

Western Union CO
Form DEF 14A
March 30, 2016

Table of Contents

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 (Amendment No.)

Filed by the Registrant [X]
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 Pursuant to §240.14a-12

The Western Union Company
(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 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.

Edgar Filing: Western Union CO - Form DEF 14A

- 1) Amount Previously Paid:
 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:
-

Table of Contents

Table of Contents

THE WESTERN UNION COMPANY

12500 East Belford Avenue
Englewood, CO 80112

March 30, 2016

DEAR STOCKHOLDER:

You are cordially invited to attend the 2016 Annual Meeting of Stockholders (the Annual Meeting) of The Western Union Company (the Company), to be held at 8:00 a.m., local time, on Thursday, May 12, 2016, at 505 Fifth Avenue, 7th Floor, New York, NY 10017. The registration desk will open at 7:30 a.m.

The attached notice and Proxy Statement contain details of the business to be conducted at the Annual Meeting. In addition, the Company s 2015 Annual Report, which is being made available to you along with the Proxy Statement, contains information about the Company and its performance. Directors and officers of the Company will be present at the Annual Meeting.

Your vote is important! Whether or not you plan to attend the Annual Meeting, **please read the Proxy Statement and then vote**, at your earliest convenience, by telephone, Internet, tablet or smartphone, or request a proxy card to complete, sign, and date and return by mail. Using the telephone, Internet, tablet or smartphone voting systems, or mailing your completed proxy card, will not prevent you from voting in person at the Annual Meeting if you are a stockholder of record and wish to do so.

On behalf of the Board of Directors, I would like to express our appreciation for your continued interest in the Company.

Regards,

Hikmet Ersek
President, Chief Executive Officer and Director

Table of Contents

YOUR VOTE IS IMPORTANT

PLEASE PROMPTLY VOTE BY TELEPHONE, INTERNET, TABLET, OR SMARTPHONE, OR REQUEST A PROXY CARD TO COMPLETE, SIGN, DATE AND RETURN BY MAIL SO THAT YOUR SHARES MAY BE VOTED IN ACCORDANCE WITH YOUR WISHES AND SO THAT THE PRESENCE OF A QUORUM MAY BE ASSURED. YOUR PROMPT ACTION WILL AID THE COMPANY IN REDUCING THE EXPENSE OF PROXY SOLICITATION.

Table of Contents

THE WESTERN UNION COMPANY
 12500 EAST BELFORD AVENUE
 ENGLEWOOD, CO 80112
 (866) 405-5012

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE OF 2016 ANNUAL MEETING OF STOCKHOLDERS

When:
 May 12, 2016
 at 8:00 a.m. local time

Where:
 505 Fifth Avenue, 7th Floor,
 New York, NY 10017

Record Date:
 March 14, 2016

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider, and you should read the entire Proxy Statement before voting.

Items of Business		BOARD S RECOMMENDATION	FURTHER INFORMATION
1	Election of Directors to serve as members of the Company s Board of Directors until the Company s 2017 Annual Meeting of Stockholders	FOR each director nominee	Page 14
2	Hold an advisory vote to approve executive compensation	FOR	Page 65
3	Ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for 2016	FOR	Page 68
4	Vote on the stockholder proposals described in the accompanying Proxy Statement, if properly presented at the Annual Meeting	AGAINST	Page 70
5	Transact any other business as may properly come before the Annual Meeting or any postponement or adjournment of the Annual Meeting		

ATTENDING THIS MEETING

All stockholders will be required to show valid, government-issued, picture identification or an employee badge issued by the Company. If your shares are registered in your name, your name will be compared to the list of registered stockholders to verify your share ownership. If your shares are in the name of your broker or bank, you will need to bring evidence of your share ownership, such as your most recent brokerage account statement or a legal proxy from your broker. If you do not have valid picture identification and proof that you own Company shares, you will not be admitted to the Annual Meeting. All packages and bags are subject to inspection. Please note that the registration desk will open at 7:30 a.m. Please arrive in advance of the start of the Annual Meeting to allow time for identity verification.

WHO CAN ATTEND AND VOTE

Our stockholders of record on March 14, 2016 are entitled to notice of and to vote at the Annual Meeting and at any adjournment or postponement that may take place. A list of stockholders entitled to vote at the Annual Meeting will be available for examination by any stockholder at the Annual Meeting and for 10 days prior to the Annual Meeting at our principal executive offices located at 12500 East Belford Avenue, Englewood, CO 80112.

Table of Contents

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

YOUR VOTE IS EXTREMELY IMPORTANT.



TELEPHONE

Beneficial Owners
call toll free at
1-800-454-8683

Registered Holders
call toll free at
1-866-883-3382

INTERNET

Beneficial Owners visit
www.proxyvote.com

Registered Holders visit
www.proxypush.com/wu

BY MAIL

Request a
paper proxy
card to
complete, sign,
and date and
return

**BY TABLET OR
SMARTPHONE**

Beneficial Owners
vote your shares
online with your
tablet or by
smartphone by
scanning the QR
code above.

Registered Holders
vote your shares
online with the QR
code on your Proxy
Card.

IN PERSON

Attend the
Annual
Meeting

We appreciate your taking the time to vote promptly. After reading the Proxy Statement, please vote, at your earliest convenience, by telephone, Internet, tablet, or smartphone, or request a proxy card to complete, sign, date and return by mail. If you decide to attend the Annual Meeting and would prefer to vote by ballot, your proxy will be revoked automatically and only your vote at the Annual Meeting will be counted.

Please note that all votes cast via telephone, Internet, tablet, or smartphone must be cast prior to 11:59 p.m., Eastern Time on Wednesday, May 11, 2016.

By Order of the Board of Directors

John R. Dye
Executive Vice President, General Counsel and Secretary

March 30, 2016

Table of Contents

Table of Contents

<u>Proxy Summary</u>	<u>i</u>
<u>Proxy Statement</u>	<u>1</u>
<u>The Proxy Process and Stockholder Voting</u>	<u>2</u>
<u>Board of Directors Information</u>	<u>6</u>
<u>Proposal 1 Election of Directors</u>	<u>14</u>
<u>Corporate Governance</u>	<u>15</u>
<u>Summary of Corporate Governance Practices</u>	<u>15</u>
<u>Independence of Directors</u>	<u>16</u>
<u>Board Leadership Structure and Role in Risk Oversight</u>	<u>17</u>
<u>Committees of the Board of Directors</u>	<u>18</u>
<u>Chief Executive Officer Succession Planning</u>	<u>23</u>
<u>Communications with the Board of Directors</u>	<u>23</u>
<u>Board Attendance at Annual Stockholders Meeting</u>	<u>23</u>
<u>Presiding Director of Non-Management Director Meetings</u>	<u>23</u>
<u>Nomination of Directors</u>	<u>23</u>
<u>Submission of Stockholder Proposals</u>	<u>24</u>
<u>Code of Ethics</u>	<u>24</u>
<u>Compensation of Directors</u>	<u>25</u>
<u>Report of the Audit Committee</u>	<u>28</u>
<u>Compensation and Benefits Committee Report</u>	<u>29</u>
<u>Compensation Discussion and Analysis</u>	<u>30</u>
<u>Executive Summary</u>	<u>30</u>
<u>Establishing and Evaluating Executive Compensation</u>	<u>35</u>
<u>The Western Union Executive Compensation Program</u>	<u>39</u>
<u>Compensation of Our Named Executive Officers</u>	<u>49</u>

Table of Contents

<u>Executive Compensation</u>	<u>52</u>
<u>2015 Summary Compensation Table</u>	<u>52</u>
<u>2015 All Other Compensation Table</u>	<u>53</u>
<u>2015 Grants of Plan-Based Awards Table</u>	<u>53</u>
<u>Narrative to Summary Compensation Table and Grants of Plan-Based Awards Table</u>	<u>55</u>
<u>2015 Outstanding Equity Awards at Fiscal Year-End Table</u>	<u>56</u>
<u>2015 Option Exercises and Stock Vested Table</u>	<u>59</u>
<u>2015 Nonqualified Deferred Compensation Table</u>	<u>59</u>
<u>Potential Payments Upon Termination or Change-In-Control</u>	<u>60</u>
<u>Payments Upon Termination or Change-in-Control Tables</u>	<u>62</u>
<u>Risk Management and Compensation</u>	<u>64</u>
<u>Proposal 2 Advisory Vote to Approve Executive Compensation</u>	<u>65</u>
<u>Proposal 3 Ratification of Selection of Auditors</u>	<u>68</u>
<u>Proposal 4 Stockholder Proposal Regarding Political Contributions</u>	<u>70</u>
<u>Proposal 5 Stockholder Proposal Regarding New Board Committee</u>	<u>74</u>
<u>Equity Compensation Plan Information</u>	<u>76</u>
<u>Stock Beneficially Owned by Directors, Executive Officers and Our Largest Stockholders</u>	<u>77</u>
<u>Certain Transactions and Other Matters</u>	<u>79</u>
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	<u>80</u>
<u>Appendix A</u>	<u>A-1</u>
<u>Reconciliation of Non-GAAP Measures</u>	<u>A-1</u>

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

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider, and you should read the entire Proxy Statement before voting.

