CORELOGIC, INC.
Form DEF 14A
March 20, 2017

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

SCHEDULE 14A

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

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

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

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under § 240.14a-12

CORELOGIC, INC.

(Name of Registrant as Specified In Its Charter)

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

Payment of filing fee (Check the appropriate box):

ý No fee required

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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

(4) Proposed maximum aggregate value of transaction:

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o Fee paid previously with preliminary materials.

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

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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March 20, 2017

Dear Fellow Stockholders,

You are cordially invited to attend our annual meeting of stockholders at 2:00 p.m. Pacific time on Wednesday, May 3, 2017, at the executive offices of CoreLogic, Inc., located at 40 Pacifica, Irvine, California 92618. We have included a map and directions to our executive offices on the inside back cover of this proxy statement for your convenience.

Details regarding admission to the meeting and the business to be conducted are described in the accompanying notice of annual meeting and proxy statement. We have also made available a copy of our 2016 Annual Report to Stockholders with this proxy statement. We encourage you to read our Annual Report. It includes our audited financial statements and provides information about our business.

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

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

Thank you very much for your continued interest in CoreLogic.

Paul F. Folino	Frank D. Martell
Chairman of the Board	President and Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To be Held on May 3, 2017

The annual meeting of stockholders of CoreLogic, Inc., a Delaware corporation (the "Company"), will be held at 2:00 p.m. Pacific time on Wednesday, May 3, 2017, at the executive offices of CoreLogic, Inc., located at 40 Pacifica, Irvine, California 92618, for the following purposes:

1. To elect the nine persons named in the accompanying proxy statement to serve on our board of directors until the next annual meeting and until their successors are duly elected and qualified;
2. To approve, on an advisory basis, the compensation of our named executive officers;
3. To vote, on an advisory basis, on the frequency of future advisory votes on the compensation of our named executive officers;
4. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017; and
5. To transact such other business as may properly come before the meeting or any postponements or adjournments thereof.

Only stockholders of record at the close of business on March 6, 2017 are entitled to notice of the annual meeting and an opportunity to vote at the annual meeting.

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

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

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

Registered stockholders. You may authorize your proxy:

1. *By Internet:* go to www.cesvote.com.
2.

By toll-free telephone: call 888-693-8683.

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

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

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

Stergios Theologides

Senior Vice President, General Counsel
and Secretary

Irvine, California
March 20, 2017

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PROXY STATEMENT

Solicitation of Proxies by the Board of Directors

The board of directors (the "Board" or the "Board of Directors") of CoreLogic, Inc., a Delaware corporation ("CoreLogic," the "Company," "we," or "us"), is soliciting proxies from holders of our shares of common stock for use at the annual meeting of stockholders. This proxy statement and form of proxy are first being sent or made available to our stockholders on or about March 20, 2017.

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

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

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

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

Registered stockholders. You may authorize your proxy:

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

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

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

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 3, 2017

Our Notice of Annual Meeting of Stockholders, 2017 Proxy Statement and Annual Report to Stockholders for the year ended December 31, 2016 are available at www.viewproxy.com/corelogic/2017. You are encouraged to access and review all of the important information contained in our proxy materials before voting.

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PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this proxy statement. It does not contain all of the information that you should consider prior to casting your vote at the 2017 Annual Meeting of Stockholders (the "Annual Meeting") and you should read the entire proxy statement carefully before voting.

Annual Meeting Information

2:00 pm (Pacific time) on	**Executive Offices of CoreLogic, Inc.**
May 3, 2017	**40 Pacifica**
Doors open at 1:45 p.m. Pacific time	**Irvine, CA 92618**

INTERNET	PHONE	MAIL	IN PERSON
Follow the instructions provided in the Notice, proxy card or voting instruction form you received.	Follow the instructions provided in the separate proxy card or voting instruction form you received.	Send your completed and signed proxy card or voting instructions to the address on your proxy card or voting instruction form.	Ballots will be provided to anyone who attends and wants to vote at the Annual Meeting.

Annual Meeting Agenda and Voting Recommendations

1.	Election of the nine persons named in this proxy statement to serve on our board of directors until the next annual meeting and until their successors are duly elected and qualified	**FOR**	7
2.	Approval, on an advisory basis, of the compensation of our named executive officers	**FOR**	13
3.	Vote, on an advisory basis, on the frequency of future advisory votes on the compensation of our named executive officers	**EVERY ONE YEAR**	16

4.	Ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017	**FOR**	17
5.	Transaction of such other business as may properly come before the meeting or any postponements or adjournments thereof		

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Highlights of 2016 Company Performance

Since 2011 we grew revenues at an annual compounded rate of 12%, adjusted EBITDA by 15% and adjusted EPS by 31%.

We achieved strong results in 2016. Our 2016 financial success is the direct result of our ability to provide clients with data-driven solutions to improve underwriting decisions, manage risks, and capitalize on developing business opportunities.

We returned $195 million to stockholders and reduced our outstanding share count by 5 million shares, or 6%.

We accomplished key operational improvements in 2016. In addition to our solid financial results in 2016, we successfully achieved a number of key operational goals in 2016 that will enable future success, including:

- We exceeded our cost reduction target by reducing organizational complexity, refining and automating work processes, and shrinking our real estate footprint, all of which contributed to expanded operating margins.
- We drove strong organic growth in our Risk Management and Workflow (RMW) segment, primarily through share gains, price increases and growth in new product sales.
- We grew revenue significantly in the Property Intelligence (PI) segment, primarily through the launch of the Valuation Solutions Group (VSG).
- We achieved a company-wide organic growth rate of 5%.
- We simplified our capital structure, which provided both additional financial flexibility and a significant reduction in borrowing costs.

Board Nominees

The following table provides summary information about each director nominee. The Nominating and Corporate Governance Committee makes an annual recommendation to our Board as to whether the directors have the relevant skills and experience to oversee us and to stand for re-election, and the Nominating and Corporate Governance Committee and Board have recommended the nominees below. Based on the timing of Mr. Martell's selection as a director nominee, he was nominated directly by the Board. All of the directors possess strength of character, inquiring and independent minds, mature judgment and a deep commitment to our success.

