

CVENT INC  
Form 10-K/A  
April 29, 2016  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D. C. 20549**

**Form 10-K/A**  
**Amendment No. 1**

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the Fiscal Year Ended: December 31, 2015**

**or**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Commission File Number: 001-36043**

**Cvent, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**54-1954458**  
**(I.R.S. Employer**  
**Identification No.)**

**1765 Greensboro Station Place, 7th Floor**

**Tysons Corner, VA**  
**(Address of principal executive offices)**

**22102**  
**(Zip Code)**

**(703) 226-3500**

**(Registrant's telephone number, including area code)**

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

<b>Title of Each Class</b>	<b>Name of Each Exchange on Which Registered</b>
<b>Common Stock, \$0.001 par value per share</b>	<b>The New York Stock Exchange</b>

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

**None**

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

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act: Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

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

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

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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

The aggregate market value of Cvent common shares held by non-affiliates as of June 30, 2015 was \$539,777,953 based on the last reported sale price on the New York Stock Exchange on June 30, 2015. Common shares held by each officer and director and each person who owns 10% or more of Cvent's common shares have been excluded in that such persons may be deemed to be affiliates of Cvent. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares outstanding of the Registrant's Common Stock as of April 25, 2016 was 42,192,737 shares.

**DOCUMENTS INCORPORATED BY REFERENCE**

None.

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**Explanatory Note**

This Amendment No. 1 on Form 10-K/A (this Amendment) amends Cvent, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2015, originally filed with the Securities and Exchange Commission, or SEC, on March 1, 2016 (the Original Filing). We are amending and refileing Part III to include information required by Items 10, 11, 12, 13 and 14 because our definitive proxy statement will not be filed within 120 days after December 31, 2015, the end of the fiscal year covered by our Annual Report on Form 10-K.

Pursuant to the rules of the SEC, we have also included as exhibits currently dated certifications required under Section 302 of The Sarbanes-Oxley Act of 2002. Because no financial statements are contained within this Amendment, we are not including certifications pursuant to Section 906 of The Sarbanes-Oxley Act of 2002. We are amending and refileing Part IV to reflect the inclusion of those certifications, along with any changes to Part IV that occurred after the date of the Original Filing.

In addition, we updated the following items on the cover page of this Amendment: (i) the representation regarding delinquent filers pursuant to Item 405 of Regulation S-K and (ii) the deletion of the reference to our proxy statement

Except as described above, no other changes have been made to the Original Filing. Except as otherwise indicated herein, this Amendment continues to speak as of the date of the Original Filing, and we have not updated the disclosures contained therein to reflect any events that occurred subsequent to the date of the Original Filing. The filing of this Annual Report on Form 10-K/A is not a representation that any statements contained in items of our Annual Report on Form 10-K other than Part III, Items 10 through 14, Part IV and the aforementioned portions of the cover page are true or complete as of any date subsequent to the Original Filing.

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CVENT, INC.  
AMENDMENT NO. 1  
TO  
ANNUAL REPORT ON FORM 10-K  
FOR THE PERIOD ENDED DECEMBER 31, 2015

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BOARD OF DIRECTORS****Name and Age****as of April 6, 2016****Position, Principal Occupation, Business Experience and Directorships**

