

Sabre Corp
Form PRE 14A
March 21, 2017
Table of Contents

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 Rule 14a-12

Sabre Corporation

(Name of Registrant as Specified In Its Charter)

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:

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

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No:

(3) Filing Party:

(4) Date Filed:

Table of Contents

**Notice of 2017 Annual Meeting
of Stockholders and
Proxy Statement**

Table of Contents

April 7, 2017

Dear Fellow Stockholders:

We are pleased to invite you to the 2017 Annual Meeting of Stockholders. The meeting will be held on Wednesday, May 24, 2017, at 9:30 a.m. local time, at our Global Headquarters, located at 3150 Sabre Drive, Southlake, Texas 76092.

Details about the business to be conducted at the Annual Meeting can be found in the accompanying Notice of Annual Meeting of Stockholders and proxy statement.

Your vote is important. Regardless of whether you plan to attend the Annual Meeting, we urge you to vote your shares as soon as possible. You may vote using the proxy form by completing, signing, and dating it, then returning it by mail. Also, most of our stockholders can submit their vote by telephone or through the Internet. If telephone or Internet voting is available to you, instructions will be included on your proxy form. Additional information about voting your shares is included in the proxy statement.

This year, you will notice that we are utilizing rules that allow companies to furnish proxy materials to stockholders on the Internet. We believe furnishing proxy materials in this manner allows us to continue to make this information available to our stockholders, while reducing printing and delivery costs and acting in a sustainable manner.

On behalf of your Board of Directors, thank you for your continued interest and support.

Sincerely,

Larry Kellner

Executive Chairman of the Board

Sean Menke

President and Chief Executive Officer

Table of Contents

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

SABRE CORPORATION

3150 Sabre Drive

Southlake, Texas 76092

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The Annual Meeting of Stockholders of Sabre Corporation, a Delaware corporation, will be held at 9:30 a.m. local time on Wednesday, May 24, 2017, at our Global Headquarters, 3150 Sabre Drive, Southlake, Texas 76092, for the following purposes:

- 1. To elect Renée James, Gary Kusin, Sean Menke and Greg Mondre to our Board of Directors, each to serve a three-year term,**
- 2. To ratify the appointment of Ernst & Young LLP as our independent auditors for the fiscal year ending December 31, 2017,**
- 3. To amend our Amended and Restated Certificate of Incorporation (Certificate of Incorporation) to facilitate the implementation of a majority vote standard in uncontested elections of directors, and**
- 4. To transact any other business that may properly come before the Annual Meeting or any adjournments or postponements.**

Our Board of Directors recommends you vote (1) **FOR** the election of directors named in this proxy statement from the Class of 2017, (2) **FOR** ratification of the appointment of our independent auditors, and (3) **FOR** the amendment of our Certificate of Incorporation to facilitate the implementation of a majority vote standard in uncontested elections of directors.

Only stockholders of record at the close of business on March 27, 2017 are entitled to notice of, to attend, and to vote at the Annual Meeting and any adjournments or postponements.

Whether or not you expect to attend the Annual Meeting, we encourage you to vote your shares promptly by using the Internet or telephone or by signing, dating and returning your proxy form.

By order of the Board of Directors.