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J. David Chatham	66	1989	President and chief executive officer of Chatham Holdings Corporation and the Chatham family of real estate businesses			C	
Douglas C. Curling	62	2012	Principal and managing director of New Kent Capital LLC				
John C. Dorman	66	2012	Former chairman of Online Resources Corporation		C		
Paul F. Folino (Chairman of the Board)	72	2011	Former executive chairman of the board of directors of Emulex Corporation				
Frank D. Martell [(1)]	57	2017	President and Chief Executive Officer of CoreLogic, Inc.				
Thomas C. O'Brien	63	2008	Former chief executive officer and president of Insurance Auto Auctions Inc.				C
Jaynie Miller Studenmund	62	2012	Former chief operating officer of Overture Services, Inc.				
David F. Walker	63	2010	Chairman of the board of directors of Chico's FAS, Inc.	C			
Mary Lee Widener	78	2006	Former president and chief executive officer of Neighborhood Housing Services of America, Inc.				

C Chair

AC Audit Committee

Audit Committee Financial Expert

ASPC Acquisition and Strategic Planning Committee

CC Compensation Committee

NCGC Nominating and Corporate Governance Committee

(1) Anand Nallathambi, the Company's former President and Chief Executive Officer and a member of the Board of Directors, was granted a temporary leave of absence on February 13, 2017 and passed away on March 2, 2017. Effective March 6, 2017, the Board appointed Mr. Martell to the position of President and Chief Executive Officer and principal executive office and as a member of the Board to fill the vacancy created by Mr. Nallathambi's death.

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Corporate Governance Highlights

Board Composition

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

Our Board is composed of directors with a wide range of views, ethnicities, ages, genders and backgrounds, which reflect the diversity and complexity of the businesses and markets in which we operate. As the following chart illustrates, all of our non-management directors have served on other public company boards, 66% of our directors have been CEOs and all except one have held C-suite positions. In addition, 78% of our directors have deep industry experience in data analytics, financial services, or real estate, averaging 18 years of industry experience.

The following chart highlights that our Board composition also reflects a mix of tenure, which gives a balance of historical perspective and deep CoreLogic knowledge, with fresh perspectives and insights. Currently, the median director tenure is 5 years.

Governance Practices

The following table summarizes some of our key governance practices:

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

The following chart demonstrates our Board meeting cadence:

5X/year
Regular meetings

1X/year
Strategic planning session

Calls between meetings as appropriate

1X/year

	Governance briefing and investor feedback review
5X/year Executive sessions without management present	**1X/year** Succession planning and talent review
5X/year Executive sessions with CEO	**1X/year** Board and Board committee self-evaluation

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PROPOSAL 1. Election of Directors

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" EACH OF THE DIRECTOR NOMINEES. UNLESS OTHERWISE SPECIFIED BY YOU IN THE PROXY YOU SUBMIT, THE PROXIES SOLICITED BY OUR BOARD WILL BE VOTED "FOR" THE ELECTION OF THESE NOMINEES.

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

The Board has nominated the nine individuals set forth under " Nominees" below for election at the Annual Meeting, to serve until the 2018 annual meeting of stockholders and until the directors' respective successors are elected and qualified.

Voting Standard

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

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

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

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Nominees

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

See the section entitled "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" for information pertaining to stock ownership of the nominees. There are no family relationships among any of the nominees or any of our executive officers. In addition, there were and are no arrangements or understandings between any director and any other person pursuant to which any director was or is to be selected as a director.

Age: 66

Director since: 1989

Independent

Committees:

Audit

Compensation (Chair)

Nominating and Corporate Governance

Career Highlights

Chatham Holdings Corporation and the Chatham family of real estate businesses, specializing in real estate development, building, brokerage, asset management, mortgage lending, valuation/appraisal and other associated industries

-

President and Chief Executive Officer (1991-present)

Other Board Service

Prior Board Service

First Advantage Corporation ("FADV"), a former NASDAQ-listed company and former subsidiary of ours, providing screening analytics and identity solutions (2003-2009)

Qualifications

Through his experience in the real estate arena, Mr. Chatham enhances our understanding of the mortgage and valuation and appraisal businesses as well as the residential and commercial real estate markets. His broad executive and board experience provides particularly useful background for his service as Chair of the Compensation Committee and as a member of our Audit and Nominating and Corporate Governance Committees.

Age: 62

Director since: 2012

Independent

Career Highlights

New Kent Capital LLC, family-run investment business, Principal and Managing Director (2010-present)

New Kent Consulting LLC, consulting business founded by Mr. Curling, Principal (2010-present)

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

-

President (2002-2008)

-

Chief Operating Officer (1999-2008)

-

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

Equifax, Inc., credit bureau

Various financial roles (1989-1997)

Other Board Service

Public Boards

Aaron's, Inc., a specialty retailer of furniture, consumer electronics, computers, appliances and home accessories

Prior Board Service

ChoicePoint Inc. (2000-2008)

Committees:

Acquisition and Strategic Planning

Qualifications

Mr. Curling brings his experience operating a publicly traded data business and deep knowledge of the insurance industry and provides insight on data monetization and growth strategies. His operational background and board experience are particularly useful for his service as a member of the Nominating and Corporate Governance Committee and the Acquisition and Strategic Planning Committee.

Nominating and Corporate Governance	8

Age: 66

Director since: 2012

Independent

Career Highlights

Online Resources Corporation, a developer and supplier of electronic payment services, acquired by ACI Worldwide, Inc.

- Chairman (June 2010-March 2013)
- Co-chairman (January 2010-June 2010)
- Interim chief executive officer (April 2010-June 2010)

Digital Insight Corporation, a provider of software-as-a-service for online banking and bill payment for financial institutions, acquired by Intuit, Inc.

- Chief Executive Officer (1998-2003)

Oracle Corporation, a provider of products and services addressing all aspects of corporate information technology

- Senior Vice President of the Global Financial Services Division (1997-1998)

Treasury Services Corporation, a provider of modeling and analysis software for financial institutions

- Chief Executive Officer (1983-1997)

Other Board Service

Private Boards

DeepDyve, Inc., an online rental service for scientific and scholarly research

loanDepot, LLC, a national non-bank lender serving consumers

Prior Board Service

Online Resources Corporation (2009-2013)

Digital Insight Corporation (1998-2007)

Treasury Services Corporation (1983-1997)

Committees:

Audit

Acquisition and Strategic Planning (Chair)

Qualifications

Mr. Dorman's prior experience as chief executive officer of a technology service provider during a period of rapid growth and expansion enables him to provide insights into our operational, technology and growth strategies. His strategic perspective in the financial innovation space and board experience are also particularly useful for his service as Chair of our Acquisition and Strategic Planning Committee and as a member of our Audit Committee.