2016 ANNUAL MEETING OF STOCKHOLDERS**When:**

May 12, 2016
at 8:00 a.m. local time

Where:

505 Fifth Avenue, 7th Floor,
New York, NY 10017

Record Date:

March 14, 2016

MEETING AGENDA AND VOTING MATTERS

ITEM	MANAGEMENT PROPOSALS	BOARD VOTE RECOMMENDATION	PAGE REFERENCE (FOR MORE DETAIL)
1	Election of Directors	FOR each director nominee	14
2	Advisory Vote to Approve Executive Compensation	FOR	65
3	Ratify the Selection of Ernst & Young LLP as our independent registered public accounting firm for 2016	FOR	68

ITEM	STOCKHOLDER PROPOSALS	BOARD VOTE RECOMMENDATION	PAGE REFERENCE (FOR MORE DETAIL)
4	Stockholder Proposal Regarding Political Contributions Disclosure	AGAINST	70
5	Stockholder Proposal Establishing New Board Committee on Human Rights	AGAINST	74

MEMBERS OF OUR BOARD OF DIRECTORS

DIRECTOR	AGE	DIRECTOR SINCE	INDEPENDENT	COMMITTEE MEMBERSHIPS
Martin I. Cole	59	2015		AC, CC
Hikmet Ersek	55	2010		CC+
Richard A. Goodman	67	2012		AC, CBC
Jack M. Greenberg	73	2006		
Betsy D. Holden	60	2006		CBC, CGC
Jeffrey A. Joerres	56	2015		CBC, CGC
Linda Fayne Levinson	74	2006		AC, CGC
Roberto G. Mendoza	70	2006		AC, CBC
Michael A. Miles, Jr.	54	2006		AC, CC
Robert W. Selander	65	2014		CBC, CGC
Frances Fragos Townsend	54	2013		CC, CGC
Solomon D. Trujillo	64	2012		CBC, CC

- Chairman of the Board

AC - Audit Committee

CBC - Compensation and Benefits Committee

CGC - Corporate Governance and Public Policy Committee

CC - Compliance Committee

- Committee Chair

+ - Non-voting Member

Table of Contents

PROXY SUMMARY

INFORMATION ABOUT OUR BOARD (PAGE 6)

GOVERNANCE HIGHLIGHTS (PAGE 15)

Annual Election of Directors
Proxy Access
Majority Vote Standard in Uncontested Elections
Stockholder Right to Call Special Meetings
No Stockholder Rights Plan (Poison Pill)
No Supermajority Voting Provisions in the Company s Organizational Documents
Independent Board, except our Chief Executive Officer
Independent Non-Executive Chairman
Independent Board Committees
Confidential Stockholder Voting
Committee Authority to Retain Independent Advisors
Robust Codes of Conduct
Stock Ownership Guidelines for Senior Executives and Directors
Prohibition Against Pledging and Hedging of Company Stock by Senior Executives and Directors
Stockholder Engagement

CORE COMPONENTS OF 2015 EXECUTIVE COMPENSATION (PAGE 41)

Base Salary - Fixed compensation component payable in cash

Annual Incentive Awards - Variable compensation component payable in cash based on performance against annually established performance objectives

Performance-Based Restricted Stock Units (PSUs) - Restricted stock units that vest based on the Company s achievement of financial performance objectives and standalone restricted stock units that vest based on the Company s relative total shareholder return (TSR) versus the Standard & Poor s 500 Index (S&P 500 Index)

Stock Options - Nonqualified stock options granted with an exercise price at fair market value on the date of grant that expire 10 years after grant and become exercisable in 25% annual increments over a four-year vesting period

Restricted Stock Units - Restricted stock units that generally vest in 25% annual increments over a four-year vesting period

Table of Contents

PROXY SUMMARY

KEY FEATURES OF OUR EXECUTIVE COMPENSATION PROGRAM (PAGE 33)

What We Do:

Pay-for-performance. A significant percentage of targeted annual compensation is delivered in the form of variable compensation that is connected to actual performance. For 2015, variable compensation comprised approximately 88% of the targeted annual compensation for the Chief Executive Officer and, on average, 76% of the targeted annual compensation for the other named executive officers.

Linkage between performance measures and strategic objectives. Performance measures for incentive compensation are linked to both strategic and operating objectives designed to create long-term stockholder value and to hold executives accountable for their individual performance and the performance of the Company.

Emphasis on future pay opportunity vs. current pay. In 2015, all of the long-term incentive awards delivered to our named executive officers were in the form of equity-based compensation. For 2015, long-term equity compensation comprised approximately 71% of the targeted annual compensation for the Chief Executive Officer and, on average, 54% of the targeted annual compensation for the other named executive officers.

Mix of performance metrics. The Company utilizes a mix of performance metrics that emphasize both performance goals, which provide the primary links between incentive compensation and the Company's strategic operating plan and financial results, and relative performance goals, which measure Company performance in comparison to the S&P 500 Index.

Stockholder engagement. As part of the Company's stockholder outreach program, the chair of the Board's Compensation and Benefits Committee (the Compensation Committee or the committee) and members of management seek to engage with stockholders regularly to discuss and understand their perceptions or concerns regarding our executive compensation program.

Outside compensation consultant. The Compensation Committee retains its own compensation consultant to review the Company's executive compensation program and practices.

Double trigger in the event of a change-in-control. In the event of a change-in-control, severance benefits are payable only upon a double trigger.

Maximum payout caps for annual cash incentive compensation and PSUs.

Clawback Policy. The Company may recover incentive compensation paid to an executive officer that was calculated based upon any financial result or performance metric impacted by fraud or misconduct of the executive officer.

Robust stock ownership guidelines. Our Chief Executive Officer is required to hold stock equal to a multiple of six times his base salary, and each of our other named executive officers is required to hold stock equal to a multiple of two times his or her base salary. Fifty percent of after-tax shares received as equity compensation must be retained until an executive meets the stock ownership guideline.

What We Don't Do:

No change-in-control tax gross ups. We do not provide change-in-control tax gross ups to individuals promoted or hired after April 2009. Mr. Ersek is the only Company employee who remains eligible for excise tax gross-up payments based on Compensation Committee action in 2009.

No repricing or buyout of underwater stock options. None of our equity plans permit the repricing or buyout of underwater stock options or stock appreciation rights without stockholder approval, except in connection with certain corporate transactions involving the Company.

Prohibition against pledging and hedging of Company securities by senior executives and directors.

No dividends or dividend equivalents are accrued or paid on PSUs or time-based restricted stock unit awards.

Table of Contents

PROXY SUMMARY

RECENT ENHANCEMENTS TO OUR EXECUTIVE COMPENSATION PROGRAM

Over the years, the Compensation Committee has engaged in an ongoing review and evaluation of our executive compensation and benefits programs in relation to our compensation philosophy and objectives, as described in Compensation Discussion and Analysis Establishing and Evaluating Executive Compensation *Our 2015 Executive Compensation Philosophy and Objectives* below, and the interests of our stockholders. As a result of that review, including our stockholder engagement efforts described below, the Compensation Committee has taken the following actions over the past few years to enhance our executive compensation program:

Created Standalone TSR PSUs: In 2014, to enhance focus on stockholder returns, we replaced the TSR modifier from our 2013 long-term incentive design with a standalone TSR PSU. We maintained this compensation element as part of our 2015 long-term incentive program. Over a three-year performance period, these TSR PSUs require the Company to achieve 30th, 60th or 90th percentile relative TSR performance as compared to the S&P 500 Index in order to earn threshold, target or maximum payout, respectively.

Increased Performance Period for PSUs: In 2014, we increased the performance period of our PSUs to make them subject to a three-year total performance period, rather than the two-year performance period used in prior years. We maintained the three-year performance period for our 2015 PSUs.

Diversified Long-Term Incentive Plan Mix and Increased Weighting of At-Risk Awards: We increased the percentage of our annual equity grants that have vesting provisions that are strictly performance-based and at-risk. For 2014 and 2015, the annual equity awards under the Company 2015 Long-Term Incentive Plan (the Long-Term Incentive Plan) consisted of 80% PSUs (60% Financial PSUs, incorporating both revenue and operating income growth, and 20% TSR PSUs) and 20% stock options, as compared to 67% PSUs and 33% stock options in 2013.

Reduced Severance Benefits Under Executive Severance Policy: During 2014, the Compensation Committee amended the Executive Severance Policy to reduce the severance multiple for determining severance benefits prior to a change-in-control from 2 to 1.5 for participants other than the Company's Chief Executive Officer.

Enhanced CEO Stock Ownership Guidelines: In February 2016, the Compensation Committee increased the Chief Executive Officer's stock ownership requirement from a multiple of five times to six times his base salary.

Table of Contents

PROXY SUMMARY

CHIEF EXECUTIVE OFFICER COMPENSATION

Mr. Ersek's 2015 compensation levels, including his annual and long-term incentive award targets, remained unchanged from the levels set in 2012, primarily in light of stock price performance and challenging market conditions. Further, Mr. Ersek's 2015 compensation is below the median compensation for chief executive officers in the Company's peer group used for evaluating 2015 compensation decisions, based on the most recent publicly available information, as compiled by the Compensation Committee's compensation consultant.

For 2015 performance, Mr. Ersek received a cash payout under the 2015 Annual Incentive Plan of \$1,767,000, reflecting a blended payout of 118% of target based on the Company's achievement of corporate and strategic performance goals above target levels, as compared to an 88% of target payout for 2014 performance and an 84% of target payout for 2013 performance. The Compensation Committee based Mr. Ersek's award opportunity under the Annual Incentive Plan on the achievement of corporate and strategic performance goals and did not include individual performance goals.

The following chart demonstrates that variable, performance-based pay elements comprised approximately 88% of the targeted 2015 annual compensation for Mr. Ersek (consisting of target payout opportunity under the Annual Incentive Plan and stock option and PSU components under the Long-Term Incentive Plan). Pay is based on the annual base salary and target incentive opportunities applicable to Mr. Ersek as of December 31, 2015.

Since a significant portion of Mr. Ersek's compensation is both performance-based and at-risk, we are providing the following supplemental graph to compare the compensation granted to Mr. Ersek, as required to be reported by the SEC rules in the 2015 Summary Compensation Table, to the compensation realizable by him for 2013 to 2015.

We believe the realizable compensation shown is reflective of the Compensation Committee's emphasis on pay-for-performance in that differences between realizable pay and total reported compensation as well as fluctuations year-over-year are primarily the result of our stock performance and our varying levels of achievement against pre-established performance goals under our Annual Incentive Plan and Long-Term Incentive Plan.