Reggie Aggarwal	<i>Reggie K. Aggarwal</i> is the founder of the Company and has served as our President, Chief Executive Officer and the Chairman of the Board since our inception in 1999. Mr. Aggarwal received a bachelor of science degree from the University of Virginia, a juris doctor degree from Washington and Lee University and a master of laws degree from Georgetown University. The board of directors believes that Mr. Aggarwal's knowledge of the Company as our founder allows him to make valuable contributions to the board of directors.
Age: 46	
Sanjeev Bansal	<i>Sanjeev K. Bansal</i> has served as a director of the Company since November 1999. Since November 2013, Mr. Bansal has served as the co-founder and chief executive officer of Hunch Analytics, which develops data analytics products and services for health care and educational institutions. Prior to founding Hunch Analytics, Mr. Bansal served in various executive leadership positions with MicroStrategy Incorporated, a business intelligence and analytics company, from 1990 to 2013. He held the titles of executive vice president from 1993 to 2013 and chief operating officer from 1994 to 2012, and he served as a member of MicroStrategy Incorporated's board of directors from 1997 to 2013. Mr. Bansal served as the vice chairman of the MicroStrategy Incorporated board of directors from November 2000 to November 2013. Prior to joining MicroStrategy, Mr. Bansal was a consultant at Booz Allen Hamilton, a worldwide technical and management consulting firm, from 1987 to 1990. Mr. Bansal serves as a member of the board of directors of: The Advisory Board Company, a research services company listed on the Nasdaq Global Select Market; and CSRA, Inc., an NYSE-listed company that provides IT solutions and professional services to government customers. He received a bachelor of science degree in electrical engineering from the Massachusetts Institute of Technology and a master of science in computer science degree from the Johns Hopkins University. The board of directors believes that Mr. Bansal's experience in working with entrepreneurial companies and his particular familiarity with technology companies allow him to make valuable contributions to the board of directors.
Age: 50	
Tony Florence	<i>Tony Florence</i> has served as a director of the Company since July 2011. Mr. Florence is a General Partner of the venture capital firm New Enterprise Associates, or NEA, which he joined in 2008. He co-leads NEA's Venture Growth Equity investment practice as well as the firm's Consumer Internet effort. Mr. Florence currently serves as a director of Care.com, the world's largest online destination for finding and managing family care, and as a director of several private companies. Prior to joining NEA, Mr. Florence was a Managing Director at Morgan Stanley, where he was Head of Technology Banking in New York and a member of the North American Management Committee for investment banking. Mr. Florence received a bachelor of arts degree in economics and a master of business administration degree from Dartmouth College. The board of directors believes that Mr. Florence's broad investment experience in the technology industry allows him to make valuable contributions to the board of directors.
Age: 47	

Jeffrey Lieberman     *Jeffrey Lieberman* has served as a member of our board of directors since July 2011. Mr. Lieberman is a Managing Director of the venture capital firm Insight Venture Management, LLC, or Insight, where he has been employed since June 1998. Prior to joining Insight, Mr. Lieberman was a management consultant at the New York office of McKinsey & Company, where he focused on strategic and operating issues in the financial services, technology and consumer products industries. Mr. Lieberman currently serves as a director of: Shutterstock, Inc., a stock photography, stock footage and stock music provider listed on the NYSE; Mimecast Limited, a NASDAQ-listed company providing cloud-based email management solutions; and several private companies. Mr. Lieberman holds a bachelor of applied science degree in systems engineering and a bachelor of arts degree in economics from the University of Pennsylvania. The board of directors believes that Mr. Lieberman's broad investment experience in the technology industry allows him to make valuable contributions to the board of directors.

Age: 41

**Table of Contents****Name and Age****as of April 6, 2016 Position, Principal Occupation, Business Experience and Directorships**

Kevin Parker *Kevin T. Parker* has been a director since July 2013. Since June 2013, Mr. Parker has served as co-founder and senior operating principal of Bridge Growth Partners, LLC. Bridge Growth Partners, LLC is a structured growth-oriented private equity firm that focuses on investments in the technology and financial services sectors. Mr. Parker served as President and Chief Executive Officer of Deltek, Inc., a provider of enterprise software applications, from June 2005 to December 2012 and as Chairman of the board of directors of Deltek from April 2006 to December 2012. As Deltek's Chief Executive Officer, Mr. Parker was named Ernst & Young Entrepreneur of the Year 2012 in the software services category in Greater Washington, D.C. Prior to joining Deltek, Mr. Parker served as Co-President of PeopleSoft, Inc., an enterprise application software company, from October 2004 to December 2004, as Executive Vice President of Finance and Administration and Chief Financial Officer of PeopleSoft from January 2002 to October 2004, and as Senior Vice President and Chief Financial Officer of PeopleSoft from October 2000 to December 2001. Prior to joining PeopleSoft, Mr. Parker served as Senior Vice President and Chief Financial Officer from 1999 to 2000 at Aspect Communications Corporation, a customer relationship management software company. Mr. Parker served on the board of directors of Polycom, Inc., a publicly-traded provider of unified communications and collaboration solutions for voice and video collaboration, from January 2005 to February 2016. Mr. Parker holds a bachelor of science degree in accounting from Clarkson University and sits on its board of trustees. The board of directors believes that Mr. Parker's experience as an audit committee financial expert and a recognized technology industry leader with significant senior management and operational experience allows him to make valuable contributions to the board of directors.

