**Total ($)**
Sohaib Abbasi	2014	700,000		3,519,000	1,058,740	507,150		5,784,890
Chairman and	2013	700,000		3,031,830	894,680	547,575		5,174,085
Chief Executive Officer	2012	700,000		1,453,980	2,671,300	102,900		4,928,180
Michael Berry (4) *Executive Vice President and Chief Financial Officer*	2014	68,333		2,184,600	1,734,355	30,135	12,318	4,029,741
Margaret Breya (5)	2014	410,000		956,250	872,588	232,470	4,000	2,475,308
Executive Vice								
President	2013	385,417		467,875		259,200	4,000	1,116,492
and Chief Marketing Officer	2012	19,952	100,000	909,900	1,283,838			2,313,690
Ivan Chong	2014	375,000		631,126	639,898	212,626	4,000	1,862,650
Executive Vice								
President	2013	341,667		467,875	469,707	210,700	4,000	1,493,949
and Chief Strategy Officer	2012	335,000		480,254	587,686	35,175	3,500	1,441,615
Earl Fry (6)	2014	440,000		1,147,500	1,163,450	249,480	4,000	3,004,430
	2013	417,000		860,890	861,130	279,599	4,000	2,422,619

Executive Vice President, Operations Strategy and Chief Customer Officer; Former Chief Financial Officer	2012	417,000	647,682	1,095,233	46,704	3,500	2,210,119
Charles Race (7) *Executive Vice President, Worldwide Field Operations*	2014	422,690	2,524,250	899,950	72,030	70,601	3,989,521

(1) Reflects a signing bonus for Ms. Breya.

(2) Reflects the aggregate grant date fair value computed in accordance with FASB ASC Topic 718. The assumptions used in the valuation of these awards are set forth in the notes to our consolidated financial statements, which are included in the Original Form 10-K, filed with the SEC on February 26, 2015. These amounts do not necessarily correspond to the actual value that may be recognized by the named executive officer.

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(3) For Mr. Berry, reflects relocation expenses and the tax reimbursement for expenses associated with his relocation. For Ms. Breya, Mr. Chong and Mr. Fry, reflects 401(k) matching contributions by Informatica. For Mr. Race, reflects (i) housing expenses of $35,475, (ii) a car allowance of $13,883 and (iii) pension matching contributions by Informatica of $21,243.

(4) Mr. Berry joined us in November 2014.

(5) Ms. Breya joined us in December 2012.

(6) Mr. Fry resigned as chief financial officer and chief administration officer, and transitioned to his new role as executive vice president, operations strategy and chief customer officer, in November 2014.

(7) Mr. Race became an executive officer in August 2014. Certain amounts reported above for Mr. Race in the Salary and All Other Compensation columns were converted to U.S. dollars using a rate of 0.64 British pounds per dollar, calculated as of December 31, 2014.

2014 Grants of Plan-Based Awards Table

The following table presents information concerning each grant of an award made to a named executive officer in 2014 under any plan.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards ($) (1)		Estimated Future Payouts Under Equity Incentive Plan Awards (#) (2)		All Other Stock Awards: Number of Shares of Stocks or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($)	Grant Date Fair Value of Stock and Option Awards ($) (3)
Name	**Grant Date**	**Target**	**Maximum**	**Target**	**Maximum**				
Sohaib Abbasi		805,000	1,610,000						
	2/3/2014			92,000	115,000				3,519,000
	2/3/2014						91,000	38.25	1,058,740
Michael Berry		61,500	123,000						
	11/7/2014					60,000			2,184,600
	11/7/2014						175,000	36.41	1,734,355
Margaret Breya		369,000	738,000						
	2/3/2014			12,500	15,625				478,125
	2/3/2014					12,500			478,125
	2/3/2014						75,000	38.25	872,588
Ivan Chong		337,500	675,000						
	2/3/2014			8,250	10,313				315,563
	2/3/2014					8,250			315,563
	2/3/2014						55,000	38.25	639,898
Earl Fry		396,000	792,000						

	2/3/2014			15,000	18,750				573,750
	2/3/2014					15,000			573,750
	2/3/2014						100,000	38.25	1,163,450
Charles Race		147,000	294,000						
	2/3/2014			25,000	35,000				956,250
	8/1/2014					50,000			1,568,000
	8/1/2014						100,000	31.36	899,950

(1) Reflects target and maximum cash incentive award amounts for 2014 performance under our corporate bonus plan, as described in Compensation Discussion and Analysis Short-Term Cash Incentive Awards. For Mr. Berry, reflects prorated amounts based on his start date. Mr. Berry joined us in November 2014. For Mr. Race, reflects prorated amounts based on the date he was promoted and became an executive officer. There is no threshold payout amount, as the minimum amount payable under the plan is zero. The actual cash incentive award amounts paid for 2014 are reflected in the Non-Equity Incentive Plan Compensation column of the 2014 Summary Compensation Table.

(2) Reflects target and maximum number of performance-based restricted stock units for 2014 performance granted under the 2009 Equity Incentive Plan, as described in Part III, Item 11, Compensation Discussion and Analysis Equity Incentive Awards. There is no threshold payout amount, as the minimum amount of performance-based restricted stock units that may be earned is zero. For 2014, the actual number of performance-based restricted stock units that were earned were as follows:

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Sohaib Abbasi	73,416
Michael Berry	
Margaret Breya	9,975
Ivan Chong	6,584
Earl Fry	11,970
Charles Race	2,500

(3) Reflects the grant date fair value of each equity award computed in accordance with FASB ASC Topic 718. The assumptions used in the valuation of these awards are set forth in the notes to our consolidated financial statements, which are included in the Original Form 10-K, filed with the SEC on February 26, 2015. These amounts do not necessarily correspond to the actual value that may be recognized by the named executive officer.

Outstanding Equity Awards at 2014 Fiscal Year-End

The following table presents information concerning unexercised options and stock that has not vested for each named executive officer outstanding as of the end of 2014.

		Option Awards				Stock Awards			
Name	Grant Date (1)	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($) (2)	Number of Unearned Shares or Units of Stock That Have Not Vested (#) (3)	Market Value of Unearned Shares or Units of Stock That Have Not Vested ($) (2)
Sohaib Abbasi	2/1/2008	180,485		18.54	2/1/2015				
	2/1/2010	300,000		24.38	2/1/2017				
	2/1/2011	215,625	9,375	46.63	2/1/2018				
	2/1/2012	141,666	58,334	44.06	2/1/2019				
	2/1/2013	36,666	43,334	37.43	2/1/2020				
	2/3/2014	18,958	72,042	38.25	2/3/2021				
	2/1/2011					4,166	158,891		
	2/1/2012					10,000	381,400		
	2/1/2013					60,751	2,317,043		
	2/3/2014 (4)							92,000	3,508,880
Michael Berry	11/7/2014		175,000	36.41	11/7/2021				