Chairman of the Board

Age: 72

Director since: 2011

Independent

Career Highlights

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

- Executive Chairman (2006-2011)

- Chairman (2002-2006)

- Chief Executive Officer (1993-2006)

Other Board Service

Public Boards

Microsemi Corporation, a provider of semiconductor solutions

Lantronix, Inc., a provider of device networking and remote access products for remote IT management

Private Boards

Commercial Bank of California, a full-service FDIC-insured community bank

Non-Profit Boards

California State University, Fullerton, Philanthropic Foundation, Discovery Science Center, a science education organization

Prior Board Service

Emulex Corporation (1993-2015)

Committees:

Audit

Compensation

Nominating and Corporate Governance

Acquisition and Strategic Planning

Qualifications

Mr. Folino brings significant expertise regarding information technology and intellectual property. With his strong executive background, Mr. Folino provides valued input on a variety of leadership, strategy, corporate governance and organizational matters. His extensive experience as a director of publicly-traded companies is particularly useful for his service as our Chairman of the Board.

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Age: 57

Director since: 2017

Career Highlights

CoreLogic, Inc.

- President and Chief Executive Officer (Feb. 2017-present)
- Chief Operating Officer (2016-Feb. 2017)
- Chief Operating and Financial Officer (2014-2016)
- Chief Financial Officer (2011-2014)

Western Institutional Review Board, a leading provider of review, approval and oversight for clinical research studies involving human subjects

- President and Chief Executive Officer (2010-2011)

Advantage Sales and Marketing, a retail merchandising and marketing services company

- Chief Financial Officer (2009-2010)

Information Services Group, Inc., a technology insight, market intelligence and advisory services company

- Executive Vice President and Chief Financial Officer, responsible for global financial management, investor and rating agency relations and information technology operations (2007-2009)

ACNielsen Corporation, a global measurement and data company for consumer goods and media

-

Leadership positions including vice president and treasurer, chief financial officer, chief operating officer and president of Asia Pacific & Emerging Markets, executive vice president, marketing information group, and chief operating officer of ACNielsen and president Europe, Middle East & Africa (1996-2006)

Other Board Service

Private Board Service

BV Investment Partners L.P., a leading, middle-market private equity buyout firm

Bank of the West, a regional financial services company

Prior Board Service

Western Institutional Review Board (2010-2011)

Qualifications

Mr. Martell has worked with us in diverse executive leadership capacities for the past six years to transform CoreLogic into a global leader in residential property-related data-driven insights. He is a proven leader with a track record of delivering exceptional operating and financial performance. In addition, Mr. Martell's position as our President and Chief Executive Officer gives him intimate knowledge of our culture, operations, strategy, financial and competitive position.

Age: 63

Director since: 2008

Independent

Career Highlights

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

-

Chief Executive Officer (2000-2014)

Other Board Service

Public Boards

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

Prior Board Service

	KAR Auction Services, Inc., a provider of vehicle auction services in North America (2007-2014)
	Insurance Auto Auctions Inc. (2000-2007)
Committees:	***Qualifications***
Compensation	As a result of his experience as a chief executive officer, Mr. O'Brien provides valued insight into our management practices. His leadership skills, board experience and background in corporate governance are particularly useful for his service as Chair of our Nominating and Corporate Governance Committee and as a member of our Compensation Committee.
Nominating and Corporate Governance (Chair)	

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Age: 62

Director since: 2012

Independent

Career Highlights

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

-

Chief Operating Officer (2001-2004)

PayMyBills.com, an online bill management company

-

President and Chief Operating Officer (1999-2001)

Great Western Bank and Home Savings Bank, now part of JPMorgan Chase

-

Roles including Executive Vice President and Head of Retail Banking (1995-1997)

First Interstate Bank, now part of Wells Fargo

-

Roles including Executive Vice President, Head of Retail Banking and Chief Marketing Officer (1984-1995)

Other Board Service

Public Boards

Pinnacle Entertainment, Inc., an owner, operator and developer of casinos and related hospitality and entertainment facilities

Western Asset, a major fixed income fund (director for several public as well as other funds)

Private Boards

Forest Lawn Memorial Parks, an industry-leading memorial parks provider

Non-Profit Boards *Huntington Memorial Hospital*, a regional teaching hospital

Prior Board Service

LifeLock, Inc., an identity theft protection company (2015-2017)

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

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

Committees:

Compensation

Qualifications

Ms. Studenmund has more than 35 years of executive management and operational experience across a diverse group of businesses in financial services and the online media and communications sector. She is also a seasoned director, having guided the growth and development of several technology and internet companies, including aQuantive, LifeLock and Orbitz Worldwide. Ms. Studenmund's deep executive and board experience is particularly useful background for her service as a member of our Compensation Committee.

Age: 63

Director since: 2010

Independent

Career Highlights

Chairman of the Board, Chico's FAS, Inc. (2015-present)

University of South Florida in St. Petersburg

-

Director of Program of Accountancy (2002-2009)

Arthur Andersen LLP

-

Partner (1986-2002)

-

Leader of firm's assurance and business advisory practice for Florida Caribbean Region (1999-2002)

Other Board Service

Public Boards

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

CommVault Systems, Inc., a data management enterprise software company

Prior Board Service

Technology Research Corporation, Inc., an electrical safety products company (2004-2011)

FADV (2003-2009)

Paradyne Networks, Inc., a provider of broadband voice, data and video network access solutions (2003-2005)

Committees:	***Qualifications***
Audit (Chair) *Acquisition and Strategic Planning*	Mr. Walker is a certified public accountant and certified fraud examiner. His extensive experience in public accounting and on corporate boards, including as chairman of the board of Chico's and a past and present chair of other audit committees, together with his role as an NACD Board Leadership Fellow, contribute to the Board's oversight of our financial reporting, controls and risk management. Mr. Walker's background is particularly useful for his service as Chair of our Audit Committee and member of our Acquisition and Strategic Planning Committee.