Steve Milton

Corporate Secretary

April 7, 2017

Important Notice Regarding the Availability of Proxy Materials

for the Stockholder Meeting to be Held on May 24, 2017

This proxy statement and the 2016 annual report are available at

www.proxydocs.com/SABR

Table of Contents

TABLE OF CONTENTS

TABLE OF CONTENTS

<u>PROXY STATEMENT SUMMARY</u>	1
<u>INFORMATION ABOUT OUR ANNUAL MEETING</u>	3
<u>Date, Time and Place of Meeting</u>	3
<u>Record Date; Mailing Date</u>	3
<u>Notice of Electronic Availability of Proxy Statement and Annual Report</u>	3
<u>How to Vote</u>	4
<u>How to Revoke Your Vote</u>	5
<u>Quorum</u>	5
<u>Votes Required</u>	5
<u>Abstentions and Broker Non-Votes</u>	5
<u>Solicitation of Proxies</u>	6
<u>Other Business</u>	6
<u>CORPORATE GOVERNANCE</u>	7
<u>Corporate Governance Guidelines</u>	7
<u>Board Leadership Structure</u>	7
<u>Principal Stockholders</u>	7
<u>Stockholders' Agreement</u>	8
<u>Board Composition and Director Independence</u>	9
<u>Director Nominee Criteria and Process</u>	9
<u>Attributes of Current Directors</u>	10
<u>Diversity of Directors</u>	10
<u>Stockholder Nominations for Directors</u>	10
<u>Board Meetings and Annual Meeting Attendance</u>	11
<u>Board Committees</u>	11
<u>Compensation Committee Interlocks and Insider Participation</u>	14
<u>Other Corporate Governance Practices and Policies</u>	14
<u>PROPOSAL 1: ELECTION OF DIRECTORS</u>	16
	16

<u>General Information</u>	
<u>Certain Information Regarding Nominees for Director</u>	16
<u>Director Compensation Program</u>	25
<u>PROPOSAL 2: RATIFICATION OF INDEPENDENT AUDITORS</u>	28
<u>Principal Accounting Firm Fees</u>	28
<u>Audit Committee Approval of Audit and Non-Audit Services</u>	28
<u>Audit Committee Report</u>	29
<u>PROPOSAL 3: AMENDMENT OF CERTIFICATE OF INCORPORATION TO FACILITATE THE IMPLEMENTATION OF A MAJORITY VOTE STANDARD IN UNCONTESTED ELECTIONS OF DIRECTORS</u>	31
<u>Current Voting Standard</u>	31
<u>Rationale for Implementation of Majority Vote Standard</u>	31
<u>Proposed Implementation of the Majority Vote Standard</u>	31
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	33
<u>Management Changes in 2016</u>	33
<u>Executive Summary</u>	33

Table of Contents

TABLE OF CONTENTS

<u>Compensation Philosophy and Objectives</u>	37
<u>2016 Total Direct Compensation Mix</u>	37
<u>Compensation-Setting Process</u>	39
<u>Compensation Elements of Total Direct Compensation</u>	42
<u>Compensation of Executive Chairman</u>	51
<u>Employment Agreements</u>	51
<u>Other Compensation Policies and Programs</u>	53
<u>Tax and Accounting Considerations</u>	55
<u>Compensation Committee Report</u>	56
<u>EXECUTIVE COMPENSATION</u>	57
<u>2016 Summary Compensation Table</u>	57
<u>2016 Grants of Plan-Based Awards Table</u>	59
<u>2016 Outstanding Equity Awards at Fiscal Year-End Table</u>	61
<u>2016 Options Exercised and Stock Vested Table</u>	64
<u>2016 Pension Benefits Table</u>	64
<u>2016 Nonqualified Deferred Compensation Table</u>	67
<u>Employment Agreements</u>	67
<u>Potential Payments upon Termination or Change in Control</u>	73
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	82
<u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</u>	85
<u>Stockholders Agreement</u>	85
<u>Registration Rights Agreement</u>	85
<u>Management Stockholders Agreement</u>	86
<u>Tax Receivable Agreement</u>	86
<u>Certain Relationships</u>	88
<u>OTHER INFORMATION</u>	89
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	89
<u>2018 Stockholder Proposals</u>	89
<u>Annual Meeting Advance Notice Requirements</u>	89
<u>Householding</u>	89
<u>APPENDIX A:</u> Proposed Amendment to Certificate of Incorporation	A-1
<u>APPENDIX B:</u> Proposed Amendment to Bylaws	B-1
<u>APPENDIX C:</u> Reconciliations of Non-GAAP and GAAP Financial Measures	C-1

Table of Contents**PROXY STATEMENT SUMMARY****PROXY STATEMENT SUMMARY**

This summary represents only selected information. You should review the entire proxy statement before voting.