Table of Contents

PROXY SUMMARY

**2015 CHIEF EXECUTIVE OFFICER TOTAL
REPORTED COMPENSATION
VERSUS TOTAL REALIZABLE COMPENSATION⁽¹⁾**

- (1) This graph and the total realizable compensation reported in this graph provide supplemental information regarding the compensation paid to Mr. Ersek and should not be viewed as a substitute for the 2015 Summary Compensation Table.
- (2) As reported in the Total column of the 2015 Summary Compensation Table.
- (3) Amounts reported in the calculation of total realizable compensation include (a) annualized base salary, (b) actual bonus payments made to Mr. Ersek with respect to each of the years shown under the Annual Incentive Plan, (c) actual amounts paid with respect to discretionary bonuses in the year in which such bonuses are earned, (d) the value realized from the exercise of stock options and for unexercised stock options, the difference between the exercise price and the closing stock price on December 31, 2015, each reported in the year granted, (e) the value realized upon vesting of restricted stock units or PSUs and the value of unvested restricted stock units or PSUs based on the closing stock price on December 31, 2015, each reported in the year granted, and (f) amounts reported in the All Other Compensation Table for the respective years. For purposes of this table, the value of the TSR PSUs is based on target performance since the TSR PSUs vest based on the Company's TSR at the end of the three-year performance period compared to the Company's TSR at the beginning of the performance period. The Financial PSUs are valued for purposes of this table based on estimated performance as of December 31, 2015.
- (4) TSR for each year reported.

vi | The Western Union Company

Table of Contents

PROXY SUMMARY

PROXY STATEMENT

The Board of Directors (the Board of Directors or the Board) of The Western Union Company (Western Union or the Company) soliciting your proxy to vote at the 2016 Annual Meeting of Stockholders (the Annual Meeting) to be held on May 12, 2016 at 8:00 a.m., local time, and any adjournment or postponement of that meeting. The meeting will be held at 505 Fifth Avenue, 7th Floor, New York, NY 10017.

In accordance with rules and regulations of the U.S. Securities and Exchange Commission (the SEC), instead of mailing a printed copy of our proxy materials to each stockholder of record or beneficial owner, we furnish proxy materials, which include this Proxy Statement and the accompanying Proxy Card, Notice of Meeting, and Annual Report to Stockholders, to our stockholders over the Internet unless otherwise instructed by the stockholder. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

The Notice of Internet Availability of Proxy Materials was first mailed on or before March 30, 2016 to all stockholders of record as of March 14, 2016 (the Record Date). The only voting securities of the Company are shares of the

Company s common stock, \$0.01 par value per share (the Common Stock), of which there were 495,598,092 shares outstanding as of the Record Date. The closing price of the Company s Common Stock on the Record Date was \$19.10 per share.

The Company s Annual Report to Stockholders, which contains consolidated financial statements for the year ended December 31, 2015, accompanies this Proxy Statement. You also may obtain a copy of the Company s Annual Report on Form 10-K for the year ended December 31, 2015 that was filed with the SEC, without charge, by writing to Investor Relations, The Western Union Company, 12500 East Belford Avenue, Mailstop M231R, Englewood, CO 80112. **If you would like to receive a copy of any exhibits listed in the Company s Annual Report on Form 10-K for the year ended December 31, 2015, please call (866) 405-5012 or submit a request in writing to Investor Relations at the above address, and the Company will provide you with the exhibits upon the payment of a nominal fee (which fee will be limited to the expenses we incur in providing you with the requested exhibits).** The Company s Annual Report on Form 10-K for the year ended December 31, 2015 and these exhibits are also available in the Investor Relations section of www.wu.com.

Table of Contents

THE PROXY PROCESS AND STOCKHOLDER VOTING

WHY DID I RECEIVE THESE MATERIALS?

- A** Our Board of Directors has made these materials available to you on the Internet or, upon your request, has delivered printed versions of these materials to you by mail, in connection with the Board's solicitation of proxies for use at our Annual Meeting, which will take place on May 12, 2016, or any adjournment or postponement thereof. Our stockholders are invited to attend the Annual Meeting and are requested to vote on the proposals described in this Proxy Statement.

WHAT DOES IT MEAN IF I RECEIVE MORE THAN ONE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS OR SET OF PROXY MATERIALS?

- A** This means you hold shares of the Company in more than one way. For example, you may own some shares directly as a Registered Holder and other shares through a broker or you may own shares through more than one broker. In these situations, you may receive multiple Notices of Internet Availability of Proxy Materials or, if you request proxy materials to be delivered to you by mail, Proxy Cards. It is necessary for you to vote, sign, and return all of the Proxy Cards or follow the instructions for any alternative voting procedure on each of the Notices of Internet Availability of Proxy Materials you receive in order to vote all of the shares you own. If you request proxy materials to be delivered to you by mail, each Proxy Card you receive will come with its own prepaid return envelope; if you vote by mail, make sure you return each Proxy Card in the return envelope which accompanied that Proxy Card.

WHY DID MY HOUSEHOLD RECEIVE ONLY ONE COPY OF THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS OR PROXY MATERIALS?

- A** In addition to furnishing proxy materials electronically, we take advantage of the SEC's householding rules to reduce the delivery cost of materials. Under such rules, only one Notice of Internet Availability of Proxy Materials or, if you have requested paper copies, only one set of proxy materials is delivered to multiple stockholders sharing an address unless we have received contrary instructions from one or more of the stockholders. If you are a stockholder sharing an address and wish to receive a separate Notice of Internet Availability of Proxy Materials or copy of the proxy materials, you may so request by contacting the Broadridge Householding Department by phone

at 1-800-542-1061 or by mail to Broadridge Householding Department, 51 Mercedes Way, Edgewood, NY 11717. A separate copy will be promptly provided following receipt of your request, and you will receive separate materials in the future. If you currently share an address with another stockholder but are nonetheless receiving separate copies of the materials, you may request delivery of a single copy in the future by contacting the Broadridge Householding Department at the number or address shown above.

DOES MY VOTE MATTER?

- A** **YES!** We are required to obtain stockholder approval for the election of directors and other important matters. Each share of Common Stock is entitled to one vote and every share voted has the same weight. In order for the Company to obtain the necessary stockholder approval of proposals, a quorum of stockholders (a majority of the issued and outstanding shares entitled to vote) must be represented at the Annual Meeting in person or by proxy. If a quorum is not obtained, the Company must adjourn or postpone the meeting and solicit additional proxies; this is an expensive and time-consuming process that is not in the best interest of the Company or its stockholders. Since few stockholders can spend the time or money to attend stockholder meetings in person, voting by proxy is important to obtain a quorum and complete the stockholder vote.

HOW DO I VOTE?

- A** **@ By Telephone or Internet** You may vote your shares via telephone as instructed on the Proxy Card, or the Internet as instructed on the Proxy Card or the Notice of Internet Availability of Proxy Materials. The telephone and Internet procedures are designed to authenticate your identity, to allow you to vote your shares, and confirm that your instructions have been properly recorded.

Edgar Filing: Western Union CO - Form DEF 14A

The telephone and Internet voting facilities will close at 11:59 p.m., Eastern Time, on May 11, 2016.

2 | The Western Union Company

Table of Contents

THE PROXY PROCESS AND STOCKHOLDER VOTING

By Mail If you request paper Proxy Cards by telephone or Internet, you may elect to vote by mail. If you elect to do so, you should complete, sign, and date each Proxy Card you receive, indicating your voting preference on each proposal, and return each Proxy Card in the prepaid envelope which accompanied that Proxy Card. If you return a signed and dated Proxy Card but you do not indicate your voting preferences, your shares will be voted in accordance with the recommendations of the Board of Directors. By returning your signed and dated Proxy Card or providing instructions by the alternative voting procedure in time to be received for the Annual Meeting, you authorize Hikmet Ersek and John R. Dye to act as your Proxies to vote your shares of Common Stock as specified.

By Tablet or Smartphone Beneficial Owners you may vote your shares online with your tablet or smartphone by scanning the QR code above. Registered Holders may vote your shares online with the QR code on your Proxy Card. The tablet and smartphone voting facilities will close at 11:59 p.m., Eastern Time, on May 11, 2016.

At the Annual Meeting Shares held in your name as the stockholder of record may be voted by you in person at the Annual Meeting. Shares held beneficially on your behalf by a broker or agent may be voted by you in person at the Annual Meeting only if you obtain a legal proxy from the broker or agent that holds your shares giving you the right to vote the shares, and you bring such proxy to the Annual Meeting.

Shares held in The Western Union Company Incentive Savings Plan For shares held in The Western Union Company Incentive Savings Plan, that plan's trustee will vote such shares as directed. If no direction is given on how to vote such shares to the trustee by mail on or before May 9, 2016 or by Internet, telephone, tablet or smartphone by 11:59 p.m., Eastern Time, on May 11, 2016, the trustee will vote your shares held in that plan in the same proportion as the shares for which it receives instructions from all other participants in the plan.

HOW MANY VOTES ARE REQUIRED TO APPROVE A PROPOSAL?

- A** The Company's Amended and Restated By-Laws (the "By-Laws") require directors to be elected by the majority of votes cast with respect to such director in uncontested elections (the number of shares voted for a director must exceed the number of votes cast against that director with abstentions and broker non-votes not counted as votes for or against). In a contested election (a situation in which the number of nominees exceeds the number of directors to be elected), the standard for election of directors will be a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors.

The advisory vote to approve executive compensation (Proposal 2), the ratification of Ernst & Young LLP's selection as independent registered public accounting firm (Proposal 3), and the stockholder proposal regarding political contributions (Proposal 4) each require the affirmative vote of a majority of the shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote thereon. The stockholder proposal regarding creation of a Board Committee on Human Rights (Proposal 5) requires the affirmative vote of the holders of a majority of the outstanding Common Stock of the Company entitled to vote thereon.

WHAT IS THE EFFECT OF NOT VOTING?

- A** It depends on how ownership of your shares is registered and the proposal to be voted upon. If you own shares as a Registered Holder, rather than through a broker, your unvoted shares will not be represented at the Annual Meeting and will not count toward the quorum requirement. Except as described below, and assuming a quorum is obtained, your unvoted shares will not affect whether a proposal is approved or rejected.

If you own shares through a broker and do not vote, your broker may represent your shares at the meeting for purposes of obtaining a quorum. Except as described in the answer to the following question, in the absence of your voting instruction, your broker may or may not vote your shares.

Table of Contents

THE PROXY PROCESS AND STOCKHOLDER VOTING

IF I DON'T VOTE, WILL MY BROKER VOTE FOR ME?