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Age: 78	***Career Highlights***
Director since: 2006	*Neighborhood Housing Services of America, Inc.*, a non-profit housing agency
Independent	-
	President and Chief Executive Officer (1974-2009)
	Community investment consultant, instrumental in the development of a degree program in support of the community development field at the University of San Francisco College of Professional Studies.
	Other Board Service
	Prior Board Service
	The PMI Group, Inc., a private mortgage insurer (1995-2013)
	Federal Home Loan Bank of San Francisco (chairman), a cooperative, wholesale bank helping to meet community credit needs (1994-2004)
Committees:	***Qualifications***
Audit	Given her extensive experience with organizations dedicated to revitalizing neighborhoods and increasing homeownership opportunities, Ms. Widener brings to our Board a valuable perspective on housing policy. She provides a strong understanding of the opportunities we have to improve home ownership in underserved communities and the challenges residents face in purchasing homes in those communities. Her executive experience is also particularly relevant background for her service as a member of our Audit Committee.

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

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" APPROVAL OF THE NON-BINDING ADVISORY RESOLUTION TO APPROVE THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE SEC'S EXECUTIVE COMPENSATION DISCLOSURE RULES. UNLESS OTHERWISE SPECIFIED BY YOU IN THE PROXY YOU SUBMIT, THE PROXIES SOLICITED BY OUR BOARD WILL BE VOTED "FOR" THIS PROPOSAL.

We are providing our stockholders with the opportunity to cast a non-binding vote to approve, on an advisory basis, the compensation of our named executive officers, or NEOs, as disclosed pursuant to the SEC's executive compensation disclosure rules and set forth in this proxy statement (including in the compensation tables and narratives accompanying those tables as well as in the Compensation Discussion and Analysis section below).

As described more fully in the Compensation Discussion and Analysis section below, our compensation program is heavily weighted toward performance-based compensation that provides a direct link between rigorous goals for corporate performance and pay outcomes for our executive officers. Our annual incentive plan also ties pay outcomes to the achievement of key strategic objectives that we believe will drive longer-term value to stockholders. We believe that our compensation program provides effective incentives for strong operating results by appropriately aligning pay and performance.

We pay for performance. Our philosophy is designed to:

- attract, motivate and retain highly-qualified executive officers critical to our long-term success;
- align the interests of our executive officers with the interests of our stockholders;
- reward executive officers for achieving pre-defined stretch goals and objectives, including objectives that may not yield current-period financial results but are expected to position us for enhanced results in future periods;
- encourage strategic long-term development and investment in the business;
- motivate and reward appropriate but not excessive risk-taking to grow the business; and

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

What We Do	Review total compensation relative to median of a peer group of industry-aligned companies with similar executive talent needs
	Tie annual incentives to achievement of multiple stretch financial and operating goals
	Use performance-based vesting for 50% of long-term compensation, tied to achievement of stretch EPS targets and total stockholder return (TSR) relative to our peers
	Maintain robust stock ownership guidelines
	Maintain a clawback policy for incentive payments
	Use an independent compensation consultant retained directly by the Compensation Committee, in its sole discretion, who performs no consulting or other services for the Company's management
	Require double-trigger for accelerated vesting upon termination of employment following a change in control
	Assess annually potential risks relating to the Company's compensation policies and practices
What We Don't Do	Incentivize participants to take excessive risks
	Award discretionary bonuses to our executive officers

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

Provide excessive perquisites

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

Allow for repricing of stock options without stockholder approval

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

2016 Compensation Outcomes

Our compensation program rewarded strong financial results. Our 2016 financial performance exceeded targets and resulted in above-target payouts. Results for revenue, adjusted EBITDA, and free cash flow generated funding of the ICP (our annual cash bonus plan) at 146% of target.

Notwithstanding these strong results, management and the Compensation Committee reduced bonus payouts by 5%. Despite our strong financial results and above-target payout, management recommended and the Compensation Committee approved a reduction in ICP funding by 5% across the enterprise because acquisition-related assumptions used in setting target performance did not meet timing expectations. This reduced the calculated bonus funding to 139% of target. In addition, the payout for the strategic goals portion of the ICP, relative to the funded amount, was increased for one NEO, reduced for one NEO, and unchanged for three NEOs. Finally, results for adjusted EPS and our three-year total stockholder return

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relative to our peer group generated a payout of 124.5% in our long-term performance share plan for 2014-2016.

No across the board increase in base salaries for 4th consecutive year. Notwithstanding strong operating results, consistent with our practices in recent years, the Compensation Committee did not increase NEO base salaries for 2016, except for Mr. Balas in consideration of his promotion to Chief Financial Officer.

Please see Appendix A for a detailed reconciliation of adjusted EBITDA, adjusted EPS and free cash flow to the most directly comparable GAAP financial measures.

As required by Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which was added by the Dodd-Frank Wall Street Reform and Consumer Protection Act and the related rules of the SEC, the Board of Directors requests your advisory vote to approve the following resolution at the Annual Meeting:

> **"RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed in this proxy statement pursuant to Item 402 of Regulation S-K (which disclosure includes the Compensation Discussion and Analysis, the compensation tables and the narrative discussion that accompanies the compensation tables), is hereby APPROVED."**

This proposal to approve the compensation paid to our NEOs is advisory only and will not be binding upon us or the Board of Directors, and will not be construed as overruling a decision by us or the Board of Directors or creating or implying any additional fiduciary duty for us or our Board of Directors. The Board of Directors and the Compensation Committee value the opinions of our stockholders. The Compensation Committee will consider the outcome of the vote when considering future executive compensation arrangements.

Our current policy is to provide stockholders with an annual opportunity to approve the compensation of the NEOs. We have included a proposal in this proxy statement for an advisory vote on the frequency of future advisory votes on the compensation of our NEOs and are recommending that we continue with the current policy of holding such a vote every year. Accordingly, if stockholders approve EVERY ONE YEAR as the preferred frequency option in Proposal 3, we expect the next advisory vote on the compensation of our NEOs will occur at the 2018 annual meeting of stockholders.

Approval, on an advisory basis, of the compensation of our NEOs requires the affirmative vote of the holders of a majority of shares of common stock present in person or represented by proxy and entitled to vote on the matter (meaning that of the shares represented at the meeting and entitled to vote on the proposal, a majority of them must be voted "for" the proposal for it to be approved). Abstentions will have the same effect as a vote "against" this proposal, and broker-non votes will not be counted in determining the outcome of this proposal.