Matters for Stockholder Voting

Proposal	Description	Board Voting
		Recommendation
1. Election of directors	Election of Renée James, Gary Kusin, Sean Menke and Greg Mondre to serve a three-year term	FOR all nominees
2. Ratification of appointment of auditors	Ratification of the appointment of Ernst & Young LLP as our independent auditors for 2017	FOR
3. Amendment of Certificate of Incorporation	Amendment of our Certificate of Incorporation to facilitate the implementation of a majority vote standard in uncontested elections of directors	FOR

Information on Director Nominees

Information about the four nominees for director is included below. The Governance and Nominating Committee has reviewed the individual director attributes and contributions of these nominees, and the Board of Directors recommends that stockholders vote **FOR** the election of each nominee.

Name and Occupation	Committee		Experience Highlights
	Roles	Independent	
Renée James <i>Former President,</i>	Audit Committee		Audit Committee financial expert Extensive strategy and operating experience in the technology

<i>Intel Corporation</i>	Technology Committee	industry Deep enterprise software and industry insights
Gary Kusin <i>Independent Consultant</i>	Compensation Committee (Chair)	Substantial expertise in executive management and corporate governance
	Governance and Nominating Committee	Extensive experience as an investor, director and an executive officer of major corporations

Table of Contents**PROXY STATEMENT SUMMARY**

Name and Occupation	Committee		
	Roles	Independent	Experience Highlights
Sean Menke <i>President and CEO, Sabre Corporation</i>	Executive Committee Technology Committee		Extensive travel industry experience Substantial leadership experience as an executive officer of airline companies
Greg Mondre <i>Managing Partner and Managing Director, Silver Lake</i>	Compensation Committee Executive Committee Governance and Nominating Committee		Extensive experience investing in the technology sector Specialized knowledge and experience in portfolio management, analyzing potential acquisitions, raising equity, and setting corporate strategy

Amendment of Certificate of Incorporation

We are proposing to amend our Certificate of Incorporation to facilitate the implementation in our Bylaws of a majority vote standard in uncontested elections. Under a majority vote standard in uncontested elections, each vote is required to be counted for or against the director's election. To be elected, votes cast for a nominee's election must exceed the votes cast against the nominee's election. The Board of Directors recommends that stockholders vote **FOR** the proposed amendment of our Certificate of Incorporation.

Table of Contents

INFORMATION ABOUT OUR ANNUAL MEETING

PROXY STATEMENT

for the Annual Meeting of Stockholders

to be held on May 24, 2017

INFORMATION ABOUT OUR ANNUAL MEETING

Date, Time and Place of Meeting

Our 2017 Annual Meeting will be held on Wednesday, May 24, 2017, at 9:30 a.m. local time, at our Global Headquarters, 3150 Sabre Drive, Southlake, Texas 76092.

Only stockholders as of the record date and persons holding proxies from stockholders as of the record date may attend the Annual Meeting. If your shares are registered in your name, you must bring a form of government-issued photo identification to the Annual Meeting. If your shares are held in the name of a broker, trust, bank or other nominee, otherwise known as holding in street name, you must bring a proxy or letter from that broker, trust, bank or other nominee that confirms you are the beneficial owner of those shares, together with a form of government-issued photo identification, to the Annual Meeting. If you are a representative of an entity that owns shares, you must bring a form of government-issued photo identification, evidence that you are the entity's authorized representative or proxyholder, and, if the entity holds the shares in street name, proof of the entity's beneficial ownership to the Annual Meeting. If you are a proxyholder, you must bring a valid legal proxy and a form of government-issued photo identification to the Annual Meeting. Use of cameras and recording devices will not be permitted at the Annual Meeting.

Record Date; Mailing Date

The Board of Directors established the close of business on March 27, 2017 as the record date for determining the holders of Sabre stock entitled to notice of and to vote at the Annual Meeting.