Pursuant to a Voting Agreement dated July 15, 2011, among us and certain holders of our capital stock, Messrs. Florence and Lieberman were originally elected to our board of directors by certain of our stockholders holding the right to designate certain members pursuant to such agreement. Mr. Florence was designated by New Enterprise Associates and its affiliates, and Mr. Lieberman was designated by Insight Venture Management, LLC and its affiliates. Such voting agreement terminated upon the completion of our initial public offering (our IPO) in August 2013.

**EXECUTIVE OFFICERS AND MANAGEMENT**

Below is information, including biographical information, about our current senior executives (other than Mr. Aggarwal, whose biographical information appears above).

<b>Name</b>	<b>Age<sup>(1)</sup></b>	<b>Position</b>
Charles Ghoorah	46	President of Global Sales and Marketing
Cynthia Russo	46	Executive Vice President and Chief Financial Officer
David Quattrone	43	Chief Technology Officer
Dwayne Sye	42	Chief Information Officer
Brian Ludwig	41	Senior Vice President, Sales
Bharet Malhotra	41	Senior Vice President, Sales
Lawrence Samuelson	46	General Counsel and Corporate Secretary



(1) As of April 6, 2016.

*Charles V. Ghoorah* is a co-founder of the Company. From 1999 to 2002, he served as our Senior Vice President of Sales and Marketing; from 2003 to 2014, he served as our Executive Vice President of Sales and Marketing; and from 2014 to the present, he has served as our President of Worldwide Sales and Marketing. Prior to joining Cvent, Mr. Ghoorah was an associate with Hale & Dorr, an associate director with the Advisory Board Company and an attorney with Williams & Connolly. Mr. Ghoorah received bachelor of arts, master of arts and juris doctor degrees from Duke University.

*Cynthia A. Russo* became our Executive Vice President and Chief Financial Officer in September 2015. Prior to joining Cvent, Ms. Russo served as Executive Vice President, Chief Financial Officer of MICROS Systems, Inc. ( MICROS ), a provider of information technology for the hospitality and retail industries, from March 2010 to December 2014. As Chief Financial Officer of MICROS, Ms. Russo was responsible for the finance, accounting, and risk management functions of the

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company, which was publicly-traded until its acquisition by Oracle in September, 2014. In this role, she supported MICROS' growth to over \$1.4 billion in revenue and over 6,800 employees operating in over 50 countries. Ms. Russo joined MICROS in 1996 as a Senior Accountant and served in various positions prior to her appointment as Chief Financial Officer, including Vice President/Senior Vice President and Corporate Controller from May 2001 to March 2010. She is a Certified Public Accountant and Certified Internal Auditor. Ms. Russo received a bachelor of business administration degree from James Madison University.

*David Quattrone* is a co-founder of the Company. From 1999 to 2002, he served as the Director of Product Development; from 2003 to 2008, he served as the Vice President of Product Development; and from 2008 to present, he has served as the Chief Technology Officer. Prior to joining Cvent, Mr. Quattrone worked at First Consulting Group, E.J. Bell Systems and co-founded Network Resources Group. Mr. Quattrone received bachelor of science degrees in electrical engineering and economics from the University of Pennsylvania and a master of business administration degree from the University of Maryland.

*Dwayne J. Sye* is a co-founder of the Company. From 1999 to 2002, he served as the Director of Technology; from 2003 to 2008, he served as the Vice President of Technology; and from 2008 to present, he has served as the Chief Information Officer. Prior to joining Cvent, Mr. Sye was a consultant with MicroStrategy and Ernst & Young. Mr. Sye received a bachelor of science degree in engineering from the University of Pennsylvania.