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PROPOSAL 3. Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "EVERY ONE YEAR" AS THE FREQUENCY OF FUTURE NON-BINDING ADVISORY VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. UNLESS OTHERWISE SPECIFIED BY YOU IN THE PROXY YOU SUBMIT, THE PROXIES SOLICITED BY OUR BOARD WILL BE VOTED FOR "EVERY ONE YEAR" FOR THIS PROPOSAL.

We are providing our stockholders with the opportunity to cast a non-binding, advisory vote for their preference as to how frequently we should seek future advisory votes on the compensation of our NEOs as disclosed pursuant to the SEC's compensation disclosure rules. By voting on this proposal, stockholders may indicate whether they would prefer that we conduct future advisory votes on NEO compensation every one, two, or three years.

Consistent with the views our stockholders expressed in 2011, we have held our advisory vote on the compensation of our NEOs every year since then. The Board is recommending that the annual advisory vote be continued so that stockholders may continue to provide timely, direct input on our executive compensation program.

This vote is advisory, which means that the vote will not be binding upon us or the Board of Directors, or the Compensation Committee, and will not be construed as overruling a decision by us or the Board of Directors or creating or implying any additional fiduciary duty for us or our Board of Directors. The Board of Directors and the Compensation Committee value the opinions of our stockholders. The Compensation Committee will consider the outcome of the vote in considering the frequency with which the advisory vote on compensation of our NEOs will be held in the future.

The Board recommends that you vote for the advisory vote on executive compensation to be held every one year.

Under our Bylaws, the affirmative vote of a majority of the shares of our common stock represented in person or by proxy at the Annual Meeting and entitled to vote on the proposal is required to approve, on a non-binding, advisory basis, a frequency option for future advisory votes on executive compensation (meaning that of the shares represented at the meeting and entitled to vote on the proposal, a majority of them must be voted in favor of one of the frequency options for it to be approved). However, if no frequency option receives the affirmative vote of at least a majority of the shares present in person or represented by proxy and entitled to vote on the proposal at the Annual Meeting, then the Board of Directors will consider the option receiving the highest number of votes as the preferred option of the stockholders. Abstentions have the effect of votes "AGAINST" each of the frequency options in determining whether any of the frequency options has been approved by a majority of the shares of our common stock represented at the Annual Meeting and entitled to vote on the proposal, but will not be counted in determining the frequency option receiving the highest number of votes. Broker non-votes will not be counted in determining the outcome of this proposal.

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PROPOSAL 4. Ratification of the Selection of the Independent Auditor

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE PROPOSAL TO RATIFY THE SELECTION OF PwC AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017. UNLESS OTHERWISE SPECIFIED BY YOU IN THE PROXY YOU SUBMIT, THE PROXIES SOLICITED BY OUR BOARD WILL BE VOTED "FOR" THIS PROPOSAL.

The Audit Committee of the Board of Directors (the "Audit Committee") is responsible for the appointment, compensation, retention, and oversight of the independent registered public accounting firm retained to audit the Company's financial statements. The Audit Committee conducts an annual evaluation of the independent registered public accounting firm's qualifications, performance, and independence. The Audit Committee exercises sole authority to approve all audit engagement fees. In addition to ensuring the regular rotation of the lead audit engagement partner at least every five years as required by law, the Audit Committee is involved in the selection of, and reviews and evaluates, the lead audit engagement partner.

The Audit Committee has selected PricewaterhouseCoopers LLP ("PwC") to serve as our independent registered public accounting firm for the fiscal year ending December 31, 2017. PwC has audited the historical consolidated financial statements of our Company or its predecessor, The First American Corporation, for all annual periods since 1954. To help ensure continuing auditor independence, the Audit Committee periodically considers whether there should be a regular rotation of the independent registered public accounting firm.

Representatives of PwC will be present at the Annual Meeting, will have an opportunity to make a statement if they wish and will be available to respond to appropriate questions.

Selection of our independent registered public accounting firm is not required to be submitted for stockholder approval by our Bylaws, but the Audit Committee is seeking ratification of its selection of PwC from our stockholders as a matter of good corporate governance. If the stockholders do not ratify this selection, the Audit Committee will reconsider its selection of PwC and will either continue to retain PwC or appoint a new independent registered public accounting firm. Even if the selection is ratified, the Audit Committee may, in its discretion, appoint a different independent registered public accounting firm at any time during the year if it determines that such a change would be in our and our stockholders' best interests.

Ratification of the selection of PwC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017 requires the affirmative vote of the holders of a majority of shares of common stock present in person or represented by proxy and entitled to vote on the matter (meaning that

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of the shares represented at the meeting and entitled to vote on the proposal, a majority of them must be voted "for" the proposal for it to be approved). Abstentions will have the same effect as a vote "against" this proposal. We do not expect any broker non-votes on this matter.

Report of the Audit Committee

The following report of the Audit Committee is not soliciting material, is not deemed filed with the Securities and Exchange Commission and is not incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, whether made before or after the date of this proxy statement and irrespective of any general incorporation language in such filing.

The Audit Committee consists of five non-management directors: Messrs. Walker, Chatham, Dorman and Folino and Ms. Widener. All of the members meet the independence and financial literacy requirements of the NYSE and additional, heightened independence criteria applicable to members of the Audit Committee under SEC and NYSE rules. The Audit Committee has certain duties and powers as described in its written charter adopted by the Board of Directors. A copy of the charter can be found under "Investors-Leadership & Governance-Highlights" on the Company's website at www.corelogic.com.

The Audit Committee reviews the Company's accounting policies and financial reporting and disclosure practices, system of internal controls, internal audit process and the process for monitoring compliance with laws, regulations and corporate policies on behalf of the Board of Directors. The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting, for preparing the financial statements and for the public reporting process. The Audit Committee has reviewed the Company's audited consolidated financial statements and discussed them with management, although the Audit Committee members are not the auditors or certifiers of the Company's financial statements.

PwC, the Company's independent registered public accounting firm for 2016, is responsible for expressing opinions on the conformity of the Company's audited financial statements with generally accepted accounting principles and on the Company's internal control over financial reporting. The Audit Committee has discussed with PwC the matters required to be discussed by applicable auditing standards. The Audit Committee has received the written disclosures and the letter from PwC required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee, and has discussed with PwC its independence.