On the record date, [] shares of common stock were outstanding and entitled to vote at the Annual Meeting. Each share of common stock outstanding is entitled to one vote for each director nominee and one vote for each other item to be voted on at the Annual Meeting.

We are first mailing this proxy statement and the accompanying proxy materials to holders of Sabre common stock on or about April 7, 2017.

Notice of Electronic Availability of Proxy Statement and Annual Report

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As permitted by rules of the Securities and Exchange Commission (SEC), we are making this proxy statement and our annual report available to our stockholders electronically via the Internet. This reduces

Sabre Corporation 2017 Proxy Statement **3**

Table of Contents

INFORMATION ABOUT OUR ANNUAL MEETING

printing and delivery costs and supports our sustainability efforts. You may have received in the mail a Notice of Electronic Availability explaining how to access this proxy statement and our annual report on the Internet and how to vote online. If you received this Notice but would like to receive a paper copy of the proxy materials, you should follow the instructions contained in the Notice for requesting these materials.

How to Vote

You may direct how your shares are voted by proxy, without attending the Annual Meeting. The manner in which your shares may be voted by proxy depends on whether you are a:

Registered stockholder. Your shares are represented by certificates or book entries in your name on the records of Sabre's stock transfer agent, American Stock Transfer & Trust Company, LLC, or

Beneficial stockholder. You hold your shares in street name through a broker, trust, bank or other nominee. You may vote your shares by proxy in any of the following three ways:

Using the Internet. Registered stockholders may vote using the Internet by going to www.proxypush.com/SABR and following the instructions. Beneficial stockholders may vote by accessing the website specified on the voting instruction forms provided by their brokers, trusts, banks or other nominees. You will be required to enter the control number that is included on the voting instruction form provided by your broker, trust, bank or other nominee.

By Telephone. Registered stockholders may vote, from within the United States, using any touch-tone telephone by calling (866) 206-5104 and following the recorded instructions. Beneficial owners may vote, from within the United States, using any touch-tone telephone by calling the number specified on the voting instruction forms provided by their brokers, trusts, banks or other nominees. You will be required to enter the control number that is included on the voting instruction form provided by your broker, trust, bank or other nominee.

By Mail. Registered stockholders that received printed proxy materials may submit proxies by mail by marking, signing and dating the printed proxy cards and mailing them in the accompanying pre-addressed envelopes. Beneficial owners may vote by marking, signing and dating the voting instruction forms by their brokers, trusts, banks or other nominees provided and mailing them in the accompanying pre-addressed envelopes. Please note that if you received a Notice of Electronic Availability as described above, you cannot vote your shares by filling out and returning the Notice. Instead, you should follow the instructions contained in the Notice on how to vote by using the Internet or telephone.

All proxies properly submitted and not revoked will be voted at the Annual Meeting in accordance with the instructions indicated on the proxies. If you are a stockholder of record and submit your signed proxy voting instructions but do not direct how to vote on each item, the persons named as proxies will vote your shares as follows:

FOR the election of directors named in this proxy statement,

FOR ratification of the appointment of our independent auditors, and

FOR the amendment of our Certificate of Incorporation to facilitate the implementation of a majority vote standard in uncontested elections of directors.

4 **Sabre Corporation** 2017 Proxy Statement

Table of Contents

INFORMATION ABOUT OUR ANNUAL MEETING

You may also vote in person at the Annual Meeting. Votes in person will replace any previous votes you have made by mail, telephone or the Internet. We will provide a ballot to registered stockholders who request one at the meeting. Shares held in your name as the stockholder of record may be voted on that ballot. Shares held beneficially in street name may be voted on a ballot only if you bring a legal proxy from the broker, trust, bank or other nominee that holds your shares giving you the right to vote the shares. Attendance at the Annual Meeting without voting or revoking a previous proxy in accordance with the voting procedures will not in and of itself revoke a previously submitted proxy.