- A** If you own your shares through a broker and you don't vote, your broker may vote your shares in its discretion on some routine matters. With respect to other proposals, however, your broker may not be able to vote your shares for you. With respect to these proposals, the aggregate number of unvoted shares is reported as the broker non-vote. Broker non-vote shares will have the same effect as a vote against Proposal 5. With respect to each of the other proposals, a broker non-vote share will not affect the determination of whether the matter is approved. The Company believes that the proposal to ratify Ernst & Young LLP's selection as independent registered public accounting firm (Proposal 3) set forth in this Proxy Statement is a routine matter on which brokers will be permitted to vote any unvoted shares.

Other than Proposal 3, the Company believes that all other proposals set forth in this Proxy Statement are not considered routine matters and brokers will not be able to vote on behalf of their clients if no voting instructions have been furnished. Please vote your shares on all proposals.

HOW ARE ABSTENTIONS TREATED?

- A** Whether you own your shares as a Registered Holder or through a broker, abstentions are counted toward the quorum requirement and are counted as votes against a proposal, other than the proposal for the election of directors.

IF I OWN MY SHARES THROUGH A BROKER, HOW IS MY VOTE RECORDED?

- A** Brokers typically own shares of Common Stock for many stockholders. In this situation, the Registered Holder on the Company's stock register is the broker or its nominee. This often is referred to as holding shares in Street Name. The Beneficial Owners do not appear in the Company's stockholder register. If you hold your shares in Street Name, and elect to vote via telephone, Internet, tablet or smartphone, your vote will be submitted to your broker. If you request paper Proxy Cards and elect to vote by mail, the accompanying return envelope is addressed to return your executed Proxy Card to your broker. Shortly before the meeting, each broker totals the votes submitted by telephone, Internet, tablet or smartphone or mail by the Beneficial Owners for whom it holds shares, and submits a Proxy Card reflecting the aggregate votes of such Beneficial Owners.

IS MY VOTE CONFIDENTIAL?

- A** In accordance with the Company's Corporate Governance Guidelines, the vote of any stockholder will not be revealed to anyone other than a non-employee tabulator of votes or an independent election inspector (the Inspector of Election), except (i) as necessary to meet applicable legal and stock exchange listing requirements, (ii) to assert claims for or defend claims against the Company, (iii) to allow the Inspector of Election to certify the results of the stockholder vote, (iv) in the event a proxy, consent, or other solicitation in opposition to the voting recommendation of the Board of Directors takes place, (v) if a stockholder has requested that his or her vote be disclosed, or (vi) to respond to stockholders who have written comments on Proxy Cards.

CAN I REVOKE MY PROXY AND CHANGE MY VOTE?

- A** Yes. You have the right to revoke your proxy at any time prior to the time your shares are voted. If you are a Registered Holder, your proxy can be revoked in several ways: (i) by timely delivery of a written revocation delivered to the Corporate Secretary, (ii) by timely submission of another valid proxy bearing a later date (including through any alternative voting procedure described on the Notice of Internet Availability of Proxy Materials or Proxy Card), or (iii) by attending the Annual Meeting and giving the Inspector of Election notice that you intend to vote your shares in person. If your shares are held by a broker, you must contact your broker in order to revoke your proxy.

WILL ANY OTHER BUSINESS BE TRANSACTED AT THE MEETING? IF SO, HOW WILL MY PROXY BE VOTED?

- A**

Edgar Filing: Western Union CO - Form DEF 14A

Management does not know of any business to be transacted at the Annual Meeting other than those matters described in this Proxy Statement. The period specified in the Company's By-Laws for submitting additional proposals to be considered at the Annual Meeting has passed and there are no such proposals to be considered. However, should any other matters properly come before the Annual Meeting, and any adjournments and postponements thereof, shares with respect to which voting authority has been granted to the Proxies will be voted by the Proxies in accordance with their judgment.

4 | The Western Union Company

Table of Contents

THE PROXY PROCESS AND STOCKHOLDER VOTING

WHO COUNTS THE VOTES?

- A** Votes will be counted and certified by the Inspectors of Election, who are employees of Wells Fargo Bank, N.A., the Company's Transfer Agent and Registrar. If you are a Registered Holder, your telephone, Internet, tablet, or smartphone vote is submitted, or your executed Proxy Card is returned, directly to Wells Fargo for tabulation. As noted above, if you hold your shares through a broker, your broker returns a single Proxy Card to Wells Fargo on behalf of its clients.

HOW MUCH DOES THE PROXY SOLICITATION COST?

- A** The Company has engaged the firm of MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016, to assist in distributing and soliciting proxies for a fee of approximately \$20,000, plus expenses. However, the proxy solicitor fee is only a small fraction of the total cost of the proxy process. A significant expense in the proxy process is printing and mailing the proxy materials. The Company will also reimburse brokers, fiduciaries, and custodians for their costs in forwarding proxy materials to Beneficial Owners of our Common Stock. Proxies also may be solicited on behalf of the Company by directors, officers, or employees of the Company in person or by mail, telephone, email, or facsimile transmission. No additional compensation will be paid to such directors, officers, or employees for soliciting proxies. The Company will bear the entire cost of solicitation of proxies, including the preparation, assembly, printing, and mailing of the Notice of Internet Availability of Proxy Materials, and this Proxy Statement and the accompanying Proxy Card, Notice of Meeting, and Annual Report to Stockholders.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

The Company's Proxy Statement and Annual Report to Stockholders are available at www.proxydocs.com/wu for Registered Holders and at www.proxyvote.com for Beneficial Owners. To access such materials, you will need the control/identification numbers provided to you in your Notice of Internet Availability of Proxy Materials or your Proxy Card.

Table of Contents

BOARD OF DIRECTORS INFORMATION

In accordance with applicable Delaware law, the business of the Company is managed under the direction of its Board of Directors. Pursuant to the Company’s Amended and Restated Certificate of Incorporation, the Board of Directors is to consist of not less than one nor more than 15 directors. All directors’ terms will expire at the Annual Meeting. Unless otherwise noted below, at the Annual Meeting, director nominees will stand for election for one-year terms, expiring at the 2017 Annual Meeting of Stockholders.

During 2015, the Board of Directors met eight times (not including committee meetings). Each of the directors attended at least 75% of the aggregate number of meetings of the Board and Board committees on which they served during 2015, except for Mr. Joerres, who was elected to the Board in May 2015 and was unable to attend the September 2015 Board and Board committee meetings due to a previous commitment he had prior to being elected to the Board.

MARTIN I. COLE

Former Chief Executive of the Technology Group, Accenture plc

Regulated Industry/ Government	Age	59	Committee(s)	Audit Committee, Compliance Committee
	Director Since	2015	Term Expires	2016

Other Public Directorship Western Digital Corporation

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Mr. Cole served as Chief Executive of the Technology Group at Accenture plc (Accenture), a professional services company, from 2012 to 2014. During his career at Accenture, Mr. Cole also served as the Chief Executive of the Communications, Media & Technology Operating Group from 2006 to 2012, Chief Executive of the Government Operating Group from 2004 to 2006, Managing Partner of the Outsourcing and Infrastructure Delivery Group from 2002 to 2004 and Partner in the Outsourcing and Government Practices Group from 1989 to 2002. Mr. Cole joined Accenture in 1980. Mr. Cole has been a director of Western Digital Corporation since December 2014.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY’S BOARD*

Mr. Cole brings to the Board experience as a former executive officer of a multinational management consulting, technology services, and outsourcing company, serving in various practice groups, including outsourcing and infrastructure, governmental practice, and technology. Mr. Cole also brings to the Board his experience as a member of the boards of a large multinational manufacturer of computer storage products and solutions and a market-leading data management software company.

Table of Contents

BOARD OF DIRECTORS INFORMATION

HIKMET ERSEK

President and Chief Executive Officer

CEO	Age	55	Committee(s)	Compliance Committee (non-voting member)
Experience	Director Since	2010	Term Expires	2016
	Other Public Directorships	None		

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Mr. Ersek has served as the Company's President and Chief Executive Officer since August 2010. From January 2010 to August 2010, Mr. Ersek served as the Company's Chief Operating Officer. From 2008 to 2010, Mr. Ersek served as the Company's Executive Vice President and Managing Director, Europe, Middle East, Africa and Asia Pacific Region. From 2006 to 2008, Mr. Ersek served as the Company's Executive Vice President and Managing Director, Europe/Middle East/Africa/South Asia. Prior to 2006, Mr. Ersek held various positions of increasing responsibility with the Company. Prior to joining Western Union in 1999, Mr. Ersek was with GE Capital and Europay/MasterCard specializing in European payment systems and consumer finance.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*

Mr. Ersek is the only Director who is also an executive of the Company. Mr. Ersek provides insight as the Company's leader, and from his prior roles as the Company's Chief Operating Officer and leader in the Company's Europe, Middle East, Africa and Asia Pacific region, a significant area for the Company. Mr. Ersek provides many years of international consumer payment sales, marketing, distribution, and operations insight from his experience with the Company, GE Capital, and Europay/MasterCard.

RICHARD A. GOODMAN

Former Executive Vice President, Global Operations, PepsiCo Inc.

	Age	67	Committee(s)	Audit Committee Chair, Compensation and Benefits Committee
CFO Experience	Director Since	2012	Term Expires	2016
	Other Public Directorships	Johnson Controls Inc., Toys 'R Us, Inc., and Kindred Healthcare Inc.		

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

From 2010 to 2011, Mr. Goodman served as Executive Vice President, Global Operations of PepsiCo Inc. (PepsiCo). Prior to that, Mr. Goodman was PepsiCo's Chief Financial Officer from 2006. From 2003 until 2006, Mr. Goodman was Senior Vice President and Chief Financial Officer of PepsiCo International. Mr. Goodman served as Senior Vice President and Chief Financial Officer of PepsiCo Beverages International from 2001 to 2003, and as Vice President and General Auditor of PepsiCo from 2000 to 2001. Before joining PepsiCo in 1992, Mr. Goodman was with W.R. Grace & Co. in a variety of senior financial positions. Mr. Goodman currently serves as a director of Johnson Controls, Inc., Toys 'R Us, Inc., and Kindred Healthcare Inc.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*

Mr. Goodman brings to the Board experience as the chief financial officer and executive of a large, United States-based global company that manufactures, markets, and distributes a broad range of consumer goods. Mr. Goodman has experience with complex capital structures and brings to the Board a management perspective with regard to consumer products, marketing, and brand management. Mr. Goodman also brings to the Board his experience as a board member of both a global diversified industrial company and a global retailer.