Based on the reviews and discussions noted above, the Audit Committee recommended to the Board that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 and be filed with the U.S. Securities and Exchange Commission.

Audit Committee

David F. Walker (Chairman)
J. David Chatham
John C. Dorman
Paul F. Folino
Mary Lee Widener

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Independent Auditor Information

Principal Accounting Fees and Services

The Audit Committee oversees the audit and non-audit services provided by PwC and receives periodic reports on the fees paid. The aggregate fees billed for each of the last two fiscal years for professional services rendered by PwC in the four categories of service set forth in the table below are as follows:

Audit Fees	$ 2,861,040	$ 2,977,369
Audit-Related Fees (1)	231,600	596,000
Tax Fees (2)	41,057	48,305
All Other Fees (3)	16,228	5,638
Total Fees	$ 3,149,925	$ 3,627,312

(1) During 2016, these fees were primarily incurred for services related to preliminary revenue recognition white paper review and Regulation AB audits. During 2015, these fees were primarily incurred for financial due diligence procedures related to acquisitions, SOC-1 fees, and Regulation AB audits.

(2) These fees were incurred for tax advice, compliance and planning, transfer pricing, including tax basis studies and tax advice and planning in connection with the acquisition and disposition of certain businesses.

(3) These fees were incurred primarily for services related to the compilation of statutory financial statements during 2016 and XBRL tagging of foreign financial reports during 2016 and 2015.

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

The Audit Committee retained PwC (along with other accounting firms) to provide non-audit services in 2016. We understand the need for PwC to maintain objectivity and independence as the auditor of our financial statements and our internal control over financial reporting. Accordingly, the Audit Committee has established the following policies and processes related to non-audit services.

The Audit Committee's policy is to pre-approve all engagements of our independent registered public accounting firm for audit and non-audit services. The Audit Committee's pre-approval policy identifies specific services and assigns pre-approved spending thresholds for each group of non-audit services. This policy works in conjunction with our independent registered public accounting firm's annual audit services fee schedule, which is also approved by the Audit Committee. Any services not pre-approved or not covered by the policy or the audit services fee schedule are submitted to the Audit Committee's chairman, as the Audit Committee's designee, for review and approval and are subsequently ratified by the Audit Committee as appropriate.

All services provided by PwC during the fiscal years ended December 31, 2016 and 2015 were pre-approved by the Audit Committee or its designee.

The Audit Committee has concluded that PwC's provision of audit and non-audit services to the Company is compatible with PwC's independence.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Security Ownership of Certain Beneficial Owners

The following table sets forth information regarding the ownership of our common stock as of December 31, 2016 by the persons or groups of stockholders who are known to us to be the beneficial owners of 5% or more of our shares of common stock as of March 6, 2017. The information regarding beneficial owners of 5% or more of our shares of common stock is based solely on public filings made by such owners with the SEC.

T. Rowe Price Associates, Inc. (1)	10,308,213	11.0%
The Vanguard Group (2)	6,911,533	8.0%
BlackRock, Inc. (3)	6,767,893	7.8%

(1) According to a Schedule 13G/A filed February 7, 2017, as of December 31, 2016, these securities are owned by various individual and institutional investors for which T. Rowe Price Associates, Inc. ("Price Associates") serves as a registered investment adviser with power to direct investments and/or sole power to vote the securities and by T. Rowe Price Mid-Cap Growth Fund, Inc., an investment company. The Schedule 13G/A reports that Price Associates has sole voting power with respect to 3,268,672 shares and sole dispositive power with respect to 10,308,213 shares and T. Rowe Price Mid-Cap Growth Fund, Inc. has sole voting power with respect to 5,002,000 shares. The address of the principal business office of the reporting entities is 100 East Pratt Street, Baltimore, Maryland 21202.

(2) According to a Schedule 13G/A filed February 10, 2017, as of December 31, 2016, these securities are owned by The Vanguard Group and two wholly-owned subsidiaries, Vanguard Fiduciary Trust Company ("VFTC") and Vanguard Investments Australia, Ltd. ("VIA"), as investment managers of collective trust accounts and Australian investment offerings, respectively. The Schedule 13G/A reports that VFTC is the beneficial owner of 46,581 shares and VIA is the beneficial owner of 14,339 shares. The Vanguard Group is a registered investment adviser and has sole voting power with respect to 51,098 shares, shared voting power with respect to 9,822 shares, sole dispositive power with respect to 6,855,130 shares and shared dispositive power with respect to 56,403 shares. The address of the principal business office of the reporting entity is 100 Vanguard Boulevard, Malvern, PA 19355.

(3)

According to a Schedule 13G/A filed January 23, 2017, as of December 31, 2016, BlackRock, Inc. is a parent holding company with sole voting power with respect to 6,411,549 shares and sole dispositive power with respect to 6,767,893 shares, reporting on behalf of certain related subsidiaries. The address of the principal business office of the reporting entity is 55 East 52nd Street, New York, New York 10055.

Security Ownership of Management

The following table sets forth the total number of shares of our common stock beneficially owned and the percentage of the shares so owned as of March 6, 2017 by:

- each director;
- each executive officer named in the "Summary Compensation Table" (each, a "NEO") (other than Mr. Nallathambi); and
- all directors and current executive officers as a group.

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Unless otherwise indicated in the notes following the table, the persons listed in the table below are the beneficial owners of the listed shares with sole voting and investment power (or, where applicable, shared power with such individual's spouse and subject to community property laws) over the shares listed. Shares vesting or subject to rights exercisable within 60 days after March 6, 2017 are treated as outstanding in determining the amount and percentage beneficially owned by a person or entity.

Directors		
J. David Chatham	40,443	
Douglas C. Curling	40,533	
John C. Dorman	15,533	
Paul F. Folino	11,022	
Frank D. Martell	410,471	
Thomas C. O'Brien	21,678	
Jaynie Miller Studenmund	20,634	
David F. Walker	38,115	
Mary Lee Widener	8,664	
NEOs who are not directors (1)		
James Balas	50,162	
Barry M. Sando	214,507	
Stergios Theologides	132,895	
All directors and current executive officers as a group (12 persons)	1,004,657	1.2%

(1) Mr. Nallathambi passed away on March 2, 2017 and, as a result, is not included in this table.