How to Revoke Your Vote

Any stockholder of record submitting a proxy has the power to revoke the proxy at any time prior to its exercise by (1) submitting a new proxy with a later date or time, including a proxy given over the Internet or by telephone, (2) notifying our Corporate Secretary at 3150 Sabre Drive, Southlake, Texas 76092 in writing, which notice must be received by the Corporate Secretary before the meeting or (3) voting in person at the meeting.

If you are a beneficial stockholder, you may revoke your proxy or change your vote only by following the separate instructions provided by your broker, trust, bank or other nominee.

Quorum

Transaction of business at the Annual Meeting may occur if a quorum is present. The presence at the Annual Meeting, in person or by proxy, of the holders of a majority in voting power of the outstanding shares of capital stock entitled to be voted at the meeting, present in person or by proxy, constitutes a quorum. If a quorum is not reached, the Annual Meeting will be adjourned until a later time.

Votes Required

Item 1: Election of Directors. The election of directors will be determined by a plurality of the votes cast in respect of the shares present in person or represented by proxy at the meeting and entitled to vote, meaning that the nominees with the greatest number of votes cast, even if less than a majority, will be elected.

Item 2: Ratification of Appointment of Our Independent Auditors. The affirmative vote of the holders of not less than a majority of the voting power of the outstanding shares of capital stock entitled to vote and present, in person or by proxy, at the meeting is required.

Item 3: Amendment of Certificate of Incorporation. The affirmative vote of the holders of at least 75% of the voting power of the outstanding shares of capital stock entitled to vote at the meeting is required.

Abstentions and Broker Non-Votes

Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. For Item 2, however, because the affirmative vote of the holders of a majority of the shares present and entitled to vote is required for approval, abstentions will be counted as votes against this proposal. For Item 3, because the affirmative vote of the holders of at least 75% of the shares entitled to vote at the meeting is required, abstentions will be counted as votes against this proposal.

Table of Contents

INFORMATION ABOUT OUR ANNUAL MEETING

If you hold Sabre shares in street name, you must provide your broker, bank or other holder of record with instructions in order to vote these shares. If you do not provide these voting instructions, whether your shares can be voted by your bank, broker or other nominee depends on the type of item being considered for a vote.

Non-Discretionary Items. The election of directors and the amendment of our Certificate of Incorporation are non-discretionary items and may NOT be voted on by your broker, bank or other nominee absent specific voting instructions from you.

Discretionary Item. The ratification of Ernst & Young LLP as Sabre's independent registered public accounting firm for the fiscal year ending December 31, 2017 is a discretionary item. Generally, brokers, banks and other nominees that do not receive voting instructions may vote on this proposal in their discretion.

Solicitation of Proxies

This solicitation is being made by our Board of Directors. We will bear all costs of this proxy solicitation, including the cost of preparing, printing and delivering materials, the cost of the proxy solicitation and the expenses of brokers, fiduciaries and other nominees who forward proxy materials to stockholders. In addition to mail and electronic means, our employees may solicit proxies by telephone or otherwise. In addition, we may enlist the help of banks, brokers, broker-dealers and similar organizations in soliciting proxies from their customers (*i.e.*, beneficial stockholders).

Other Business

The Board of Directors does not presently intend to bring any business before the Annual Meeting other than the proposals discussed in this proxy statement and specified in the Notice of Annual Meeting of Stockholders. If any other matters should properly come before the Annual Meeting, the persons designated in the proxy will vote on them according to their best judgment.

Your vote is very important. Whether or not you plan to attend the Annual Meeting, please take the time to vote via the Internet, by telephone or by returning your marked, signed and dated proxy card so that your shares will be represented at the Annual Meeting.

Table of Contents

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

Corporate Governance Guidelines

The Board of Directors has adopted Corporate Governance Guidelines, which govern the Board of Directors' structure and proceedings and contain its position on many governance issues. These Guidelines are available in the investors section of our website at www.sabre.com.