Table of Contents

BOARD OF DIRECTORS INFORMATION

JACK M. GREENBERG

Non-Executive Chairman of the Board of Directors

	Age	73	Committee(s)	None
CEO Experience	Director Since	2006	Term Expires	2016
CFO Experience	Other Public Directorships	InnerWorkings, Inc. (Chairman of the Board), and Quintiles Transnational Holdings Inc. (Chairman of the Board)		

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Mr. Greenberg was Chief Executive Officer (from 1998) and Chairman (from 1999) of McDonald's Corporation until 2002. Mr. Greenberg joined McDonald's Corporation as Executive Vice President and Chief Finance Officer and as a member of its Board of Directors in 1982. He served as a director of First Data from 2003 to 2006, of Abbott Laboratories from 2001 to 2007, of Manpower, Inc. from 2003 to 2014, of The Allstate Corporation from 2002 to 2015, and of Hasbro, Inc. from 2003 to 2015. Mr. Greenberg is a director and Chairman of the Board of each of InnerWorkings, Inc., and Quintiles Transnational Holdings, Inc.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*

Mr. Greenberg's experience as the Chairman and Chief Executive Officer of McDonald's Corporation is supportive of his role as Non-Executive Chairman of the Board. He has experience working with large, global distribution networks, similar to the Company's agent network, and operations, consumer marketing, pricing, and trend analysis. Mr. Greenberg brings to the Board experience as the chief financial officer of a large, United States-based multinational company. He is also a certified public accountant and an attorney. Mr. Greenberg is the only Director who was a director of the Company's former parent company, which provides historical context for the Company's operations.

BETSY D. HOLDEN

Senior Advisor to McKinsey & Company

	Age	60	Committee(s)	Compensation and Benefits Chair, Corporate Governance and Public Policy Committee
CEO Experience	Director Since	2006	Term Expires	2016
Regulated Industry/Government	Other Public Directorships	Diageo plc. and Time, Inc.		

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Ms. Holden has been a Senior Advisor to McKinsey & Company, a global management consulting firm, since 2007. She served as President, Global Marketing and Category Development of Kraft Foods Inc. from 2004 to 2005, Co-Chief Executive Officer of Kraft Foods Inc. from 2001 to 2003, and President and Chief Executive Officer of Kraft Foods North America from 2000 to 2003. Ms. Holden began her career at General Foods in 1982. Ms. Holden served as a director of Catamaran Corporation from December 2012 until August 2015. She currently serves as a director of Diageo plc. and Time, Inc.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*

Ms. Holden brings to the Board experience as a chief executive officer of a large United States-based multinational company and provides the Board with insights into consumer marketing and brand management from her years of experience with Kraft Foods. She is familiar with the challenges of operating in a highly regulated industry. Her current role as Senior Advisor to McKinsey & Company is focused on strategy, marketing, innovation, and board effectiveness initiatives across a variety of industries.

Table of Contents

BOARD OF DIRECTORS INFORMATION

JEFFREY A. JOERRES

Former Executive Chairman, ManpowerGroup Inc.

Age 56

Committee(s)

Compensation and Benefits Committee, Corporate Governance and Public Policy Committee

CEO Experience

Director Since 2015 **Term Expires** 2016

Other Public Directorships Johnson Controls, Inc. and Artisan Partners Asset Management

Financial Literacy

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Mr. Joerres served as the Executive Chairman of ManpowerGroup Inc. (ManpowerGroup), a provider of workforce solutions, from May 2014 to December 2015. From 1999 to 2014, Mr. Joerres served as Chief Executive Officer of ManpowerGroup and from 2001 to 2014, he served as its Chairman of the Board. Mr. Joerres joined ManpowerGroup in 1993, and also served as Vice President of Marketing and Senior Vice President of European Operations and Marketing and Major Account Development. Mr. Joerres served as a director of Artisan Funds, Inc. from 2001 to 2011. Mr. Joerres serves as a director of Johnson Controls, Inc., and Artisan Partners Asset Management Inc.

Global Operational Experience

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY S BOARD*

Mr. Joerres brings to the Board experience as the former chief executive officer and executive chairman of a large, United States-based global company that delivers workforce solutions around the world. Mr. Joerres also brings to the Board his prior experience as a board member of both a global diversified industrial company and the Federal Reserve Bank of Chicago.

LINDA FAYNE LEVINSON

Advisor

Age 74

Committee(s)

Audit Committee, Corporate Governance and Public Policy Committee

Director Since 2006 **Term Expires** 2016

Other Public Directorships NCR Corporation, Jacobs Engineering Group Inc., Ingram Micro, Inc., and Hertz Global Holdings Inc. (Chairman of the Board)

Regulated Industry/ Government

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Ms. Fayne Levinson has been an advisor to professionally funded, privately held ventures. She was Non-Executive Chair of the Board of Connexus, Inc., formerly VendareNetblue, a privately held online marketing company until 2010, when it was merged with Epic Advertising. From 1997 until 2004, Ms. Fayne Levinson was a partner at GRP Partners, a venture capital firm, investing in early stage technology companies in the financial services, internet media and online retail sectors. Earlier in her career, Ms. Fayne Levinson was an executive at American Express and a partner at McKinsey & Company. She is currently a director of NCR Corporation, Jacobs Engineering Group Inc., Ingram Micro, Inc., and Hertz Global Holdings Inc., where she serves as Independent Non-Executive Chairman of the Board. Ms. Fayne Levinson will retire from the Board effective at the Annual Meeting.

Financial Literacy

Emerging Markets

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY S BOARD*

Ms. Fayne Levinson provides a combination of consumer payments business experience with that of emerging technology and online retail services companies. She also provides general management experience from her time at American Express, strategic experience as a former McKinsey partner, and investment experience from her time as a venture capital investor. Each of these areas is central to the Company s business. Ms. Fayne Levinson also has substantial experience with respect to executive compensation matters and corporate governance.

Table of Contents

BOARD OF DIRECTORS INFORMATION

ROBERTO G. MENDOZA

Senior Managing Director, Atlas Advisors LLC

Age	70	Committee(s)	Audit Committee, Compensation and Benefits Committee
Director Since	2006	Term Expires	2016

Other Public Directorships PartnerRe Ltd., ManpowerGroup Inc., and Quinpario Acquisition Corp. 2

Financial Literacy

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Global Operational Experience

Mr. Mendoza has served as Senior Managing Director of Atlas Advisors LLC, an independent global investment banking firm, since 2010. Previously, he co-founded Deming Mendoza & Co., LLC, a corporate finance advisory firm, and served as one of its partners from 2009 to 2010. Mr. Mendoza served as Non-Executive Chairman of Trinsum Group from 2007 to 2008. In 2007, Trinsum Group was formed as a result of a merger of Marakon Associates and Integrated Finance Limited, a financial advisory company which Mr. Mendoza co-founded and of which he served as Chairman of the Board and Managing Director from 2002 to 2007. He also served as a Managing Director of Goldman Sachs from 2000 to 2001. From 1967 to 2000, Mr. Mendoza held positions at J.P. Morgan & Co. Inc., serving from 1990 to 2000 as a director and Vice Chairman of the Board. He currently serves as a director at PartnerRe Ltd., ManpowerGroup, and Quinpario Acquisition Corp. 2.

Regulated Industry/ Government

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY S BOARD*

Mr. Mendoza has substantial experience in investment banking and financial services. Mr. Mendoza also provides the Board with diversity in viewpoint and international business experience as he has lived and worked and served on a variety of public company boards, both in the United States and abroad.

MICHAEL A. MILES, JR.

Advisory Director, Berkshire Partners

Age	54	Committee(s)	Audit Committee, Compliance Committee
Director Since	2006	Term Expires	2016

Financial Literacy

Global Operational Experience

Other Public Directorships None

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Since 2013, Mr. Miles has served as an Advisory Director of Berkshire Partners, a private equity firm. Previously, he was President of Staples, Inc. from 2006 until 2013, and Chief Operating Officer from 2003 to 2006. Prior to that, Mr. Miles was Chief Operating Officer, Pizza Hut for Yum! Brands, Inc. from 2000 to 2003. From 1996 to 1999, he served Pizza Hut as Senior Vice President of Concept Development & Franchise.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY S BOARD*

Mr. Miles has experience as an executive of an international consumer goods retailer with large acquisitions outside of the United States and franchise distribution networks, which are similar to the Company s agent network. Mr. Miles also brings U.S. and global operational expertise to the Board discussions.

Table of Contents

BOARD OF DIRECTORS INFORMATION

ROBERT W. SELANDER

CEO Experience	<i>Former Chief Executive Officer and Vice Chairman of MasterCard Incorporated and MasterCard International</i>		
Regulated Industry/ Government			Corporate Governance and Public Policy Committee Chair, Compensation and Benefits Committee
Financial Literacy	Age	65	Committee(s)
Emerging Markets	Director Since	2014	Term Expires
Global Operational Experience	Other Public Directorships Health Equity Incorporated (Chairman of the Board)		

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Mr. Selander served as Executive Vice Chairman of MasterCard Incorporated and MasterCard International during 2010. From 1997 until 2010, he served as Chief Executive Officer of MasterCard Incorporated and MasterCard International. In addition, until 2009, Mr. Selander served as President of MasterCard Incorporated and MasterCard International from 2002 and 1997, respectively. Prior to his appointment as President and Chief Executive Officer of MasterCard International in 1997, Mr. Selander was an Executive Vice President and President of the MasterCard International Europe, Middle East/Africa and Canada regions. Before joining MasterCard in 1994, Mr. Selander spent two decades with Citicorp/Citibank, N.A. Mr. Selander served as a director of the Hartford Financial Services Group, Inc. from 1998 to 2008, MasterCard Incorporated from 2002 until 2010, and MasterCard International from 1997 until 2010. Mr. Selander currently serves on the Board of Trustees of the Fidelity Equity and High Income Funds and as Non-Executive Chairman of Health Equity Incorporated.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY S BOARD*

Mr. Selander has extensive global business, leadership and financial services experience gained in over 13 years as Chief Executive Officer of MasterCard Incorporated and MasterCard International and in senior positions at Citicorp/Citibank N.A. Mr. Selander also has substantial board of director experience having served as a director of MasterCard Incorporated, MasterCard International and the Hartford Financial Services Group, Inc.