*Brian Ludwig* has been with the Company since 2000. From 2000 to 2005, he served as a Sales Executive; from 2005 to 2007, he served as a Director of Sales; from 2007 to 2012, he served as a Vice President of Sales; and from 2012 to present, he has served as a Senior Vice President of Sales. Mr. Ludwig oversees the sales for our event and mobile divisions. Prior to joining Cvent, Mr. Ludwig worked as a sales director for Lutron Electronics, Inc. Mr. Ludwig received a bachelor of business administration degree from Emory University and a master of business administration degree from the University of Maryland.

*Bharet Malhotra* has been with the Company since 2000. From 2000 to 2005, he served as a Sales Executive; from 2005 to 2007, he served as a Director of Sales; from 2007 to 2012, he served as a Vice President of Sales; and from 2012 to present, he has served as a Senior Vice President of Sales. Mr. Malhotra oversees the sales for our Hospitality Cloud division. Prior to joining Cvent, Mr. Malhotra worked as a manager for WorldCom and as an investment banker for Salomon Smith Barney. Mr. Malhotra received a bachelor of science degree from Duke University.

*Lawrence J. Samuelson* became our General Counsel and Corporate Secretary in June 2013. Prior to joining Cvent, from 2011 to 2013, Mr. Samuelson served as the Vice President, Deputy General Counsel and Corporate Secretary of NeuStar, Inc., an information services and analytics company. From 2009 through 2010, Mr. Samuelson was the Assistant General Counsel and Assistant Secretary of DynCorp International, Inc., a government contractor. From 2008 to 2009, he served as the Deputy General Counsel of Enterra Solutions, LLC, a SaaS start-up. He was also an associate at Fried Frank Harris Shriver and Jacobson. Mr. Samuelson received a bachelor of arts degree from Tufts University, a master of international affairs from Columbia University and a juris doctor degree from Boston University.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, senior executives and beneficial owners of greater than 10 percent of our common stock (the Reporting Persons) to file reports of holdings and transactions in Cvent common stock with the SEC and the New York Stock Exchange.

Based solely on these reports and other information provided to us by the Reporting Persons, we believe that 90 such reports were required to be filed by the Reporting Persons during fiscal year 2015. Of these, we believe that 88 reports were timely filed. We believe that a Form 4 reporting a sale of shares by Dwayne Sye, Chief Information Officer of the Company, was filed three business days late on February 23, 2015, due to inadvertent error. We have also been informed by Insight Venture Partners ( Insight ) that entities affiliated with Insight undertook a related series of four sales of our common stock from December 9 to December 14, 2015 and, due to an oversight, reported those sales in a Form 4 filed on December 15, 2015, two business days late. Jeffrey Lieberman, as a Managing Director of Insight, may be deemed to be an indirect beneficial owner of the Insight entities that made these sales.

### **CODE OF BUSINESS CONDUCT**

Our Board has adopted a Corporate Code of Business Conduct and Ethics (the Code ) applicable to all of our directors, senior executives, employees and contractors providing services to or on behalf of the Company.

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The Code embodies general principles such as compliance with laws; no discrimination or harassment; ensuring a safe and healthy workplace; avoidance of conflicts of interest; ensuring full, fair, accurate, timely and understandable disclosure in our public reports and communications; maintenance of accurate and timely financial and business records; safeguarding of the Company's assets; and working with customers, suppliers and governments. All directors, senior executives, employees and contractors are obligated to report violations and suspected violations of the Code in accordance with the reporting procedures described in the Code.

The Code is available on our website at [www.cvent.com](http://www.cvent.com) under the captions Investors Governance Governance Documents. We intend to disclose on this website any amendments to the Code or grants of waivers from provisions of the Code that require disclosure under applicable SEC rules. A free printed copy is available to any stockholder who requests it from us at 1765 Greensboro Station Place, 7th Floor, Tysons Corner, VA 22102.

**GOVERNANCE OF THE COMPANY****Board and Committee Membership**

Our Board of Directors has three standing committees: the Audit Committee, the Compensation Committee, and the Nominating and Governance Committee.

Our Board of Directors currently has five seats, divided into three classes: Class I (two seats), Class II (one seat) and Class III (two seats).

The table below provides current membership information for the Board and each standing committee of the Board.