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The shares set forth in the table above include shares that the following directors and NEOs, as well as directors and current executive officers as a group, have the right to acquire within 60 days of March 6, 2017 in the amounts set forth below:

J. David Chatham	3,760
Douglas C. Curling	3,760
John C. Dorman	3,760
Paul F. Folino	3,760
Frank D. Martell	238,631
Thomas C. O'Brien	3,760
Jaynie Miller Studenmund	3,760
David F. Walker	3,760
Mary Lee Widener	3,760
James Balas	27,937
Barry M. Sando	84,411
Stergios Theologides	108,078
All directors and current executive officers as a group (12 persons)	489,137

Securities Authorized for Issuance under Equity Compensation Plans

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

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The following table sets forth, for each of our equity compensation plans, the number of shares of common stock subject to outstanding awards, the weighted-average exercise price of outstanding options, and the number of shares remaining available for future award grants as of December 31, 2016.

Equity compensation plans approved by stockholders	4,037,031 (2)(3)	20.74 (3)	10,377,417 (4)

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(1)

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

(2)

Of these shares, 887,213 were subject to options then outstanding under the 2011 Plan, 2,686,371 were subject to stock unit awards then outstanding under the 2011 Plan (which currently count as 5,616,564 under the 2011 Plan (3.3 shares for each share issued in respect of awards granted prior to July 29, 2014 and 2 shares for each share issued in respect of awards granted thereafter)) and 463,447 were subject to options then outstanding under the 2006 Plan. Of the 2,686,371 shares subject to stock unit awards under the plans as described above, 1,131,774 shares are subject to performance-based awards assuming that the maximum level of performance with respect to such awards is achieved. Note that the actual number of shares to be issued with respect to these performance-based awards will vary depending on the applicable level of performance achieved, with such number ranging from zero to the maximum level indicated above. This amount does not include those shares that were subject to options then outstanding under the First Advantage 2003 Incentive Compensation Plan, which were assumed by us in connection with our acquisition of FADV in November 2009. As of December 31, 2016, these assumed options covered 153,310 shares of our common stock and had a weighted-average exercise price per share of $25.45. Our authority to grant new awards under the 2006 Plan terminated on May 19, 2011.

(3)

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

(4)

Represents 9,057,634 shares available for future issuance under the 2011 Plan, and 1,319,783 shares available for future issuance under the 2012 ESPP. Shares available under the 2011 Plan may be used for any type of award authorized in that plan (subject to certain limitations of the plan) including stock options, stock appreciation rights, stock units, restricted stock, performance-based awards, stock bonuses and other awards payable in shares of our common stock.

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CORPORATE GOVERNANCE AND BOARD MATTERS

Committees of the Board of Directors; Committee Charters

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

Each of the standing committees operates under a written charter adopted by the Board. The charters of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee are available on the Investors section of our web site under Leadership & Governance Highlights at *www.corelogic.com*. Each committee reviews and reassesses the adequacy of its charter annually, conducts annual evaluations of its performance with respect to its duties and responsibilities as laid out in the charter, and reports regularly to the Board with respect to the committee's activities.

Audit Committee

We have a standing Audit Committee of the Board of Directors. The current members of the Audit Committee are Messrs. Walker (Chairman), Chatham, Dorman, Folino and Ms. Widener. During 2016, our Audit Committee met six times.

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

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

- overseeing the integrity of our financial reporting processes in consultation with the independent auditor, management and our internal audit function;
- reviewing internal auditing procedures and results;
- selecting, compensating and overseeing our independent registered public accounting firm;
- engaging with our compliance and risk management executives to review the state of enterprise risk management and compliance programs with a view to understanding the steps management has taken to monitor and control our major risk exposures;
- reviewing with internal counsel the state of litigation, claims and regulatory matters and overseeing our compliance with legal and regulatory matters;
- discussing with management, internal audit and external advisors the state of internal controls and our practices with respect to financial disclosure;

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

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

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

Compensation Committee

The current members of the Compensation Committee are Messrs. Chatham (Chairman), Folino, O'Brien and Ms. Studenmund. During 2016, the Compensation Committee met nine times.

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

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

- establishing and reviewing our compensation philosophy;
- overseeing the design and reviewing the operation of all executive compensation and employee benefit plans and programs;
- reviewing and approving corporate goals and objectives relevant to the compensation of our chief executive officer, including annual performance objectives, and evaluating our chief executive officer in light of those objectives;
- reviewing and approving the compensation of our executive officers;
- reviewing and approving awards of equity under the Company's equity-based plans;
- responsibility for review and approval of employment agreements with our chief executive officer and other executive officers; and
- exercising oversight of the Company's disclosures regarding executive compensation, including reviewing the Compensation Discussion and Analysis contained in our proxy statement and preparing the Compensation Committee Report for inclusion in our proxy statement. The Compensation Committee also has key oversight responsibilities in the following areas, all of which are described in more detail later in this proxy statement:
- assessing risk in relation to the Company's compensation policies and practices;
- reviewing and making recommendations to the Board concerning development and succession planning; and
- reviewing and recommending to the Board the form and level of non-management director compensation.

The Compensation Committee has the authority to delegate responsibilities to a subcommittee of one or more members of the Compensation Committee, who must regularly report on their activities to the Compensation Committee as a whole. In March 2015, the Board created a talent development

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subcommittee of the Compensation Committee to aid the Compensation Committee in fulfilling its responsibility for oversight of development and succession planning for key executives. Ms. Studenmund is the sole committee member. For 2016, Pay Governance LLC ("Pay Governance") was retained as the Compensation Committee's independent compensation consultant. The Compensation Committee also seeks input from our Chief Executive Officer, Chief Financial Officer, Senior Vice President, Human Resources and General Counsel when making decisions regarding compensation matters. During 2016, Pay Governance attended nine Compensation Committee meetings.

During 2016, Pay Governance provided to the Compensation Committee, among other things, guidance as to:

- our peer group for 2016 compensation for executive compensation comparison purposes;
- director compensation for 2016;
- analysis of survey data; and
- determining 2016 total compensation of each of our executive officers and the material elements of total compensation, including (1) annual base salaries, (2) target cash bonus amounts and (3) the structure and target amount of long-term incentive awards.