FRANCES FRAGOS TOWNSEND

Regulated Industry/ Government	<i>Executive Vice President of Worldwide Government, Legal and Business Affairs, MacAndrews & Forbes Holdings Inc.</i>		
Financial Literacy			Compliance Committee Chair, Corporate Governance and Public Policy Committee
Emerging Markets	Age	54	Committee(s)
Global Operational Experience	Director Since	2013	Term Expires
	Other Public Directorships Scientific Games Corporation and Freeport-McMoRan Copper & Gold Inc.		

PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS

Ms. Fragos Townsend has served as Executive Vice President of Worldwide Government, Legal and Business Affairs at MacAndrews & Forbes Holdings Inc., a diversified holding company, since 2013, and she previously served as Senior Vice President of Worldwide Government, Legal and Business Affairs from 2010 to 2012. Ms. Fragos Townsend was a corporate partner at the law firm of Baker Botts L.L.P. from 2009 to 2010. From 2008 to 2009, Ms. Fragos Townsend provided consulting services and advised corporate entities on global strategic risk and contingency planning. Prior to that, Ms. Fragos Townsend served as Assistant to President George W. Bush for Homeland Security and Counterterrorism and chaired the Homeland Security Council from 2004 until 2008. She also served as Deputy Assistant to the President and Deputy National Security Advisor Combating Terrorism from 2003 to 2004. Ms. Fragos Townsend was the first Assistant Commandant for Intelligence for the United States Coast Guard and spent 13 years at the United States Department of Justice in various senior positions. Ms. Fragos Townsend is a director of Scientific Games Corporation and Freeport-McMoRan Copper & Gold Inc. and was a director of SIGA Technologies, Inc. from March 2011 until May 2014.

EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY S BOARD*

Edgar Filing: Western Union CO - Form DEF 14A

Ms. Fragos Townsend has extensive public policy, government, legal, and regulatory experience, and brings to the Board valuable insights regarding the conduct of business in a highly regulated industry. Ms. Fragos Townsend also has substantial leadership experience as former chair of the Homeland Security Council and as a former officer in the United States Coast Guard.

2016 Proxy Statement | 11

Table of Contents

BOARD OF DIRECTORS INFORMATION

SOLOMON D. TRUJILLO			
CEO Experience	Chairman, Trujillo Group, LLC		
Regulated Industry/ Government			Compensation and Benefits Committee, Compliance Committee
Financial Literacy	Age	64	Committee(s)
Emerging Markets	Director Since	2012	Term Expires
Global Operational Experience	Other Public Directorships WPP plc, ProAmerica Bank and SouFun Holdings Limited		
	PRINCIPAL OCCUPATION, BUSINESS EXPERIENCE, AND DIRECTORSHIPS		
	Mr. Trujillo founded Trujillo Group, LLC, a business that provides consulting, merchant banking and venture capital services, and has served as its chairman since 2003. Mr. Trujillo also served as the Chief Executive Officer and as director of Telstra Corporation Limited, Australia's largest media-communications enterprise, from 2005 to 2009. From 2003 to 2004, Mr. Trujillo was Orange SA's Chief Executive Officer. Earlier in his career, Mr. Trujillo was President and Chief Executive Officer of US West Communications and President, Chief Executive Officer and Chairman of the Board of US West Inc. Mr. Trujillo previously served as a director of Target Corporation from 1994 to 2014 and currently serves as a director of WPP plc, and ProAmerica Bank and SouFun Holdings Limited.		
	EXPERIENCE, QUALIFICATIONS, ATTRIBUTES, AND SKILLS SUPPORTING DIRECTORSHIP POSITION ON THE COMPANY'S BOARD*		
	Mr. Trujillo is an international business executive with experience as a chief executive officer of global companies in the telecommunications, media, and cable industries headquartered in the United States, the European Union, and the Asia-Pacific region. He has global operations experience and provides the Board with substantial international experience and expertise in the retail, technology, media, and communications industries.		

* The Board selects nominees for Director on the basis of experience, integrity, skills, diversity, ability to make independent analytical inquiries, understanding of the Company's business environment, and willingness to devote adequate time to Board duties, all in the context of an assessment of the perceived needs of the Board at a given point in time. In addition to the individual attributes of each of the directors described above, the Company highly values the collective business experience and qualifications of the directors. We believe that the experiences, viewpoints, and perspectives of our directors result in a Board with the commitment and energy to advance the interests of our stockholders.

Table of Contents

BOARD OF DIRECTORS INFORMATION

DIRECTOR QUALIFICATIONS MATRIX

The following matrix is provided to illustrate the skills and qualifications of our Directors.

LEADERSHIP	
	CEO Experience
	CFO Experience
FINANCIAL	
	Financial Literacy
	Eligible for Audit Committee Financial Expert
RELEVANT EXPERIENCE	
	Global Operational Experience
	Regulated Industry/Government
	Emerging Markets
DIVERSITY	
	Gender
	Ethnicity
	Geography

Table of Contents

**PROPOSAL 1
ELECTION OF DIRECTORS**

At the 2016 Annual Meeting, all directors will be elected for one-year terms.

Upon the recommendation of the Corporate Governance and Public Policy Committee, the Board of Directors appointed Mr. Martin I. Cole as a director in July 2015, subject to election by the stockholders at the 2016 Annual Meeting. Mr. Cole was originally recommended to the Corporate Governance and Public Policy Committee by non-employee members of the Board of Directors. Except for Ms. Fayne Levinson, who is retiring from the Board and will not stand for re-election, the terms of each director if re-elected or elected will expire at the 2017 Annual Meeting of Stockholders. In the case of a vacancy, the Board of Directors may appoint a new director as a replacement, may leave the vacancy unfilled or may reduce the number of directors on the Board. (See the Board of Directors Information section of this Proxy Statement for information concerning all nominees.)

The Company's By-Laws require directors to be elected by the majority of votes cast with respect to such director in uncontested elections (the number of shares voted for a director must exceed the number of votes cast against that director, with abstentions and broker non-votes not counted as cast either for or against). In a contested election (a situation in which the number of nominees exceeds the number of directors to be elected), the standard for election of directors will be a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors.

Under the Company's By-Laws, if an incumbent director is not elected, the director will promptly tender his or her resignation to the Board of Directors. The Corporate Governance and Public Policy Committee will make a recommendation to

the Board of Directors as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board of Directors will act on the resignation, taking into account the Corporate Governance and Public Policy Committee's recommendation, and publicly disclose (by a press release, a filing with the SEC or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days following certification of the election results. If such incumbent director's resignation is not accepted by the Board of Directors, such director will continue to serve until the next annual meeting and until his or her successor is duly elected or his or her earlier resignation or removal.

Your shares will be voted as you instruct via the voting procedures described on the Proxy Card or the Notice of Internet Availability of Proxy Materials, or as you specify on your Proxy Card(s) if you elect to vote by mail. If unforeseen circumstances (such as death or disability) require the Board of Directors to substitute another person for any of the director nominees, your shares will be voted for that other person.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE TO RE-ELECT MR. ERSEK, MR. GOODMAN, MR. GREENBERG, MS. HOLDEN, MR. JOERRES, MR. MENDOZA, MR. MILES, MR. SELANDER, MS. TOWNSEND AND MR. TRUJILLO, AND TO ELECT MR. COLE, AS DIRECTORS TO SERVE UNTIL THE 2017 ANNUAL MEETING OF STOCKHOLDERS OR UNTIL THEIR RESPECTIVE SUCCESSORS ARE ELECTED AND QUALIFIED.

Table of Contents

CORPORATE GOVERNANCE

SUMMARY OF CORPORATE GOVERNANCE PRACTICES

The Board of Directors believes that strong corporate governance is key to long-term stockholder value creation. Over the years, our Board of Directors has responded to evolving governance standards by enhancing our practices to best serve the interests of the Company's stockholders, including:

Annual election of directors.

Proxy access. Our By-Laws permit qualifying stockholders or groups of qualifying stockholders that have each beneficially owned at least 3% of the Company's Common Stock for three years to nominate up to an aggregate of 20% of the members of the Board and have information and supporting statements regarding those nominees included in the Company's proxy statement.

Majority vote standard in uncontested elections. In an uncontested election, each director must be elected by a majority of votes cast, rather than by a plurality.

Stockholder right to call special meetings.

No stockholder rights plan (poison pill).

No supermajority voting provisions in the Company's organizational documents.

Independent Board, except our Chief Executive Officer. Our Board is comprised of all independent directors, except our Chief Executive Officer.

Independent non-executive chairman. The Chairman of the Board of Directors, Jack Greenberg, is a non-executive independent director.

Independent Board committees. Each of the Audit, Compensation, and Corporate Governance and Public Policy Committees is made up of independent directors, and all voting members of the Compliance Committee are independent. Each standing committee operates under a written charter that has been approved by the Board.

Confidential stockholder voting. The Company's Corporate Governance Guidelines provide that the vote of any stockholder will not be revealed to anyone other than a non-employee tabulator of votes or an independent election inspector, except under circumstances set forth in the Company's Corporate Governance Guidelines.

Committee authority to retain independent advisors. Each of the Audit, Compensation, Compliance, and Corporate Governance and Public Policy Committees has the authority to retain independent advisors.

Robust codes of conduct. The Company is committed to operating its business with honesty and integrity and maintaining the highest level of ethical conduct. These absolute values are embodied in our Code of Conduct and require that every customer, employee, agent and member of the public be treated accordingly. The Company Code of Conduct applies to all employees, but the Company's senior financial officers are also subject to an additional code of ethics, reflecting the Company's commitment to maintaining the highest standards of ethical conduct. In addition, the Board of Directors is subject to a Director's Code of Conduct.