Name	Class	Year Current	Audit Committee Member	Compensation Committee Member	Nominating and Governance Committee Member
		Term Expires			
Reggie Aggarwal	I	2017			
Sanjeev Bansal	II	2018		X	X*
Tony Florence	III	2016	X		X
Jeffrey Lieberman	III	2016	X	X*	
Kevin Parker	I	2017	X*	X	

\* Chair

The Board has determined that Mr. Bansal, Mr. Lieberman, Mr. Florence and Mr. Parker are independent directors, as defined by the Company's director independence standards and the rules of the New York Stock Exchange and the Securities and Exchange Commission. The Board has also determined that Mr. Parker is an audit committee financial expert as defined by the Securities and Exchange Commission.

**Item 11. Executive Compensation  
Summary Compensation Table**

The following table sets forth summary information concerning compensation for the following persons: (i) all persons serving as our principal executive officer during 2015 and (ii) up to two of the most highly compensated of our other executive officers who received compensation during 2015 of at least \$100,000 and who were executive officers on December 31, 2015. We refer to these persons as our named executive officers elsewhere in this Amendment. The following table includes all compensation earned by the named executive officers for the respective periods, regardless of whether such amounts were actually paid during the period.

Name and Principal Position	Year	Salary (\$)	Bonus <sup>(1)</sup> (\$)	Stock Awards (\$)	Option Awards (\$)	Non-equity Incentive Plan Compensation	All Other Compensation	Total (\$)
						(\$) <sup>(2)</sup>	(\$)	
Reggie K. Aggarwal <i>President and Chief Executive Officer</i>	2015	413,104		682,522 <sup>(3)</sup>	658,374 <sup>(4)</sup>	119,507		1,873,507
	2014	\$ 403,302	\$ 53,465	\$ 1,949,997 <sup>(5)</sup>	\$ 1,949,333 <sup>(6)</sup>	\$		\$ 4,356,097
	2013	384,097	101,871					485,968
Cynthia A. Russo <sup>(7)</sup> <i>Executive Vice President and Chief Financial Officer</i>	2015	104,545		650,027 <sup>(3)</sup>	631,242 <sup>(4)</sup>	55,334		1,441,148
Charles V. Ghoorah <i>President of Worldwide Sales and Marketing</i>	2015	254,950		350,017 <sup>(3)</sup>	337,634 <sup>(4)</sup>	213,986		1,156,587
	2014	248,900	12,620	1,000,013 <sup>(5)</sup>	999,657 <sup>(6)</sup>	154,851		2,416,041
	2013	237,038	46,305			154,045		437,388