Pay Governance did not perform any services for us and the Compensation Committee does not believe that the services performed by Pay Governance raised any conflict of interest. The Compensation Committee regularly reviews the services provided by its independent compensation consultant.

In addition, the Company has engaged Mercer LLC ("Mercer") to provide certain compensation-related services on behalf of the Company and management. In 2016, Mercer assisted us with the selection of a peer group of companies, advised on industry best practices and emerging trends in executive compensation, prepared pay survey data, made recommendations on the structuring of compensation programs and advised on our public disclosures regarding executive compensation. In connection with its engagement, Mercer did not attend any meetings of the Compensation Committee in 2016. Mercer performed no services for the Compensation Committee.

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

Equity Awards Committee. The Equity Awards Committee was created by the Board in October 2015 and has been delegated limited authority to grant equity awards to eligible participants under the 2011 Plan in accordance with applicable policies and as evidenced by and subject to the terms of applicable award agreements. Mr. Chatham is currently the sole committee member.

Nominating and Corporate Governance Committee

The current members of the Nominating and Corporate Governance Committee are Messrs. O'Brien (Chairman), Chatham, Curling and Folino. The Nominating and Corporate Governance Committee held four meetings during 2016.

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

- identifying individuals qualified to become directors on our Board;

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

- overseeing the evaluation of the Board; and

- developing, recommending to the Board and periodically reviewing the corporate governance principles and policies applicable to us.

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

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

We do not have a formal policy for the consideration of diversity in identifying nominees for director. However, the Nominating and Corporate Governance Committee recognizes the benefits associated with a diverse board and, as indicated above, considers diversity as a factor when identifying and evaluating candidates for membership on our Board. The Nominating and Corporate Governance Committee utilizes a broad conception of diversity, including professional and educational background, prior experience on other boards of directors (both public and private), political and social perspectives as well as race, gender and national origin. Utilizing these factors, and the factors described above, the Nominating and Corporate Governance Committee makes recommendations, as it deems appropriate, regarding the composition and size of the Board. The priorities and emphasis of the Nominating and Corporate Governance Committee and of the Board may change from time to time to take into account changes in business and other trends and the portfolio of skills and experience of current and prospective Board members.

Acquisition and Strategic Planning Committee

The current members of the Acquisition and Strategic Planning Committee are Messrs. Dorman (Chairman), Curling, Folino and Walker. The Acquisition and Strategic Planning Committee has the authority to (i) oversee and approve certain investment, merger, acquisition and divestiture transactions proposed by

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our management which are below a certain size and which do not involve our equity and (ii) provide counsel to management's development of longer-term business and product strategies. The Acquisition and Strategic Planning Committee held one meeting during 2016. In March 2015, the Board created an insurance strategy subcommittee focused on overseeing our strategic plans in the insurance vertical. Mr. Curling is the sole member of this subcommittee and provides reports to the Acquisition and Strategic Planning Committee or the full Board as appropriate.

Independence of Directors

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

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

During 2016, each member of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee was determined by the Board to be independent, as defined in the corporate governance rules of the NYSE for listed companies and in accordance with the categorical standards of independence included in our Corporate Governance Guidelines as discussed below. The Board further determined that each member of the Audit Committee and the Compensation Committee met the additional independence standards applicable to those committees.

Board Leadership Structure; Meetings of Independent Directors

The offices of Chief Executive Officer and Chairman are separate. Mr. Folino has served as Chairman of our Board since July 2014. Our Board believes that the separation of the offices of Chairman and Chief Executive Officer continues to be appropriate as it allows our Chief Executive Officer to focus primarily on his management responsibilities and the Chairman to oversee and manage the Board and its functions. Having an independent Chairman promotes the independence of our Board and provides appropriate oversight of management and ensures free and open discussion and communication among the non-management members of our Board. In 2016, the non-management directors met five times in executive session without management present. The Chairman chairs and coordinates the agenda for these executive sessions of the non-management directors.

Our Corporate Governance Guidelines provide that the Board shall annually elect a lead director by a majority vote of the independent directors unless the Chairperson of the Board is an independent director, in which case the Chairperson of the Board will perform the functions of a lead director and no lead director shall be elected. Mr. Folino, an independent director, is the Chairman and, as a result, we do not currently have a lead director.

Director Education

We provide the Board with educational training from time to time on subjects applicable to the Board and the Company, including with regard to industry developments, accounting, financial reporting, and corporate governance, using both internal and external resources.

Succession Planning

Among the Compensation Committee's responsibilities described in its charter is to oversee development and succession planning for executive officers, and the Compensation Committee also oversees this for other key members of senior management. In March 2015, the Board created a talent development subcommittee of the Compensation Committee to aid the Compensation Committee in fulfilling these responsibilities. The Board plans for succession of the CEO and annually reviews senior management selection and succession planning that is undertaken by the Compensation Committee. As part of this process, the non-management directors annually review the Compensation Committee's recommended candidates for senior management positions to see that qualified candidates are available for all positions and that development plans are being utilized to strengthen the skills and qualifications of the candidates. The criteria used when assessing the qualifications of potential CEO successors include, among others, strategic vision and leadership, operational excellence, financial management, executive officer leadership development, ability to motivate employees, and an ability to develop an effective working relationship with the Board. In 2017, the Board implemented its succession plan with Mr. Nallathambi's passing and appointed Frank D. Martell as our President and CEO.

Risk Oversight

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

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

- having responsibility for the internal audit function, with that function having a direct line of communication to the Audit Committee;
- receiving reports from management and the internal audit function regarding the adequacy and effectiveness of various internal controls;
- reviewing periodically with internal counsel legal and regulatory matters that could have a significant impact on us and could indicate emerging areas of risk;
- overseeing our risk program with respect to legal and regulatory requirements and risks, including receiving regular reports from our Chief Risk Officer; and
- discussing with management our guidelines and policies with respect to risk assessment and risk management, including our major risk exposures and the steps management has taken to monitor and control such exposures.

In performing these functions, the Audit Committee regularly receives reports from management (including the Chief Executive Officer, the Chief Financial Officer, the Controller, the General Counsel and the Chief Risk Officer) and internal auditors regarding our risk management program (including our compliance

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program, information security and business continuity programs), extraordinary claims and losses, and significant litigation.

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

Board Meetings and Attendance

Our Board held six meetings during 2016. Each director attend