Stock ownership guidelines for senior executives and directors. Robust stock ownership requirements for our senior executives and directors strongly link the interests of management and the Board with those of stockholders.

Prohibition against pledging and hedging of Company stock by senior executives and directors. The Company's insider trading policy prohibits the Company's executive officers and directors from pledging the Company's securities or engaging in hedging or short-term speculative trading of the Company's securities, including, without limitation, short sales or put or call options involving the Company's securities. Please see Compensation of Directors Prohibition Against Pledging and Hedging of the Company's Securities and Compensation Discussion and Analysis The Western Union Executive Compensation Program *Prohibition Against Pledging and Hedging of the Company's Securities*, below.

Stockholder engagement. The Company regularly engages with its stockholders to better understand their perspectives. You can learn more about our corporate governance by visiting the Investor Relations, Corporate Governance portion of the Company's website www.wu.com, or by writing to the attention of: Investor Relations, The Western Union Company, 12500 East Belford Avenue, Mailstop M231R, Englewood, CO 80112.

Table of Contents

CORPORATE GOVERNANCE

INDEPENDENCE OF DIRECTORS

The Board of Directors has adopted Corporate Governance Guidelines, which contain the standards that the Board of Directors use to determine whether a director is independent. A director is not independent under these categorical standards if:

The director is, or has been within the last three years, an employee of Western Union, or an immediate family member of the director is, or has been within the last three years, an executive officer of Western Union.

The director has received, or has an immediate family member who has received, during any 12-month period within the last three years, more than \$120,000 in direct compensation from Western Union, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).

(i) The director is a current partner or employee of a firm that is Western Union's internal or external auditor; (ii) the director has an immediate family member who is a current partner of such a firm; (iii) the director has an immediate family member who is a current employee of such a firm and personally works on Western Union's audit; or (iv) the director or an immediate family member was within the last three years a partner or employee of such firm and personally worked on Western Union's audit within that time.

The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of Western Union's present executive officers at the same time serves or served on that company's compensation committee.

The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, Western Union for property or services in an amount which, in any of the last three fiscal years, exceeded the greater of \$1 million or 2% of such other company's consolidated gross revenues.

The director is a current employee, or an immediate family member is a current executive officer, of a company which was indebted to Western Union, or to which Western Union was indebted, where the total amount of either company's indebtedness to the other, in any of the last three fiscal years, exceeded 5% or more of such other company's total consolidated assets.

The director or an immediate family member is a current officer, director, or trustee of a charitable organization where Western Union's (or an affiliated charitable foundation's) annual discretionary charitable contributions to the charitable organization, in any of the last three fiscal years, exceeded the greater of \$1 million or 5% of such charitable organization's consolidated gross revenues.

The Board has reviewed the independence of the current directors and director nominee under these standards and the rules of the New York Stock Exchange (the "NYSE") and found each of Mr. Cole, Ms. Fayne Levinson, Mr. Goodman, Mr. Greenberg, Ms. Holden, Mr. Joerres, Mr. Mendoza, Mr. Miles, Mr. Selander, Ms. Fragos Townsend and Mr. Trujillo to be independent.

Table of Contents

CORPORATE GOVERNANCE

BOARD LEADERSHIP STRUCTURE AND ROLE IN RISK OVERSIGHT

The Board has a non-executive Chairman. This position is independent from management. The Chairman sets the agendas for and presides over the Board meetings, as well as meetings of the independent directors. The Chief Executive Officer is a member of the Board and participates in its meetings. The Board believes that this leadership structure is appropriate for the Company at this time because it allows for independent oversight of management, increases management accountability, and encourages an objective evaluation of management's performance relative to compensation.

The Board regularly devotes time during its meetings to review and discuss the most significant risks facing the Company and management's process for identifying, prioritizing, and responding to those risks. During these discussions, the Chief Executive Officer, the General Counsel, and the Chief Financial Officer present management's process for assessment of risks, a description of the most significant risks facing the Company, and any mitigating factors, plans, or policies in place to address and monitor those risks. The Board has also delegated risk oversight authority to its committees.

Consistent with the NYSE listing standards, to which the Company is subject, the Audit Committee bears responsibility for oversight of the Company's policies with respect to risk assessment and risk management and must discuss with management the major risk exposures facing the Company and the steps the Company has taken to monitor and control such exposures. The Audit Committee is also responsible for assisting Board oversight of the Company's compliance with legal and regulatory

requirements, which represent many of the most significant risks the Company faces. During the Audit Committee's discussion of risk, the Company's Chief Executive Officer, Chief Financial Officer, General Counsel, Chief Compliance Officer, and Chief Internal Auditor present information and participate in discussions with the Audit Committee regarding risk and risk management.

While the Board committee with primary oversight of risk is the Audit Committee, the Board has delegated to other committees the oversight of risks within their areas of responsibility and expertise. For example, in light of the breadth and number of responsibilities that the Audit Committee must oversee, and the importance of the evaluation and management of risk related to the Company's compliance programs and policies associated with anti-money laundering laws, including investigations or other matters that may arise in relation to such laws, the Board formed a Compliance Committee in 2013 to assist the Audit Committee and the Board with oversight of those risks. This function was previously performed by the Corporate Governance and Public Policy Committee. The Compliance Committee reports regularly on these matters to the Board and Audit Committee and during the Compliance Committee's meetings, each of the General Counsel and Chief Compliance Officer regularly present and participate in discussions. In addition, the Compensation Committee oversees the risks associated with the Company's compensation practices, including an annual review of the Company's risk assessment of its compensation policies and practices for its employees and the Company's succession planning process.

Table of Contents

CORPORATE GOVERNANCE

COMMITTEES OF THE BOARD OF DIRECTORS

The current members of each Board Committee are indicated in the table below.

DIRECTOR	AUDIT	CORPORATE GOVERNANCE & PUBLIC POLICY	COMPENSATION & BENEFITS	COMPLIANCE
Martin I. Cole				
Hikmet Ersek				
Richard A. Goodman				
Jack M. Greenberg				
Betsy D. Holden				
Jeffrey A. Joerres				
Linda Fayne Levinson ⁽¹⁾				
Roberto G. Mendoza				
Michael A. Miles, Jr.				
Robert W. Selander				
Frances Fragos Townsend				
Solomon D. Trujillo				

Chairman of the Board
 Committee Chair
 Non-voting member

(1) Ms. Fayne Levinson will retire from the Board effective at the Annual Meeting.

BOARD AND COMMITTEE GOVERNING DOCUMENTS

Each committee operates under a charter approved by the Board. The Company’s Audit Committee Charter, Compensation and Benefits Committee Charter, Corporate Governance and Public Policy Committee Charter, Compliance Committee Charter, and Corporate Governance Guidelines are available without charge through the Investor Relations, Corporate Governance portion of the Company’s website www.wu.com, or by writing to the attention of: Investor Relations, The Western Union Company, 12500 East Belford Avenue, Mailstop M231R, Englewood, CO 80112.

Table of Contents

CORPORATE GOVERNANCE

Audit Committee

With a heavy emphasis on transformation throughout every facet of the business, we're focused on the continued integrity of our financial reporting and ensuring we have the proper controls in place.

Richard A. Goodman, Committee Chair

Additional Committee Members: Martin I. Cole, Linda Fayne Levinson, Roberto G. Mendoza, and Michael A. Miles, Jr.

Meetings Held in 2015: 8

Primary Responsibilities: Pursuant to its charter, the Audit Committee assists the Board of Directors in fulfilling its oversight responsibilities with respect to:

integrity of the Company's consolidated financial statements;

compliance with legal and regulatory requirements;

independent registered public accounting firm qualifications, independence and compensation; and

performance of the Company's internal audit function and independent registered public accounting firm.

Independence: Each member of the Audit Committee meets the independence requirements of our Corporate Governance Guidelines, the NYSE and the Securities Exchange Act of 1934, as amended (the Exchange Act), and as the Board has determined, has no material relationship with the Company. Each member of the Audit Committee is financially literate, knowledgeable, and qualified to review financial statements. The Board has designated Mr. Goodman as a financial expert as defined by Item 407(d) of Regulation S-K.

Service on Other Audit Committees: No director may serve as a member of the Audit Committee if such director serves on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Audit Committee. Currently, none of the Audit Committee members serve on more than three audit committees (including the Company's Audit Committee).

Table of Contents

CORPORATE GOVERNANCE

Compensation and Benefits Committee

In 2015, the Compensation Committee continued to emphasize pay-for-performance by designing our executive compensation program so that performance-based, at-risk pay elements would constitute a significant portion of the compensation awarded. The Committee believes this continued emphasis on performance-based pay provides linkage with long-term stockholder value creation.

Betsy D. Holden, Committee Chair

Additional Committee Members: Richard A. Goodman, Jeffrey A. Joerres, Roberto G. Mendoza, Robert W. Selander, and Solomon D. Trujillo

Meetings Held in 2015: 6

Primary Responsibilities: Pursuant to its charter, the Compensation Committee has the authority to administer, interpret, and take any actions it deems appropriate in connection with any incentive compensation or equity-based plans of the Company, any salary or other compensation plans for officers and other key employees of the Company, and any employee benefit or fringe benefit plans, programs or policies of the Company. Among other things, the Compensation Committee is responsible for:

in consultation with senior management, establishing the Company's general compensation philosophy, and overseeing the development and implementation of compensation and benefits policies;

reviewing and approving corporate goals and objectives relevant to the compensation of the Chief Executive Officer and other executive officers, evaluating the performance of the Chief Executive Officer and other executive officers in light thereof, and setting compensation levels and other benefits for the Chief Executive Officer (with the ratification by the independent directors of the Board) and other executive officers based on this evaluation;

reviewing and making recommendations to the Board regarding severance or similar termination agreements with the Company's Chief Executive Officer or to any person being considered for promotion or hire into the position of Chief Executive Officer;

approving grants and/or awards of options, restricted stock, restricted stock units, and other forms of equity-based compensation under the Company's equity-based plans;

reviewing with management and preparing an annual report regarding the Company's Compensation Discussion and Analysis to be included in the Company's Proxy Statement and Annual Report;

in consultation with the Chief Executive Officer, reviewing management succession planning;

reviewing and recommending to the Board of Directors compensation for non-employee directors; and

periodically reviewing the overall effectiveness of the Company's principal strategies related to human capital management, recruiting, retention, career development, and diversity.