Board Leadership Structure

Our Corporate Governance Guidelines provide that our Board of Directors has the right to exercise its discretion to either separate or combine the offices of the Chairman of the Board and the CEO. This decision is based upon the Board of Directors' determination of what is in the best interests of Sabre and its stockholders, in light of the circumstances and taking into consideration succession planning, skills and experience of the individuals filling those positions and other relevant factors.

Mr. Kellner previously served as non-executive Chairman of the Board and, effective December 31, 2016, was elected as Executive Chairman of the Board. Also effective December 31, 2016, Mr. Menke was elected as President and CEO. The current leadership structure is based on the leadership provided by an Executive Chairman of the Board (currently Mr. Kellner) and a full-time CEO (currently Mr. Menke), with both positions being subject to oversight and review by Sabre's Board of Directors. The Board of Directors recognizes that, if circumstances change in the future, other leadership structures might also be appropriate, and it has the discretion to revisit this determination of Sabre's leadership structure.

In his role as Executive Chairman of the Board, Mr. Kellner continues to provide leadership to the Board by, among other things, working with the CEO to determine the agendas for Board meetings, to ensure proper flow of information to directors, to assist in consideration and Board adoption of Sabre's long-term and annual operating plans, and to facilitate effective operation of the Board and its committees.

In December 2016, the Board established the position of Lead Director and elected Mr. Peterson to this position. See [Other Corporate Governance Practices and Policies - Lead Director](#). We believe that the role played by the Lead Director enhances independent leadership of the Board.

Principal Stockholders

The Principal Stockholders own approximately 25.1% of our common stock as of March 15, 2017. See [Security Ownership of Certain Beneficial Owners and Management](#). The TPG Funds, the Silver Lake Funds and Sovereign Co-Invest II (as defined below) own approximately 14.3%, 8.6% and 2.2%, respectively, of our common stock as of March 15, 2017.

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TPG refers to TPG Global, LLC and its affiliates, the TPG Funds refer to one or more of TPG Partners IV, L.P. (TPG Partners IV), TPG Partners V, L.P. (TPG Partners V), TPG FOF V-A, L.P. (TPG FOF V-A) and TPG FOF V-B, L.P. (TPG FOF V-B), Silver Lake refers to Silver Lake Management Company, L.L.C. and its affiliates and Silver Lake Funds refer to either or both of Silver Lake Partners II, L.P. and Silver Lake Technology Investors II, L.P. Sovereign Co-Invest II refers to Sovereign Co-Invest II, LLC, an entity co-managed by TPG and Silver Lake. Principal Stockholders refer to the TPG Funds, the Silver Lake Funds and Sovereign Co-Invest II.

Table of Contents

CORPORATE GOVERNANCE

Stockholders Agreement

We are a party to a second amended and restated Stockholders Agreement with the Silver Lake Funds, the TPG Funds and Sovereign Co-Invest II. The Stockholders Agreement provides that the Silver Lake Funds and the TPG Funds have certain nomination rights to designate candidates for nomination to our Board of Directors and, subject to any restrictions under applicable law or NASDAQ rules, the ability to appoint members to each Board committee.

As set forth in the Stockholders Agreement, for so long as the Silver Lake Funds collectively own at least 22 million shares of our common stock as of the date that is 120 days before the date of the annual or special meeting of stockholders, as applicable, they are entitled to designate for nomination two of the seats on our Board of Directors. Thereafter, the Silver Lake Funds will be entitled to designate for nomination one director so long as they own at least 7 million shares of our common stock. Further, for so long as the TPG Funds collectively own at least 22 million shares of our common stock as of the date that is 120 days before the date of the annual or special meeting of stockholders, as applicable, they are entitled to designate for nomination two of the seats on our Board of Directors. Thereafter, the TPG Funds will be entitled to designate for nomination one director so long as they own at least 7 million shares of our common stock.

In addition, the Silver Lake Funds and the TPG Funds also jointly have the right to designate for nomination one additional director (the Joint Designee), who must qualify as independent under NASDAQ rules an