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- (1) Amounts represent annual performance incentive payments, or prorated portions, awarded by our board of directors.
- (2) For years prior to 2015, amounts represent commissions earned pursuant to Mr. Ghoorah's individual sales commission plan. For 2015, amounts represent annual performance incentive payments awarded by our board of directors pursuant to the 2015 Short-Term Cash Incentive Plan in addition to amounts earned pursuant to an individual's sales commission plan. Mr. Ghoorah is the only named executive officer who can earn amounts under a sales commission plan, which for 2015 was \$160,032.
- (3) The amounts reported represent the aggregate fair value of the restricted stock units awarded to the named executive officer at the date of grant (October 15, 2015) calculated in accordance with FASB Accounting Standards Codification Topic 718. Such grant-date fair value does not take into account any estimated forfeitures related to service-vesting conditions. The assumptions used in calculating the grant date fair value of the stock grants reported in this column are set forth in note 8 to our audited consolidated financial statements included in our annual report on Form 10-K filed on March 1, 2016. Each restricted stock unit represents a contingent right to receive one share of Cvent Common Stock. The restricted stock units granted to Messrs. Aggarwal and Ghoorah will vest in two equal annual installments beginning on September 15, 2016, in each case subject to the executive's continued employment on such date. The restricted stock units granted to Ms. Russo will vest over four years: 50% will vest on September 28, 2017; the next 25% will vest on September 28, 2018; and the last 25% will vest on September 28, 2019.
- (4) The amounts reported represent the aggregate fair value of the stock options awarded to the named executive officer at the date of grant (October 15, 2015) calculated in accordance with FASB Accounting Standards Codification Topic 718. Such grant-date fair value does not take into account any estimated forfeitures related to service-vesting conditions. The assumptions used in calculating the grant date fair value of the stock options reported in this column are set forth in note 8 to our audited consolidated financial statements included in our annual report on Form 10-K filed on March 1, 2016. The shares subject to the options granted to Messrs. Aggarwal and Ghoorah will become exercisable in two equal annual installments beginning on September 15, 2016, in each case subject to the executive's continued employment on such date. The shares subject to the option granted to Ms. Russo will become exercisable over four years: 50% of the shares will become exercisable on September 28, 2017; the next 25% will vest on September 28, 2018; and the last 25% will vest on September 28, 2019.
- (5) The amounts reported represent the aggregate fair value of the restricted stock units awarded to the named executive officer at the date of grant (December 31, 2014) calculated in accordance with FASB Accounting Standards Codification Topic 718. Such grant-date fair value does not take into account any estimated forfeitures related to service-vesting conditions. The assumptions used in calculating the grant date fair value of the stock grants reported in this column are set forth in note 8 to our audited consolidated financial statements included in our annual report on Form 10-K filed on March 16, 2015. Each restricted stock unit represents a contingent right to receive one share of Cvent Common Stock. The restricted stock units will vest in four equal annual installments beginning on March 15, 2016, in each case subject to the executive's continued employment on such date.
- (6) The amounts reported represent the aggregate fair value of the stock options awarded to the named executive officer at the date of grant (December 31, 2014) calculated in accordance with FASB Accounting Standards Codification Topic 718. Such grant-date fair value does not take into account any estimated forfeitures related to service-vesting conditions. The assumptions used in calculating the grant date fair value of the stock options reported in this column are set forth in note 8 to our audited consolidated financial statements included in our annual report on Form 10-K filed on March 16, 2015. The shares subject to these options will become exercisable in four equal annual installments beginning on March 15, 2016, in each case subject to the executive's continued employment on such date.
- (7) Ms. Russo joined Cvent on September 28, 2015. On September 3, 2015, the Company and Ms. Russo executed an Offer Letter governing the terms of Ms. Russo's employment as Executive Vice President and Chief Financial

Officer of the Company. Pursuant to the Offer Letter, Ms. Russo's base salary will initially be \$400,000 per year. As a participant in the Company's Short-Term Cash Incentive Plan, she will be eligible for an annual target incentive bonus of 50% of her then-current base salary, subject to her achievement of the Short-Term Cash Incentive Plan objectives. In accordance with the Offer Letter, and with the approval of the Compensation Committee, on October 15, 2015, Ms. Russo received the new-hire equity award described in Notes 3 and 4 above. On April 6, 2016, pursuant to the Offer Letter and with the approval of the Compensation Committee, Ms. Russo received an additional equity award with an aggregate award value at grant date of approximately \$541,667, comprised of 12,464 restricted stock units and 29,150 options to purchase the Company's common stock at \$21.73 per share (the closing price of the Company's common stock on April 6, 2016). Ms. Russo's April 2016 equity award, which is not reflected in the 2015 Summary Compensation Table shown above, will vest over four years, with the first 25% of the equity grant vesting on September 28, 2017, the next 25% of the equity grant vesting on April 6, 2018, the third 25% of the equity grant vesting on April 6, 2019), and the final 25% of the equity grant vesting on April 6, 2020).

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The following table shows outstanding stock option and restricted stock unit awards held by the named executive officers as of December 31, 2015.

Name	Exercisable	Option Awards			Stock Awards		
		Number of Securities Underlying Options (#)	Equity Incentive Plan Awards: Number of Shares Underlying Unexercised Options	Option Exercise Price(\$)	Option Expiration Date	Equity Market Value of Unearned Restricted Stock Units	Equity Incentive Plan Awards: Market Value of Unearned Restricted Stock Units <sup>(4)</sup>
Reggie K. Aggarwal		51,912 <sup>(1)</sup>	32.43	10/15/2025			
		150,115 <sup>(2)</sup>	\$ 27.84	12/31/2024		91,089 <sup>(3)</sup>	\$ 3,179,916
Cynthia A. Russo		46,293 <sup>(5)</sup>	32.43	10/15/2025		20,044 <sup>(5)</sup>	699,736
Charles V. Ghoorah		26,622 <sup>(1)</sup>	32.43	10/15/2025			
		76,982 <sup>(2)</sup>	27.84	12/31/2024			
	173,371		1.80	3/11/2021		46,713 <sup>(3)</sup>	1,630,751