Independence: Each member of the Compensation Committee meets the definitions of "outside director" under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code") and "non-employee director" under Rule 16b-3 of the Exchange Act. Each member of the Compensation Committee meets the independence requirements of our Corporate Governance Guidelines, the NYSE and the Exchange Act, and as the Board has determined, has no material relationship with the Company.

Table of Contents

CORPORATE GOVERNANCE

Compliance Committee

The Compliance Committee continues to demonstrate the Board's commitment to compliance by focusing solely on oversight of the Company's global regulatory compliance program, which includes ongoing significant investment in compliance efforts and collaboration with regulators around the world.

Frances Fragos Townsend, Committee Chair

Additional Committee Members: Hikmet Ersek (non-voting member), Martin I. Cole, Michael A. Miles, Jr., and Solomon D. Trujillo

Meetings Held in 2015: 5

Primary Responsibilities: Pursuant to its charter, the Compliance Committee assists the Audit Committee and the Board in fulfilling the Board's oversight responsibility for the Company's compliance with legal and regulatory requirements. Among other things, the Compliance Committee is responsible for reviewing:

the Company's compliance programs and policies relating to anti-money laundering laws, including establishing procedures to be apprised of material investigations or other material matters that may arise in relation to such laws; and

legal, compliance or other regulatory matters that may have a material effect on the Company's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies.

Independence: Each voting member of the Compliance Committee meets the independence requirements of our Corporate Governance Guidelines, the NYSE and the Exchange Act, and as the Board has determined, has no material relationship with the Company. The Board may appoint non-voting members to the Compliance Committee that are not independent from the Company. The Company's Chief Executive Officer is currently a non-voting member of the Compliance Committee.

Table of Contents

CORPORATE GOVERNANCE

Corporate Governance and Public Policy Committee

The Committee enhanced the Board in 2015 by recommending two new directors, Jeffrey A. Joerres and Martin I. Cole, who collectively bring to the Board global business, technology, executive, and public company board experience. The Committee will continue to look for opportunities to enhance the skills, experience, diversity and effectiveness of the Board in 2016.

Robert W. Selander, Committee Chair

Additional Committee Members: Betsy D. Holden, Jeffrey A. Joerres, Linda Fayne Levinson, and Frances Fragos Townsend

Meetings Held in 2015: 5

Primary Responsibilities: Pursuant to its charter, the Corporate Governance and Public Policy Committee is responsible for:

recommending to the Board of Directors criteria for Board and committee membership;

considering, in consultation with the Chairman of the Board and the Chief Executive Officer, and recruiting candidates to fill positions on the Board of Directors;

evaluating current directors for re-nomination to the Board of Directors;

recommending the director nominees for approval by the Board of Directors and the stockholders;

recommending to the Board of Directors appointments to committees of the Board of Directors;

recommending to the Board of Directors corporate governance guidelines, reviewing the corporate governance guidelines at least annually, and recommending modifications to the corporate governance guidelines to the Board of Directors;

establishing and implementing self-evaluation procedures for the Board of Directors and its committees;

reviewing stockholder proposals submitted for inclusion in the Company's Proxy Statement;

reviewing the Company's related persons transaction policy, and as necessary, reviewing specific related person transactions; and

reviewing and advising the Board of Directors regarding matters of public policy and social responsibility that are relevant to the Company or the industries in which the Company operates.

Independence: Each member of the Corporate Governance and Public Policy Committee meets the independence requirements of our Corporate Governance Guidelines, the NYSE and the Exchange Act, and as the Board has determined, has no material relationship with the Company.

Table of Contents

CORPORATE GOVERNANCE

CHIEF EXECUTIVE OFFICER SUCCESSION PLANNING

The Company's Board of Directors has developed a governance framework for Chief Executive Officer succession planning that is intended to provide for a talent-rich leadership organization that can drive the Company's strategic objectives. Under its governance framework, the Board of Directors:

Reviews succession planning for the Chief Executive Officer on an annual basis. As part of this process, the Chief Executive Officer reviews the annual performance of each member of the management team with the Board and the Board engages in a discussion with the Chief

Executive Officer and the Chief Human Resources Officer regarding each team member and the team member's development;

Maintains a confidential plan to address any unexpected short-term absence of the Chief Executive Officer and identifies candidates who could act as interim Chief Executive Officer in the event of any such unexpected absence; and

Ideally three to five years before the retirement of the current Chief Executive Officer, manages the succession process and determines the current Chief Executive Officer's role in that process.

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Any stockholder or other interested party who desires to contact the non-management directors or Mr. Ersek in his capacity as a director, may do so by writing to: The Western Union Company, Board of Directors, 12500 East Belford Avenue, Mailstop M21A2, Englewood, CO 80112. Communications that are intended specifically for non-management directors should be addressed to the attention of the Chairperson of

the Corporate Governance and Public Policy Committee. All communications will be forwarded to the Chairperson of the Corporate Governance and Public Policy Committee unless the communication is specifically addressed to another member of the Board, in which case, the communication will be forwarded to that director.

BOARD ATTENDANCE AT ANNUAL STOCKHOLDERS MEETING

Although the Company does not have a formal policy regarding attendance by members of the Board of Directors at the Company's Annual Meeting of Stockholders, it encourages directors to attend.

Ten of the 12 members of the Board of Directors serving at the time attended the Company's 2015 Annual Meeting of Stockholders.

PRESIDING DIRECTOR OF NON-MANAGEMENT DIRECTOR MEETINGS

The non-management directors meet in regularly scheduled executive sessions without management. The Chairman of the Board of Directors, Mr. Greenberg, is the presiding director at these meetings.

NOMINATION OF DIRECTORS

Edgar Filing: Western Union CO - Form DEF 14A

The Company's Board of Directors is responsible for nominating directors for election by the stockholders and filling any vacancies on the Board that may occur. The Corporate Governance and Public Policy Committee is responsible for identifying, screening, and recommending candidates to the Board for Board membership. The Corporate Governance and Public Policy Committee

does not have any single method for identifying director candidates but will consider candidates suggested by a wide range of sources, including by any stockholder, director, or officer of the Company.

Table of Contents

CORPORATE GOVERNANCE

DIRECTOR QUALIFICATIONS

General criteria for the nomination of director candidates include experience, high ethical standards and integrity, skills, diversity, ability to make independent analytical inquiries, understanding of the Company's business environment, and willingness to devote adequate time to Board duties—all in the context of an assessment of the perceived needs of the Board at that point in time. In exercising its director nomination responsibilities, the Corporate Governance and Public Policy Committee considers diversity in gender, ethnicity, geography, background, and cultural viewpoints when considering director nominees, given the global nature of the Company's business. However, the Board has not adopted a formal policy governing director diversity. The effectiveness of the nomination process is evaluated by the Board each year as part of its annual self-evaluation and by the Corporate Governance and Public Policy Committee as it evaluates and identifies director candidates.

Each director is expected to ensure that other existing and planned future commitments do not materially interfere with the member's service as a Board or Committee member. The Corporate Governance and Public Policy Committee will consider candidates for election to the Board suggested in writing by a stockholder and will make a recommendation to the Board using the same criteria as it does in evaluating candidates submitted by members of the Board of Directors. If the Company receives such a suggestion, the Company may request additional information from the candidate to assist in its evaluation.

STOCKHOLDER NOMINEES

Stockholders may submit nominations for director candidates by giving notice to the Corporate Secretary, The Western Union Company, 12500 East Belford Avenue, Mailstop M21A2, Englewood, CO 80112. The requirements

for the submission of such stockholder nominations are set forth in Article II of the Company's By-Laws, which are available on the Company's website www.wu.com.

SUBMISSION OF STOCKHOLDER PROPOSALS

Stockholder proposals, including stockholder director nominations, requested to be included in the Company's Proxy Statement for its 2017 Annual Meeting of Stockholders must be received by the Company not later than November 30, 2016 and comply with the requirements of Rule 14a-8, if applicable, and the Company's By-laws. Even if a proposal is not submitted in time to be considered for inclusion in the Company's Proxy Statement for its 2017 Annual Meeting of Stockholders, a proper stockholder proposal or director nomination may still be considered

at the Company's 2017 Annual Meeting of Stockholders, but only if the proposal or nomination is received by the Company no sooner than January 12, 2017 and no later than February 11, 2017 and otherwise complies with the Company's By-Laws. All proposals or nominations a stockholder wishes to submit at the meeting should be directed to the Corporate Secretary, The Western Union Company, 12500 East Belford Avenue, Mailstop M21A2, Englewood, CO 80112.

CODE OF ETHICS

Edgar Filing: Western Union CO - Form DEF 14A

The Company's Director's Code of Conduct, Code of Ethics for Senior Financial Officers, Reporting Procedure for Accounting and Auditing Concerns, Professional Conduct Policy for Attorneys, and the Code of Conduct are available without charge through the Investor Relations, Corporate Governance portion of the Company's website,

www.wu.com, or by writing to the attention of: Investor Relations, The Western Union Company, 12500 East Belford Avenue, Mailstop M231R, Englewood, CO 80112. In the event of an amendment to, or a waiver from, the Company's Code of Ethics for Senior Financial Officers, the Company intends to post such information on its website, www.wu.com.

Table of Contents**COMPENSATION OF DIRECTORS**

The following table provides information regarding the compensation of our outside directors for 2015. Mr. Ersek, our President and Chief Executive Officer, does not receive additional compensation for his service as a director.

NAME	2015 DIRECTOR COMPENSATION			ALL OTHER COMPENSATION (\$000)⁽⁴⁾	TOTAL (\$000)⁽⁵⁾
	FEES EARNED OR PAID IN CASH (\$000)	STOCK AWARDS (\$000)⁽²⁾	OPTION AWARDS (\$000)⁽³⁾		
Martin I. Cole ⁽⁶⁾	48.6	32.4	32.4	25.0	138.4
Dinyar S. Devitre ⁽⁶⁾	44.5	140.0		21.3	205.8
Richard A. Goodman	120.0	140.0		25.0	