- (1) This amount represents employee stock options awarded to the named executive officers on October 15, 2015 in accordance with the 2013 Plan. The shares subject to these options will become exercisable in two equal annual installments beginning on September 15, 2016, in each case subject to the executive's continued employment on such date.
- (2) This amount represents employee stock options awarded to the named executive officers on December 31, 2014 in accordance with the 2013 Plan. The shares subject to these options will become exercisable in four equal annual installments beginning on March 15, 2016, in each case subject to the executive's continued employment on such date.
- (3) This column represents restricted stock units awarded to the named executive officers on December 31, 2014 and October 15, 2015 in accordance with the 2013 Plan. Each restricted stock unit represents a contingent right to receive one share of Cvent Common Stock. The restricted stock units will vest upon the following schedule:

	March 15, 2016	September 15, 2016	March 15, 2017	September 15, 2017	March 15, 2018	March 15, 2019
Mr. Aggarwal	17,511	10,523	17,511	10,523	17,511	17,510
Mr. Ghoorah	8,980	5,397	8,980	5,396	8,980	8,980



- (4) Market value of restricted stock units that have not vested is computed based on \$34.91 per share, which was the closing price of our common stock as reported on the New York Stock Exchange on December 31, 2015.
- (5) Pursuant to the terms of her offer letter and in accordance with the 2013 Plan, on October 15, 2015, Ms. Russo received a new-hire grant of 46,293 employee stock options and 20,044 restricted stock units. The stock options will become exercisable, and the restricted stock units will vest, upon the following schedule: 50% on September 28, 2017; 25% on September 28, 2018; and 25% on September 28, 2019.

**Potential Payments upon Termination or Change-In-Control**

As described above in Note 7 to the Summary Compensation Table, Ms. Russo and the Company have executed an Offer Letter governing the terms of Ms. Russo's employment as Executive Vice President and Chief Financial Officer of the Company. The Offer Letter provides for certain benefits to be paid to Ms. Russo in the event that (a) her employment is terminated without cause, (b) she resigns for good reason or (c) the Company undergoes a change in control:

If the Company undergoes a change in control during Ms. Russo's employment, 50% of Ms. Russo's outstanding unvested equity awards will automatically vest. Further, if Ms. Russo is terminated without cause or resigns her position with good reason (each as defined in the Offer Letter) within 12 months following a change in control of the Company, Ms. Russo will be entitled to receive: (a) a lump sum payment equal to 12 months of her base salary and her full target incentive bonus; (b) reimbursement of her monthly COBRA premiums for up to one year; and (c) acceleration of the remaining 50% of her outstanding equity awards.

If Ms. Russo's employment is terminated without cause or in the event that Ms. Russo resigns from her position for good reason, each as defined in the Offer Letter, she will be entitled to receive: (a) a lump sum payment equal to 12 months of her base salary and a prorated portion of her target incentive bonus (provided, however, that in no case will the prorated bonus be less than three months); (b) reimbursement of her monthly COBRA premiums for up to one year; and (c) if such separation occurs (i) prior to September 28, 2016, the acceleration of vesting of 25% of her new-hire equity award or (ii) after September 28, 2016, a prorated portion of all outstanding unvested equity awards under any equity incentive plan of the Company will automatically vest. If Ms. Russo's employment is terminated due to her death or disability prior to September 28, 2016, then 25% of her outstanding equity grants will automatically vest.

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In the course of negotiating these provisions with Ms. Russo, the Compensation Committee considered the risks and benefits of these arrangements. The Compensation Committee also considered relevant market data and the strategic importance of the Chief Financial Officer position to the Company's business objectives. Given the competitive nature of the market for executive talent, the Compensation Committee determined that reasonable severance and change-in-control protections would be necessary in order for us to hire a qualified Chief Financial Officer. Further, we believe that change-in-control protections for senior executives benefit Cvent by incentivizing management to focus on shareholder interests in the face of events that may result in a change-in-control, rather than worrying consciously or unconsciously about the individual implications of such events.

## **Director Compensation**

None of our non-employee directors was compensated for service on the board of directors prior to July 2013. In July 2013, we adopted a non-employee director compensation policy that became effective upon the closing of our IPO in August 2013. Under that policy:

*Initial Equity Award.* Each person who first becomes a non-employee director will be granted an award of restricted stock units with a target value of \$100,000 at the grant date.

*Annual Equity Award.* Each non-employee director may be granted an award of equity on the date of the annual meeting of stockholders.

*Annual Cash Retainer.* Each non-employee director will receive an annual cash retainer of \$35,000.

*Audit Committee Chairperson Retainer Fee.* Any non-employee director serving as the chairperson of the audit committee will receive an annual cash retainer of \$25,000.

*Committee Member Fee.* Each non-employee director serving as a member of the audit, compensation or nominating and governance committee will receive an annual cash retainer of \$5,000.

For the purposes of this policy, none of Messrs. Bansal, Florence or Lieberman shall be deemed to be a non-employee director, until they no longer directly or indirectly beneficially own 5% or more of the outstanding shares of our capital stock. Accordingly, none of these three directors were compensated for service on the board of directors in 2015.

We also reimburse director expenses for attending meetings of the board of directors.

The following table sets forth information regarding the compensation earned for service on our board of directors during the year ended December 31, 2015 by our directors who were not also our employees. Reggie K. Aggarwal, our President and Chief Executive Officer, is also a director but does not receive any additional compensation for his services as a director. Mr. Aggarwal's compensation as an executive officer is set forth above at Item 11. Executive Compensation Summary Compensation Table.

<b>Name</b>	<b>Fees Earned or Paid in Cash (\$)</b>	<b>Stock Awards (\$)<sup>(1)</sup></b>	<b>All Other Compensation (\$)</b>	<b>Total (\$)</b>
Sanjeev K. Bansal				
Tony Florence				
Jeffrey Lieberman				
Kevin T. Parker	\$ 65,000	\$ 115,018		\$ 180,018

- (1) The amounts reported represent the aggregate fair value of the restricted stock units awarded to the named director at the date of grant calculated in accordance with FASB Accounting Standards Codification Topic 718. Such grant-date fair value does not take into account any estimated forfeitures related to service-vesting conditions. The assumptions used in calculating the grant date fair value of the awards reported in this column are set forth in note 8 to our audited consolidated financial statements included in our annual report on Form 10-K dated March 1, 2016.

The table below shows the aggregate number of stock option and restricted stock unit awards outstanding for each of our non-employee directors as of December 31, 2015:

<b>Name</b>	<b>Shares Subject to Options</b>	<b>Stock Awards</b>
Sanjeev K. Bansal		
Tony Florence		
Jeffrey Lieberman		
Kevin T. Parker		13,964 <sup>(1)</sup>

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- (1) Mr. Parker holds 4,365 restricted stock units that are subject to forfeiture until the date of the 2016 annual meeting of stockholders (or until July 15, 2016, if the annual meeting has not been held before then), pursuant to a restricted stock unit award granted on July 15, 2015. Mr. Parker also holds 9,599 vested shares of common stock.

### **Compensation Risk**

Our compensation programs are designed to balance risk and reward in relation to the Company's overall business strategy. Our management assesses and discusses with our Compensation Committee our compensation policies and practices for our employees as they relate to our risk management, and based upon this assessment, we believe that any risks arising from such policies and practices are not reasonably likely to have a material adverse effect on us in the future.

### **Compensation Committee Interlocks and Insider Participation**

Messrs. Lieberman, Bansal and Parker served as members of our Compensation Committee during 2015, and continue to serve on the committee at present. No member of the 2015 Compensation Committee has been an officer or employee of Cvent or any of our subsidiaries at any time. During 2015, none of our executive officers served as a member of the board of directors or compensation committee of any other company that had or has one or more executive officers serving as a member of our Board or our Compensation Committee.

## **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

### **EQUITY COMPENSATION PLAN INFORMATION**

The following table provides information as of December 31, 2015 about the securities authorized for issuance under our equity compensation plans, consisting of the 1999 stock incentive plan and the 2013 Plan. All of our equity compensation plans were adopted with the approval of our stockholders.

#### **Plan Category**